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  

October 14, 2019  
Sc- 15658  

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 are the Quarterly Compliance Reports on Corporate Governance in the format prescribed by SEBI: -  

1. Annexure I - for the second quarter of FY 2019 - 20 ended on September 30, 2019; and  


Yours faithfully,  
Tata Motors Limited  

H K Sethna  
Company Secretary  

Encl.: As above
## Format to be submitted by listed entity on quarterly basis

### 1. Composition of Board of Directors

<table>
<thead>
<tr>
<th>Title (Mr./Ms)</th>
<th>Name of the Director</th>
<th>PAN &amp; DIN</th>
<th>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</th>
<th>Initial Date of Appointment</th>
<th>Date of Reappointment</th>
<th>Date of Cessation</th>
<th>Tenure</th>
<th>Date of Birth</th>
<th>No. of Directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]</th>
<th>No. of Independent Directorship in listed entities including this listed entity [Refer Regulation 25(1) of Listing Regulations]</th>
<th>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]</th>
<th>No. of post of Chairperson in Audit/ Stakeholder Committee held by the company [Refer Regulation 29(1) of Listing Regulations]</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr</td>
<td>Natarajan Chandrasekaran</td>
<td>ABJPC6349J 00121863</td>
<td>Chairperson - Non-Executive Director</td>
<td>January 17, 2017</td>
<td>August 22, 2017</td>
<td>-</td>
<td>June 2, 1963</td>
<td>6</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Mr</td>
<td>Nasser Mukhtar Munjee (1)</td>
<td>AAFPM7588K 00010180</td>
<td>Non-Executive, Independent Director</td>
<td>June 27, 2008</td>
<td>July 31, 2014</td>
<td>July 30, 2019</td>
<td>60 Months</td>
<td>November 18, 1952</td>
<td>7</td>
<td>6</td>
<td>1</td>
<td>5</td>
</tr>
<tr>
<td>Mr</td>
<td>Vinesh Kumar Jairath (1)</td>
<td>AAYPJ0756C 00391684</td>
<td>Non-Executive, Independent Director</td>
<td>March 31, 2009</td>
<td>July 31, 2014</td>
<td>July 30, 2019</td>
<td>60 Months</td>
<td>December 27, 1958</td>
<td>6</td>
<td>4</td>
<td>8</td>
<td>2</td>
</tr>
<tr>
<td>Ms</td>
<td>Falguni Sanjay Nayar (1)</td>
<td>ABPHN4229H 00003633</td>
<td>Non-Executive, Independent Director</td>
<td>May 29, 2013</td>
<td>July 31, 2014</td>
<td>July 30, 2019</td>
<td>60 Months</td>
<td>February 19, 1963</td>
<td>4</td>
<td>4</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>Mr</td>
<td>Om Prakash Bhatt</td>
<td>AGPPB9727Q 00548091</td>
<td>Non-Executive, Independent Director</td>
<td>May 9, 2017</td>
<td>August 22, 2017</td>
<td>-</td>
<td>28 Months 22 days</td>
<td>March 7, 1951</td>
<td>4</td>
<td>4</td>
<td>4</td>
<td>2</td>
</tr>
<tr>
<td>Ms</td>
<td>Hanne Birgitte Sorensen</td>
<td>NA 08035439</td>
<td>Non-Executive, Independent Director</td>
<td>January 3, 2018</td>
<td>August 3, 2018</td>
<td>-</td>
<td>20 Months 28 days</td>
<td>September 18, 1965</td>
<td>2</td>
<td>2</td>
<td>3</td>
<td>0</td>
</tr>
<tr>
<td>Ms</td>
<td>Vedika Bhandarkar</td>
<td>AEUPB2687J 00033808</td>
<td>Non-Executive, Independent Director</td>
<td>June 26, 2019</td>
<td>July 30, 2019</td>
<td>-</td>
<td>3 Months 4 days</td>
<td>December 19, 1967</td>
<td>3</td>
<td>3</td>
<td>4</td>
<td>5</td>
</tr>
<tr>
<td>Mr</td>
<td>Ralf Dieter Speth</td>
<td>NA 03318908</td>
<td>Non-Executive Director</td>
<td>November 10, 2010</td>
<td>August 12, 2011</td>
<td>-</td>
<td>September 9, 1955</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>
### I. Composition of Board of Directors

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>PAN &amp; DIN</th>
<th>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</th>
<th>Initial Date of Appointment</th>
<th>Date of Reappointment</th>
<th>Date of Resignation</th>
<th>Date of Death</th>
<th>Tenure</th>
<th>Date of Birth</th>
<th>No. of Directorship in listed entities</th>
<th>No. of Directorship in listed entities including this listed entity (in reference to Regulation 17A(1))</th>
<th>No. of Independent Directorship in listed entities</th>
<th>No. of memberships in Audit/Shareholder Committee(s) including this listed entity (in reference to Regulation 28(1) of Listing Regulations)</th>
<th>Number of memberships in Audit/Shareholder Committee(s) including this listed entity (Refer Regulation 28(1) of Listing Regulations)</th>
<th>No. of post of Chairperson in Audity Stakeholder Committee had in listed entities including this listed entity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Guenter Butsche</td>
<td>CIEPB1158H 07427375</td>
<td>Executive Director – CEO &amp; MD</td>
<td>February 15, 2016</td>
<td>August 9, 2016</td>
<td>-</td>
<td>October 21, 1960</td>
<td>1</td>
<td>1950</td>
<td>0</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Mr. Satish Balkrishna Borwankar (1)</td>
<td>AAVPB1076E 01793946</td>
<td>Executive Director &amp; Chief Operating Officer</td>
<td>June 21, 2012</td>
<td>August 22, 2017</td>
<td>July 15, 1952</td>
<td>-</td>
<td>1</td>
<td>1952</td>
<td>0</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>

