



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 Lokesh Bhandari
Senior Manager -
Listing and Compliance Department

October 21, 2021
Sc - 16544

Dear Sirs,

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: -

1. Annexure I - for the second quarter of FY 2021 - 22 ended on September 30, 2021;
2. Annexure III - for the half year ended September 30, 202; and
3. Annexure IV - for the half year ended September 30, 2021.

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

Yours faithfully,
Tata Motors Limited

Maloy Kumar Gupta
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: September 30, 2021

I. Composition of Board of Directors												
Title (Mr/ Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&}	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	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	7	0	0	0
Mr	Om Prakash Bhatt	AGPPB9727Q 00548091	Non-Executive, Independent Director	May 9, 2017	August 22, 2017	-	52 Months 22 days	March 7, 1951	4	4	5	2
Ms	Hanne Birgitte Sorensen	NA 08035439	Non-Executive, Independent Director	January 3, 2018	August 3, 2018	-	44 Months 28 days	September 18, 1965	2	2	3	0
Ms	Vedika Bhandarkar	AEUPB2687J 00033808	Non-Executive, Independent Director	June 26, 2019	July 30, 2019	-	27 Months 4 days	December 19, 1967	2	2	6	5
Mr	Kosaraju Veerayya Chowdary	AFAPK6049Q 08485334	Non-Executive, Independent Director	October 27, 2020	-	-	11 Months 4 days	October 10, 1954	4	3	5	0
Mr	Mitsuhiko Yamashita	NA 08871753	Non-Executive Director	September 16, 2020	-	-	-	April 17, 1953	1	0	0	0
Mr	Thierry Bolloré	NA 08935293	Non-Executive Director	October 27, 2020	-	-	-	May 30, 1963	1	0	0	0
Mr	Girish Wagh	AAAPW9441K 03119361	Executive Director	July 1, 2021	July 30, 2021	-	-	December 2, 1970	1	0	1	0

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.

**Pursuant to the FAQs on Corporate Governance Report published by the National Stock Exchange of India Limited (NSE), number of membership in committees includes chairmanship in committees during the relevant quarter ended.

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					
<i>Name of Committee</i>	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	-
		Mr Kosaraju Veerayya Chowdary	Non-Executive - Independent	04-01-2021	-
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 Girish Wagh	Executive	01-07-2021	-
		Mr P B Balaji	Group Chief Financial Officer	22-03-2018	-
		Mitsuhiko Yamashita	Non-Executive	16-09-2020	-
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 Girish Wagh	Executive	01-07-2021	-
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 Girish Wagh	Executive	01-07-2021	-
		Mr Kosaraju Veerayya Chowdary	Non-Executive - Independent	04-01-2021	-

§ 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)
May 18, 2021	July 26, 2021	Yes (All 8 Directors were present)	8	4	35 Days (i.e. between May 18, 2021 to June 23, 2021)
June 23, 2021	September 15, 2021	Yes (7 out of 8 Directors were present)	7	3	32 Days (i.e. between June 23, 2021 to July 26, 2021) 50 Days (i.e. between July 26, 2021 to September 15, 2021)

*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> July 24 & 26, 2021	Yes (All 4 members were present, all being Independent)	4	4	April 16, 2021 May 17-18, 2021 June 15, 2021	30 days (i.e. between April 16, 2021 to May 17-18, 2021) 28 days (i.e. between May 17-18, 2021 to June 15, 2021) 38 days (i.e. between June 15, 2021 to July 24 & 26, 2021)
<u>Nomination & Remuneration Committee</u> July 26, 2021	Yes (All 3 members were present, 2 Independent Directors and 1 Non-Executive Director)	3	2	May 5, 2021 June 23, 2021	48 days (i.e. between May 5, 2021 to June 23, 2021) 32 days (i.e. between June 23, 2021 to July 26, 2021)
<u>Risk Management Committee</u> No meeting was held during the quarter.	NA	NA	NA	June 15, 2021	NA
<u>Stakeholders' Relationship Committee</u> July 30, 2021 September 14, 2021	Yes (All 3 members were present, 2 Independent Directors and 1 Executive Director) Yes (All 3 members were present, 2 Independent Directors and 1 Executive Director)	3 3	2 2	No meeting was held during the quarter.	45 days (i.e. between July 30, 2021 to September 14, 2021)
<u>Corporate Social Responsibility Committee</u> September 14, 2021	Yes (All 4 members were present, 3 Independent Directors and 1 Executive Director)	4	3	May 17, 2021	119 days (i.e. between May 17, 2021 to September 14, 2021)

* 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

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
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. YES</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>a. Audit Committee - YES</p> <p>b. Nomination & Remuneration Committee - YES</p> <p>c. Stakeholders' Relationship Committee - YES</p> <p>d. Risk management committee (applicable to the top 100 listed entities) - YES</p> <p>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</p> <p>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</p> <p>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 26, 2021. Any comments/observations/advice of the Board of Directors may be mentioned here: NIL</p>
<p>Name & Designation</p>  <p>Maloy Kumar Gupta Company Secretary/Compliance Officer/Managing Director/CEO</p>

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 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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>		
<p>Name & Designation</p>  <p>Maloy Kumar Gupta Company Secretary / Compliance Officer / Managing Director / CEO / CFO</p>		

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 30, 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc. <small>refer note below</small>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relative) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter, etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	Nil	Nil
Promoter Group or any other entity controlled by them	Comfort Letter	Rs.12,89,600 Lakhs	Rs.12,89,600 Lakhs
Directors (including relative) or any other entity controlled by them	NA	Nil	Nil
KMPs or any other entity controlled by them	NA	Nil	Nil
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			

ANNEXURE – IV

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	Nil	Nil
Promoter Group or any other entity controlled by them	NA	Nil	Nil
Directors (including relative) or any other entity controlled by them	NA	Nil	Nil
KMPs or any other entity controlled by them	NA	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. - **Yes**

Name & Designation

P B Balaji
Chief Financial Officer

Note

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.