



BSE Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001
Kind Attn: Mr Khushro A. Bulsara
Sr. General Manager - 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 Lokesh Bhandari
Senior Manager
Listing Department

May 5, 2020
Sc.no. 15992

Dear Sir,

Sub: 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 for the fourth quarter of FY 2019 - 20 and year ending on March 31, 2020.

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

Yours faithfully,
Tata Motors Limited

Hoshang K Sethna
Company Secretary

Encl: As above

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: March 31, 2020

I. Composition of Board of Directors														
Title (Mr/ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) ^{&}	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	Whether Special Resolution passed	Date of Special Resolution	No. of Directorship in listed entities including this listed entity [In reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17A(1)]	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	August 22, 2017	-	-	June 2, 1963	No		6	0	0	0
Mr	Om Prakash Bhatt	AGPPB9727Q 00548091	Non-Executive, Independent Director	May 9, 2017	August 22, 2017	-	34 Months 22 days	March 7, 1951	No		4	4	5	2
Ms	Hanne Birgitte Sorensen	NA 08035439	Non-Executive, Independent Director	January 3, 2018	August 3, 2018	-	26 Months 28 days	September 18, 1965	No		2	2	3	0
Ms	Vedika Bhandarkar	AEUPB2687J 00033808	Non-Executive, Independent Director	June 26, 2019	July 30, 2019	-	9 Months 4 days	December 19, 1967	No		2	2	7	4
Mr	Ralf Dieter Speth	NA 03318908	Non-Executive Director	November 10, 2010	August 12, 2011	-	-	September 9, 1955	No		1	0	0	0
Mr	Gunter Butschek	CJEPB1158H 07427375	Executive Director – CEO & MD	February 15, 2016	August 9, 2016	-	-	October 21, 1960	Yes	August 9, 2016	1	0	1	0
			Whether Regular Chairperson appointed: Yes											
			Whether Chairperson is related to Managing Director or CEO: No											
			<p>\$ PAN of any director would not be displayed on the website of Stock Exchange</p> <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</p> <p>* 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.</p> <p>**Pursuant to the FAQs on Corporate Governance Report published by the National Stock Exchange of India Limited (NSE), number of membership in committees include chairmanship in committees during the quarter ended March 31, 2020.</p>											

Note:

1. While calculating directorships in listed entities, only directorships in equity listed companies has been considered.
2. While calculating the committee positions of the Directors, both listed and unlisted companies have been considered, in compliance with Regulation 26(1)(a) of SEBI Listing Regulations.

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^{\$}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms Vedika Bhandarkar	Chairperson - Non-Executive - Independent	31-07-2019	-
		Ms Hanne Sorensen	Non-Executive - Independent	31-07-2019	-
		Mr Om Prakash Bhatt	Non-Executive - Independent	16-01-2018	-
2. Nomination & Remuneration Committee	Yes	Mr Om Prakash Bhatt	Chairman - Non-Executive - Independent	16-01-2018	-
		Mr Natarajan Chandrasekaran	Non-Executive	17-01-2017	-
		Ms Hanne Sorensen	Non-Executive - Independent	31-07-2019	-
3. Risk Management Committee (if applicable)	Yes	Ms Hanne Sorensen	Chairperson - Non-Executive - Independent	16-01-2018	-
		Mr Guenter Butschek	Executive	22-03-2018	-
		Mr P B Balaji	Chief Financial Officer	22-03-2018	-
4. Stakeholders Relationship Committee	Yes	Ms Vedika Bhandarkar	Chairperson - Non-Executive - Independent	31-07-2019	-
		Ms Hanne Sorensen	Non-Executive - Independent	16-01-2018	-
		Mr Guenter Butschek	Executive	15-02-2016	-
5. Corporate Social Responsibility Committee	Yes	Mr Om Prakash Bhatt	Chairman - Non-Executive - Independent	16-01-2018	-
		Ms Vedika Bhandarkar	Non-Executive - Independent	31-07-2019	-
		Mr Guenter Butschek	Executive	15-02-2016	-

^{\$} 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					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met *	Number of Directors present *	Number of independent directors present *	Maximum gap between any two consecutive (in number of days)
October 7, 2019	January 30, 2020	Yes	6	3	96 Days (i.e. between October 25, 2019 to January 30, 2020)
October 25, 2019	March 27, 2020	Yes	6	3	56 Days (i.e. between January 30, 2020 to March 27, 2020)