Whether Regular Chairperson appointed: Yes

Whether Chairperson is related to Managing Director or CEO: No

$ PAN 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.

(1) All details provided, are as on the date of cessation of director.

### II. Composition of Committees

<table>
<thead>
<tr>
<th>Name of Committee</th>
<th>Whether Regular Chairperson appointed</th>
<th>Name of Committee members</th>
<th>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)</th>
<th>Date of Appointment</th>
<th>Date of Cessation</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Audit Committee</td>
<td>Yes</td>
<td>Ms Vedika Bhandarkar</td>
<td>Chairperson - Non-Executive - Independent</td>
<td>31-07-2019</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Ms Hanne Sorensen</td>
<td>Non-Executive - Independent</td>
<td>31-07-2019</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Om Prakash Bhatt</td>
<td>Non-Executive - Independent</td>
<td>16-01-2018</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Vishal Kumar Jairath</td>
<td>Non-Executive - Independent</td>
<td>14-01-2011</td>
<td>30-07-2019</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Ms Falguni Nayar</td>
<td>Non-Executive - Independent</td>
<td>29-05-2013</td>
<td>30-07-2019</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Nasser Munjee</td>
<td>Chairman, Non-Executive - Independent</td>
<td>26-03-2009</td>
<td>30-07-2019</td>
</tr>
<tr>
<td>2. Nomination &amp; Remuneration Committee</td>
<td>Yes</td>
<td>Mr Om Prakash Bhatt</td>
<td>Chairman - Non-Executive - Independent</td>
<td>16-01-2018</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Natarajan Chandrasekaran</td>
<td>Non-Executive</td>
<td>17-01-2017</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Ms Hanne Sorensen</td>
<td>Non-Executive - Independent</td>
<td>31-07-2019</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Nasser Munjee</td>
<td>Non-Executive - Independent</td>
<td>29-03-2017</td>
<td>30-07-2019</td>
</tr>
<tr>
<td>3. Risk Management Committee (if applicable)</td>
<td>Yes</td>
<td>Ms Hanne Sorensen</td>
<td>Chairperson - Non-Executive - Independent</td>
<td>16-01-2018</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Guenter Butsche</td>
<td>Executive</td>
<td>22-03-2018</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr P B Balaji</td>
<td>Chief Financial Officer</td>
<td>22-03-2018</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Satish Borwankar</td>
<td>Executive</td>
<td>22-03-2018</td>
<td>15-07-2019</td>
</tr>
<tr>
<td>4. Stakeholders Relationship Committee</td>
<td>Yes</td>
<td>Ms Vedika Bhandarkar</td>
<td>Chairperson - Non-Executive - Independent</td>
<td>31-07-2019</td>
<td>-</td>
</tr>
</tbody>
</table>
## II. Composition of Committees

<table>
<thead>
<tr>
<th>Name of Committee</th>
<th>Whether Regular Chairperson appointed</th>
<th>Name of Committee members</th>
<th>Category (Chairperson / Executive / Non-Executive / Independent / Nominee)</th>
<th>Date of Appointment</th>
<th>Date of Cessation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Ms Hanne Sorensen</td>
<td>Non-Executive - Independent</td>
<td>16-01-2018</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Guenter Butschek</td>
<td>Executive</td>
<td>15-02-2016</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Ms Falguni Nayar</td>
<td>Chairperson - Non-Executive - Independent</td>
<td>08-11-2013</td>
<td>30-07-2019</td>
</tr>
<tr>
<td>5. Corporate Social Responsibility Committee</td>
<td>Yes</td>
<td>Mr Om Prakash Bhatt</td>
<td>Chairman - Non-Executive - Independent</td>
<td>16-01-2018</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Ms Vedika Bhandarkar</td>
<td>Non-Executive - Independent</td>
<td>31-07-2019</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Guenter Butschek</td>
<td>Executive</td>
<td>15-02-2016</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Ms Falguni Nayar</td>
<td>Non-Executive - Independent</td>
<td>08-11-2013</td>
<td>30-07-2019</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Satish Borwankar</td>
<td>Executive</td>
<td>16-07-2014</td>
<td>15-07-2019</td>
</tr>
</tbody>
</table>

$ 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.

