



BSE Limited

First Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001

**Kind Attn.: Mr Khushro A. Bulsara
General Manager & 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 - Listing
Department**

January 11, 2018
Sc- 15343

Dear Sirs,

Re: Compliance Report on Corporate Governance

Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith is the Quarterly Compliance Report on Corporate Governance in the format prescribed by SEBI - Annexure I, for the third quarter of FY 2017-18, ended on December 31, 2017.

Yours faithfully,
Tata Motors Limited


H K Sethia
Company Secretary

Encl.: As above

Z:\New Folders\2017-18\Tata Motors\Stock Exchanges\SEBI LODR\Reg 27(2)-Corporate Governance Report\Q-3 ended Dec 31, 2017\Letter-NSE-BSE-Covering.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

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Tata Motors Limited
2. Quarter ending: December 31, 2017

I. Composition of Board of Directors								
Title (Mr/ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Natarajan Chandrasekaran	ABJPC6349J 00121863	Chairperson - Non-Executive Director	January 17, 2017	-	0	0	0
Mr	Raghunath Anant Mashelkar #	ABBPM4169N 00074119	Non-Executive, Independent Director	July 31, 2014	41 Months	5	3	0
Mr	Nasser Mukhtar Munjee	AAFPM7588N 00010180	Non-Executive, Independent Director	July 31, 2014	41 Months	6	1	5
Mr	Vinesh Kumar Jairath	AAYPJ0756C 00391684	Non-Executive, Independent Director	July 31, 2014	41 Months	5	7	2
Ms	Falguni Sanjay Nayar	ABHPN4229N 00003633	Non-executive, Independent Director	July 31, 2014	41 Months	4	3	1
Mr	Om Prakash Bhatt	AGPPB9727Q 00548091	Non-executive, Independent Director	May 9, 2017	7 Months 23 days	4	3	2
Ms	Hanne Birgitte Sorensen @	NA 08035439	Non-executive, Independent Director	January 3, 2018	-	1	0	0
Mr	Ralf Dieter Speth	NA 03318908	Non-executive Director	November 10, 2010	-	0	0	0
Mr	Guenter Butschek	CJEPB1158H 07427375	Executive Director – CEO & MD	February 15, 2016	-	0	1	0



I. Composition of Board of Directors								
Title (Mr/ Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) ^{&}	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Satish Balkrishna Borwankar	AAVPB1076E 01793948	Executive Director & Chief Operating Officer	July 16, 2017	-	0	1	0
<p>§ PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. # Retired on December 31, 2017, in accordance with the Company's Governance Guidelines on Board Effectiveness, upon attaining the age of 75 years. @ Appointed as an Additional Independent Director with effect from January 3, 2018, subject to shareholder approval at the forthcoming Annual General Meeting of the Company.</p>								

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) [§]
1. Audit Committee	Mr Nasser Munjee Dr R A Mashelkar * Mr V K Jairath Ms Falguni Nayar	Chairman, Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent
2. Nomination & Remuneration Committee	Dr R A Mashelkar * Mr N Chandrasekaran Mr Nasser Munjee Mr O P Bhatt	Chairman, Non-Executive - Independent Non-Executive Non-Executive - Independent Non-Executive - Independent
3. Stakeholders Relationship Committee #	Ms Falguni Nayar Mr Guenter Butschek	Non-Executive - Independent Executive
4. Risk Management Committee (if applicable)	Mr Naseer Munjee Dr R A Mashelkar * Mr V K Jairath Ms Falguni Nayar	Chairperson - Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent Non-Executive - Independent
<p>§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen. # The Chairperson is elected on a meeting-to-meeting basis. * Ceased to be a Member on December 31, 2017, upon retirement as a Director, in accordance with the Company's Governance Guidelines on Board Effectiveness.</p>		



III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
July 5, 2017 August 9, 2017	November 9, 2017	92 Days (i.e. between August 9, 2017 to November 9, 2017)

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee November 7, 2017	Yes (All 4 members were present, all being Independent)	July 4, 2017 August 7, 2017 September 18, 2017	50 days (i.e. between September 18, 2017 to November 7, 2017)
Nomination & Remuneration Committee No Meetings were held	Not applicable	No Meetings were held	
Risk Management Committee No Meetings were held	Not applicable	July 4, 2017 September 18, 2017	76 days (i.e. between July 4, 2017 to September 18, 2017)
Stakeholders Relationship Committee No Meetings were held	Not applicable	No Meetings were held	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES
Note	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. YES
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
a. Audit Committee - YES
b. Nomination & Remuneration Committee - YES



- c. Stakeholders' Relationship Committee - **YES**
d. Risk management committee (applicable to the top 100 listed entities) - **YES**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **YES**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **YES**
5. The report submitted in the previous quarter has been placed before Board of Directors at its meeting held on November 9, 2017. This report will be placed before the Board at its next meeting. Any comments/observations/advice of Board of Directors may be mentioned here: **NIL**

Hushang Sethi
Mr H K Sethi

Company Secretary/Compliance Officer/Managing Director/CEO



Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.