

**Compliance Report**

[Pursuant to Para I.A.2(h) of Annexure I of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time ('SEBI Circular')]

It is hereby certified that the draft scheme of arrangement involving Tata Motors Limited ("Transferor Company") and TML Business Analytics Services Limited (Transferee Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and the SEBI circular, including the following:

Sl.	Reference	Particulars	Whether complied or not
1	Regulations 17 to 27 of SEBI LODR Regulations	Corporate governance requirements	Complied. Corporate Governance Report as on June 30, 2020 is enclosed.
2	Regulation 11 of SEBI LODR	Compliance with securities laws	Complied.
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied. The Transferor and the Transferee Company will be complying with the conditions mentioned at point (a) and (b) of Part (I)(A)(3) of the Circular.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Not Applicable. Undertaking for non-applicability and auditor's certificate on the said undertaking forms part of the application.

For Tata Motors Limited

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Guenter Butschek
CEO and Managing Director

For Tata Motors Limited

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KEKI SETHNA

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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



Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving Tata Motors Limited (“Transferor Compan”) and TML Business Analytics Services Limited (“Transferee Company”) for transfer and vesting of the Passenger Vehicles Undertaking (as defined in the Scheme) to the Transferee Company are in compliance with all the Accounting Standards applicable to a listed entity.

For **Tata Motors Limited**

For **Tata Motors Limited**

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**Guenter Butschek
CEO and Managing Director**

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RAN BALAJI**

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**P B Balaji
Group Chief Financial Officer**

TATA MOTORS LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001

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Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Tata Motors Limited

2. Quarter ending: June 30, 2020

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	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	-	37 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	-	29 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	-	12 Months 4 days	December 19, 1967	No		2	2	7	5
Mr	Ralf Dieter Speth	NA 03318908	Non-Executive Director	November 10, 2010	August 12, 2011	-	-	September 9, 1955	No		1	0	0	0
Mr	Guenter 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 June 30, 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)
January 30, 2020	May 15, 2020	Yes	6	3	48 Days (i.e. between March 27, 2020 to May 15, 2020)
March 27, 2020	June 15, 2020	Yes	6	3	30 Days (i.e. between May 15, 2020 to June 15, 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> May 15, 2020	Yes (All 3 members were present, all being Independent)	3	3	January 10, 2020	48 days (i.e. between March 27, 2020 to May 15, 2020)
June 9, 2020	Yes (All 3 members were present, all being Independent)	3	3	January 30, 2020	24 days (i.e. between May 15, 2020 to June 9, 2020)
June 15, 2020	Yes (All 3 members were present, all being Independent)	3	3	February 25, 2020 March 27, 2020	5 days (i.e. between June 9, 2020 to June 15, 2020)
<u>Nomination & Remuneration Committee</u> June 15, 2020	Yes (All 3 members were present, 2 Independent Directors and 1 Non-Executive Director)	3	2	March 27, 2020	79 days (i.e. between March 27, 2020 to June 15, 2020)
<u>Risk Management Committee</u> June 8, 2020	Yes (All 3 members were present, 1 Independent Director, 1 Managing Director and 1 Chief Financial Officer)	3	1	No meeting was held during the quarter.	
<u>Stakeholders' Relationship Committee</u> No meeting was held during the quarter.	-	-	-	January 10, 2020	
<u>Corporate Social Responsibility Committee</u> June 8, 2020	Yes (All 3 members were present, 2 Independent Directors and 1 Managing Director)	3	2	February 25, 2020	103 days (i.e. between February 25, 2020 and June 8, 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

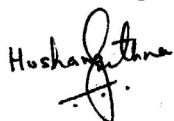
Note

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, 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 May 15, 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.