



February 2, 2021

Department of Corporate Services
BSE Limited
PJ Towers
Dalal Street
Fort
Mumbai 400 001

Tata Motors Limited
Bombay House,
24 Homi Mody Street,
Mumbai 400 001.

National Stock Exchange of India Limited
Exchange Plaza
Plot No. C-1, Block 'G'
Bandra Kurla Complex
Bandra (E), Mumbai 400 051

Dear Sirs,

Sub: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code, 2011")

In connection with the conversion of Convertible Warrants to Ordinary Shares of Tata Motors Limited on a preferential basis, we are submitting herewith the abovementioned disclosure in the prescribed format.

On December 5, 2019, Tata Sons Private Limited had subscribed to 23,13,33,871 Convertible Warrants, on payment of 25% of the Warrant Price. On January 29, 2021, 231,333,871 Ordinary Shares of face value Rs. 2 each were allotted to Tata Sons Private Limited upon exercise/conversion of 231,333,871 Convertible Warrants to Ordinary Shares at a price of Rs. 150/- per share (on payment of Rs 112.50 per warrant - being 75% of the balance warrant issue price), which were allotted pursuant to and in terms of shareholders' approval dated November 22, 2019.

Kindly acknowledge receipt.

Thanking You

Yours faithfully,

TATA SONS PRIVATE LIMITED

Suprakash Mukhopadhyay
Company Secretary

Encl. As Above

TATA SONS PRIVATE LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 8080 e-mail tatasons@tata.com
website www.tata.com CIN U99999MH1917PTC000478



Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Tata Motors Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Tata Sons Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*) #	% w.r.t. total diluted share/voting capital of the TC (**)#
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights			
Tata Sons Private Limited - Ordinary Shares	1,22,07,79,930	38.88	38.88
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking / others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	231333871		4.19
e) Total (a+b+c+d)			
Tata Sons Private Limited - Ordinary Shares	1,22,07,79,930	38.88	38.88
Tata Sons Private Limited - Convertible Warrants	231333871		4.19
Total	1,45,21,13,801	38.88	43.08
Details of acquisition/sale:			
a) Shares carrying voting rights acquired/sold			
Shares carrying voting rights acquired/sold			
Tata Sons Private Limited - Ordinary Shares	23,13,33,871	4.19	4.19
Shares carrying voting rights acquired/sold			
b) VRs acquired /sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)-acquired/sold	231333871	4.19	4.19
warrants converted to Ordinary Shares			
Tata Sons Private Limited - Convertible Warrants	0	0.00	0.00
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)			
Tata Sons Private Limited (Shares Acquired) - Ordinary Shares	23,13,33,871	4.19	4.19
Tata Sons Private Limited (sold - warrants converted to Ordinary Shares) - Convertible Warrants	0	0.00	0.00
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
Tata Sons Private Limited - Ordinary Shares	1,45,21,13,801	43.08	43.08
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
Tata Sons Private Limited - Convertible Warrants	0	0.00	0.00
e) Total (a+b+c+d)			
Tata Sons Private Limited - Ordinary Shares	1,45,21,13,801	43.08	43.08
Tata Sons Private Limited - Convertible Warrants	0	0.00	0.00
Total	1,45,21,13,801	43.08	43.08

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Mode of acquisition /sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Preferential Allotment @
Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	29.01.2021
Equity share capital/ total voting capital of the TC before the said acquisition / sale (No. of Shares)	3,13,97,89,570
Equity share capital/ total voting capital of the TC after the said acquisition / sale (No. of Shares)	3,37,11,23,441
Total diluted share/voting capital of the TC after the said acquisition (No. of Shares)	3,37,11,58,054
(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.	
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.	

Additional Information

The aggregate holding of the other members of the Promoter Group and Persons Acting in Concert before and after acquisition of shares by Tata Sons Private Limited ("TSPL") is given below.

Particulars	After acquisition of shares by TSPL i.e. as on 29.01.2021	
	No. of shares	% w.r.t. total Capital #
Aggregate holding of other members of Promoter Group and Persons Acting in Concert		
Ordinary Shares	8,87,82,082	2.63
'A' Ordinary Shares	3,90,02,948	0.12

Notes :

1. Tata AIA Life Insurance Company Limited ("TALIC") does not act in concert with Tata Sons Private Limited or any of its group companies for the acquisition of shares, voting rights or control over the Target Company. However, TALIC is included above as "Persons Acting in Concert" pursuant to their being deemed so under Regulation 2(1)(q)(2)(i) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
2. Members of the Promoter Group do not act in concert with Tata Sons Private Limited or any of its group companies for the acquisition of shares, voting rights or control over the Target Company, however, they have been included above as "Persons Acting in Concert" pursuant to their being deemed so under Regulation 2(1)(q)(2)(iv) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Since the Target Company has issued Ordinary and 'A' Ordinary Shares (having differential voting rights), % of total voting capital is given.

@ On December 5, 2019, Tata Sons Private Limited subscribed to 23,13,33,871 Convertible Warrants, on payment to 25% of the Warrant Price. On January 29, 2021, 231,333,871 Ordinary Shares of face value Rs. 2 each were allotted to Tata Sons Private Limited upon exercise/conversion of 231,333,871 Convertible Warrants to Ordinary Shares at a price of Rs. 150/- per share (on payment of Rs 112.50 per warrant - being 75% of the balance warrant issue price), which were allotted pursuant to and in terms of shareholders' approval dated November 22, 2019.

Signature of the acquirer / seller / Authorised Signatory
Tata Sons Private Limited

Suprakash Mukhopadhyay
Company Secretary
Place: Mumbai
Date: 02.02.2021