## III. Meeting of Board of Directors

<table>
<thead>
<tr>
<th>Date(s) of Meeting (if any) in the previous quarter</th>
<th>Date(s) of Meeting (if any) in the relevant quarter</th>
<th>Whether requirement of Quorum met *</th>
<th>Number of Directors present *</th>
<th>Number of independent directors present *</th>
<th>Maximum gap between any two consecutive (in number of days)</th>
</tr>
</thead>
<tbody>
<tr>
<td>May 20, 2019</td>
<td>July 25, 2019</td>
<td>Yes</td>
<td>9</td>
<td>6</td>
<td>27 Days (i.e. between May 20, 2019 to June 17, 2019)</td>
</tr>
<tr>
<td>June 17, 2019</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* to be filled in only for the current quarter meetings.

## IV. Meeting of Committees

<table>
<thead>
<tr>
<th>Date(s) of meeting of the committee in the relevant quarter</th>
<th>Whether requirement of Quorum met (details) *</th>
<th>Number of Directors present *</th>
<th>Number of independent directors present *</th>
<th>Date(s) of meeting of the committee in the previous quarter</th>
<th>Maximum gap between any two consecutive meetings in number of days*</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit Committee</td>
<td>Yes (All 4 members were present, all being Independent)</td>
<td>5</td>
<td>4</td>
<td>May 20, 2019</td>
<td>30 days (i.e. between June 17, 2019 to July 18, 2019)</td>
</tr>
<tr>
<td>July 18, 2019</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>July 25, 2019</td>
<td></td>
<td>6</td>
<td>5</td>
<td>June 17, 2019</td>
<td></td>
</tr>
<tr>
<td>Nomination &amp; Remuneration Committee</td>
<td>No meeting was held during the quarter</td>
<td>Not applicable</td>
<td>-</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Risk Management Committee</td>
<td>No meeting was held during the quarter</td>
<td>Not applicable</td>
<td>-</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stakeholders' Relationship Committee</td>
<td>Yes (2 out of 3 members were present, 1 Independent Director and 1 Executive Director)</td>
<td>2</td>
<td>1</td>
<td></td>
<td></td>
</tr>
<tr>
<td>July 30, 2019</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### IV. Meeting of Committees

<table>
<thead>
<tr>
<th>Date(s) of meeting of the committee in the relevant quarter (details) *</th>
<th>Whether requirement of Quorum met</th>
<th>Number of Directors present *</th>
<th>Number of independent directors present *</th>
<th>Date(s) of meeting of the committee in the previous quarter</th>
<th>Maximum gap between any two consecutive meetings in number of days*</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Corporate Social Responsibility Committee</strong></td>
<td>No meeting was held during the quarter</td>
<td>Not applicable</td>
<td>-</td>
<td>April 3, 2019</td>
<td>June 17, 2019</td>
</tr>
</tbody>
</table>

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

** to be filled in only for the current quarter meetings.

### V. Related Party Transactions

<table>
<thead>
<tr>
<th>Subject</th>
<th>Compliance status (Yes/No/NA) refer note below</th>
</tr>
</thead>
<tbody>
<tr>
<td>Whether prior approval of audit committee obtained</td>
<td>YES</td>
</tr>
<tr>
<td>Whether shareholder approval obtained for material RPT</td>
<td>NA</td>
</tr>
<tr>
<td>Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee</td>
<td>YES</td>
</tr>
</tbody>
</table>

**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, roles 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 and/or the report submitted in the previous quarter has been placed before Board of Directors at its meeting held on July 25, 2019. Any comments/observations/advice of the Board of Directors may be mentioned here: **NIL**

### Name & Designation

Mr H K Sema
Company Secretary/Compliance Officer/Managing Director/CEO / CFO

**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.
Annexure III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

<table>
<thead>
<tr>
<th>Affirmations</th>
<th>Regulation Number</th>
<th>Compliance status (Yes/No/NA)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Copy of the annual report including balance sheet, profit and loss account,</td>
<td>46(2)</td>
<td>Yes</td>
</tr>
<tr>
<td>directors report, corporate governance report, business responsibility report</td>
<td></td>
<td></td>
</tr>
<tr>
<td>displayed on website</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Presence of Chairperson of Audit Committee at the Annual General Meeting</td>
<td>18(1)(d)</td>
<td>Yes</td>
</tr>
<tr>
<td>Presence of Chairperson of the Nomination and Remuneration Committee at the</td>
<td>19(3)</td>
<td>Yes</td>
</tr>
<tr>
<td>Annual General Meeting</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Presence of Chairperson of the Stakeholder Relationship Committee at the</td>
<td>20(3)</td>
<td>No</td>
</tr>
<tr>
<td>Annual General Meeting</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Whether “Corporate Governance Report” disclosed in Annual Report</td>
<td>34(3) read with para C of Schedule V</td>
<td>Yes</td>
</tr>
</tbody>
</table>

**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. In the absence of the Stakeholder Relationship Committee (SRC) Chairperson, Mr Guenter Butschek, a member of the SRC, was authorized by the SRC, to represent the Committee and to answer any shareholder queries raised at the Annual General Meeting of the Company.

3. If the Listed Entity would like to provide any other information the same may be indicated here.

---

Mr H K Sethna

Company Secretary / Compliance Officer / Managing Director / CEO / CFO