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

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>Number of Directors present *</i>	<i>Number of independent directors present *</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>
<u>Audit Committee</u> January 10, 2020	Yes (All 3 members were present, all being Independent)	3	3	October 9, 2019	48 days (i.e. between November 22, 2019 to January 10, 2020)
January 30, 2020	Yes (All 3 members were present, all being Independent)	3	3	October 25, 2019	
February 25, 2020	Yes	2	2	November 22, 2019	
March 27, 2020	Yes (All 3 members were present, all being Independent)	3	3		
<u>Nomination & Remuneration Committee</u> March 27, 2020	Yes	3	2	No meeting was held during the quarter.	
<u>Risk Management Committee</u> No meeting was held during the quarter.	Not Applicable	-	-	October 9, 2019	
<u>Stakeholders' Relationship Committee</u> January 10, 2020	Yes (All 3 members were present, 2 Independent Directors and 1 Managing Director)	3	2	October 7, 2019	94 days (i.e. between October 7, 2019 and January 10, 2020)
<u>Corporate Social Responsibility Committee</u> February 25, 2020	Yes (All 3 members were present, 2 Independent Directors and 1 Managing Director)	3	2	October 9, 2019	138 days (i.e. between October 9, 2019 and February 25, 2020)
* This information has to be mandatorily be 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	
<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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
<i>Note</i>	
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 and/or the report submitted in the previous quarter has been placed before Board of Directors at its meeting held on January 30, 2020. Any comments/observations/advice of the Board of Directors may be mentioned here: NIL

Name & Designation



Mr Hoshang K Sethna

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.**

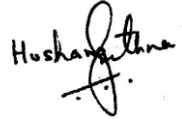
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA) Refer note below
1. Details of business		Yes
2. Terms and conditions of appointment of independent directors		Yes
3. Composition of various committees of board of directors		Yes
4. Code of conduct of board of directors and senior management personnel		Yes
5. Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
6. Criteria of making payments to non-executive directors		NA
7. Policy on dealing with related party transactions		Yes
8. Policy for determining 'material' subsidiaries		Yes
9. Details of familiarization programmes imparted to independent directors		Yes
10. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
11. Email address for grievance redressal and other relevant details		Yes
12. Financial results		Yes
13. Shareholding pattern		Yes
14. Details of agreements entered into with the media companies and/or their associates		NA
15. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts & institutional investors simultaneously with submission to stock exchange		Yes
16. New name and the old name of the listed entity		NA
17. Advertisements as per Regulation 47(1)		Yes
18. Credit Rating or revision in credit rating obtained		Yes
19. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year		Yes
20. Whether company has provided information under separate section on its website as per Regulation 46(2)		Yes
21. Materiality Policy as per Regulation 30		Yes
22. Dividend Distribution Policy as per Regulation 43A (as applicable)		Yes
23. It is certified that these contents on the website of the listed entity are correct		Yes

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) Refer note below
1. Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2. Board composition	17(1), 17(1A) & 17(1B)	Yes
3. Meeting of Board of directors	17(2)	Yes
4. Quorum of Board Meeting	17(2A)	Yes

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>Refer note below</small>
5. Review of Compliance Reports	17(3)	Yes
6. Plans for orderly succession for appointments	17(4)	Yes
7. Code of Conduct	17(5)	Yes
8. Fees/compensation	17(6)	Yes
9. Minimum Information	17(7)	Yes
10. Compliance Certificate	17(8)	Yes
11. Risk Assessment & Management	17(9)	Yes
12. Performance Evaluation of Independent Directors	17(10)	Yes
13. Recommendation of Board	17(11)	Yes
14. Maximum number of Directorships	17A	Yes
15. Composition of Audit Committee	18(1)	Yes
16. Meeting of Audit Committee	18(2)	Yes
17. Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
18. Quorum of Nomination & Remuneration Committee	19(2A)	Yes
19. Meeting of Nomination & Remuneration Committee	19(3A)	Yes
20. Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
21. Meeting of Stakeholder Relationship Committee	20(3A)	Yes
22. Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
23. Meeting of Risk Management Committee	21(3A)	Yes
24. Vigil Mechanism	22	Yes
25. Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26. Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27. Approval for material related party transactions	23(4)	NA
28. Disclosure of related party transactions on consolidated basis	23(9)	Yes
29. Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30. Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31. Annual Secretarial Compliance Report	24(A)	Yes
32. Alternate Director to Independent Director	25(1)	NA
33. Maximum Tenure	25 (2)	Yes
34. Meeting of independent directors	25(3) & (4)	No
35. Familiarization of independent directors	25(7)	Yes
36. Declaration from Independent Director	25(8) & (9)	Yes
37. D & O Insurance for Independent Directors	25(10)	Yes
38. Memberships in Committees	26(1)	Yes
39. Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40. Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>Refer note below</small>
41. Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		

III. Affirmations:
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. – Yes
 <p>Mr Hoshang K Sethna Company Secretary/Compliance Officer/Managing Director/CEO</p>