



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 & Compliance

November 22, 2019
Sc -15743

Dear Sirs,

Re: Summary of Proceedings and Voting Results of the Extra Ordinary General Meeting ("EGM") of Tata Motors Limited ("the Company") held on November 22, 2019

We hereby inform that the EGM of the Company was held on November 22, 2019 at 11:00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai - 400 020. The item of business contained in the Notice of the EGM dated October 25, 2019 was transacted and passed by the Members with requisite majority.

In this regard, please find enclosed the following:

- i. Summary of the proceedings of the meeting of the Company, as required under Regulation 30 and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") - **Annexure A**.
- ii. Consolidated voting results of the business transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure B**
- iii. The Scrutinizer's Report dated November 22, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure C**.

The Meeting concluded at 12:50 p.m. (IST).

The Voting Results alongwith the Scrutinizer's Report is available on the Company's website at www.tatamotors.com and the National Securities Depository Limited at www.evoting.nsdl.com.

This is for your information and records.

Yours faithfully,
Tata Motors Limited

Hoshang K Sethna
Company Secretary

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



Summary of proceedings of the Extraordinary General Meeting

The Extraordinary General Meeting (“EGM”) of the Members of Tata Motors Limited (“the Company”) was held on Friday, November 22, 2019 at 11:00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants’ Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai - 400 020. The EGM was streamed live through webcast for the benefit of the shareholders who could not attend the Meeting in person.

Mr Om Prakash Bhatt, Independent Director chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. All the Directors except for Mr N Chandrasekaran and Dr Ralf Speth attended the Meeting. The Company’s Auditors and Secretarial Auditors were also present.

The Notice of the meeting, the Explanatory Statement under Sections 42 and 102 of the Companies Act, 2013 read with rules framed thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Form of Proxy and Attendance Slip have already been dispatched to all the Members. In addition, advertisements containing Notice of the meeting were duly published in newspapers. With the consent of the Members, the Notice convening the Meeting was taken as read.

At the request of the Chairman, Mr P B Balaji, Group Chief Financial Officer provided a brief rationale of the proposal by explaining purpose of issuance of Ordinary Shares and Warrants by way of a preferential allotment to the Promoter – Tata Sons Private Limited.

The following resolution set out in the Notice convening the EGM was proposed and seconded by Members:

Item No.	Details of the Agenda	Resolution required
1.	Issuance of Ordinary Shares and Warrants to Tata Sons Private Limited, Promoter of the Company, on a preferential basis.	Special

The Chairman informed that the facility of remote e-voting for the Members was made available till Thursday, November 21, 2019 and that the facility for electronic ballot had been provided at the EGM venue. Mr P N Parikh (Membership No. FCS 327) of M/s Parikh & Associates, Practicing Company Secretaries was the Scrutinizer appointed by the Board to scrutinize the remote e-voting and voting process at the EGM, in an independent and fair manner.

The Chairman requested the Members, who were present at the Meeting but had not cast their votes through remote e-voting, to cast their vote at the Meeting.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the proposed Preferential Issue. After the Members spoke, at the request of the Chairman, Mr Balaji responded to their queries.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue voting. The Chairman authorized the Company Secretary to carry out the voting process and declare the voting results. He informed the Members that the voting results will be made available on the websites of the Company, National Securities Depository Limited and Stock Exchanges within 48 hours from the conclusion of the Meeting.



The Meeting concluded at 12:50 p.m.

The Scrutinizer's Report was received after the conclusion of the Meeting on November 22, 2019 and as set out therein the said resolution was declared passed with the requisite majority.

Yours faithfully,
Tata Motors Limited

A handwritten signature in blue ink, appearing to read 'Hoshang K Sethna'.

Hoshang K Sethna
Company Secretary

Annexure B

TATA MOTORS LIMITED											
Date of the Extraordinary General Meeting				November 22, 2019							
Total number of shareholders on cut-off date (November 15, 2019)				Ordinary Shareholders : 1139706							
				'A' Ordinary Shareholders : 194884							
				Total: 1334590							
No. of shareholders present in the Meeting either in person or in proxy:											
Promoters and Promoter Group:				8							
Public:				319							
No. of shareholders attended the Meeting Video Conferencing:				Nil							
Resolution (1)											
Resolution required: (Ordinary / Special)						Special					
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes					
Issuance of Ordinary Shares and Warrants to Tata Sons Private Limited, Promoter of the Company, on a preferential basis											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
			[1]	[2]	[3]	[4]=[3]/(2)*100	[5]	[6]	[7]=[5]/(3)*100	[8]=[6]/(3)*100	[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			1107976897	100.00	1107976897	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1420581871	1069454731	841250687	78.66	839183654	2067033	99.75	0.25	0
		Poll			134296	0.01	134296	0	100.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			841384983	78.67	839317950	2067033	99.75	0.25	0
3	Public-Others	E-Voting	866849796	760767292	350027934	46.01	347442072	2585862	99.26	0.74	0
		Poll			354398	0.05	67020	287378	18.91	81.09	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			350382332	46.06	347509092	2873240	99.18	0.82	0
Total	Total	E-Voting	3395851065	2938198920	2299255518	78.25	2294602623	4652895	99.80	0.20	0
		Poll			488694	0.02	201316	287378	41.19	58.81	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			2299744212	78.27	2294803939	4940273	99.79	0.21	0



To,
The Chairman of the Extra Ordinary General Meeting
Tata Motors Limited
Bombay House,
24 Homi Mody Street,
Mumbai - 400001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by electronic ballot system at the Extra Ordinary General Meeting of Tata Motors Limited held on Friday, November 22, 2019 at 11.00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai - 400 020.

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Tata Motors Limited, pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of scrutinizing remote e-voting process and voting by electronic ballot system in respect of the below mentioned resolution proposed at the Extraordinary General Meeting ("EGM") of Tata Motors Limited held on Friday, November 22, 2019 at 11.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said EGM held on November 22, 2019.

The Notice dated October 25, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution proposed at the EGM of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting through electronic ballot system to the shareholders present at the EGM and who had not cast their vote earlier by remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date November 15, 2019 were entitled to vote on the resolution as contained in the Notice of the EGM.



The voting period for remote e-voting commenced on Tuesday, November 19, 2019 at 09:00 a.m. (IST) and ended on Thursday, November 21, 2019 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the EGM, the report on voting done through electronic ballot system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic ballot system at the meeting on the resolution contained in the notice of the EGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic ballot system at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic ballot system at the EGM in respect of the said resolution.



Resolution 1: Special Resolution

Issuance of Ordinary Shares and Warrants to Tata Sons Private Limited, Promoter of the Company, on a preferential basis

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	2,286	2,26,78,28,687	-
'A' Ordinary Shares*	424	2,69,75,252	-
Total	2,710	2,29,48,03,939	99.79

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	243	49,37,153	-
'A' Ordinary Shares*	35	3,120	-
Total	278	49,40,273	0.21

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	NIL	NIL
'A' Ordinary Shares*	NIL	NIL
Total	NIL	NIL

*Each 'A' Ordinary shareholder is entitled to one vote for every ten 'A' Ordinary shares held.

One Shareholder who has split the votes into "assent" as well as "dissent", while the votes are taken as cast, has been counted only once for the purpose of number of members under the head "assent".

Thanking you,
Yours faithfully,

P. N. Parikh

Parikh & Associates
Practising Company Secretaries

FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053



Hosha...
-/-

Place: Mumbai, Dated: November 22, 2019