



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 Avinash Kharkar**  
**Asst. Vice President**  
**Listing & Compliance**

July 30, 2019  
Sc -15568

Dear Sirs,

**Re: Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of Tata Motors Limited ("the Company") convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") on July 30, 2019**

Please be informed that the Meeting of the Equity Shareholders of the Company convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Meeting") was held on Tuesday, July 30, 2019 at 1.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai - 400020. The item of business contained in the Notice of the Meeting dated June 21, 2019, for approval of Scheme of Arrangement between the Company and Tata Advanced Systems Limited and their respective shareholders and creditors, was transacted and passed by the shareholders with requisite majority.

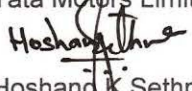
In this regard, please find enclosed the following:

- 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 1**.
- ii. Consolidated voting results of the postal ballot, remote e-voting together with the voting conducted at the Meeting venue, in relation to the business transacted at the Meeting, as required under Regulation 44 of the Listing Regulations, attached and marked as **Annexure 2A** (majority of persons representing three-fourth in value – including promoter and promoter group) and **Annexure 2B** (majority of Public shareholders – excluding promoter and promoter group).
- iii. The Scrutinizer's Report dated July 30, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexures 3A and 3B**.

The meeting concluded at 2:30 p.m.

The Voting Results alongwith the Scrutinizer's Report is also available on the Company's website at [www.tatamotors.com](http://www.tatamotors.com) and the National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to kindly take the same on record.

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](http://www.tatamotors.com) CIN L28920MH1945PLC004520



## Annexure 1

### **Summary of Proceedings of the Meeting of the Equity Shareholders of Tata Motors Limited (“the Company”) convened by the Hon’ble National Company Law Tribunal, Mumbai Bench on July 30, 2019**

The meeting of the Equity Shareholders of the Company convened by the Hon’ble National Company Law Tribunal, Mumbai Bench (“Meeting”) was held on Tuesday, July 30, 2019 at 1.30 p.m. IST at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai – 400020. The Meeting was streamed live through webcast for the benefit of the shareholders who could not attend the Meeting in person.

Mr Nasser Munjee informed that the Meeting was convened pursuant to the Orders dated May 6, 2019 and June 3, 2019 (“Orders”) of the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) in the matter of the Scheme of Arrangement between the Company (“the Transferor Company”) and Tata Advanced Systems Limited (“the Transferee Company”) and their respective shareholders and creditors, hereinafter referred to as the “Scheme”. He further informed that vide the said Orders, the NCLT had appointed him as Chairman to preside over the Meeting.

The requisite quorum being present, the Chairman called the Meeting to order. All the Directors, except Mr N Chandrasekaran, Mr V Jairath, Ms Falguni Nayar and Ms Hanne Sorensen attended the Meeting. The Company’s Auditors and the Secretarial Auditors were also present.

The Notice of the meeting, the Explanatory Statement under Sections 102, 110, 230(3), 232(2) of the Companies Act, 2013 read with rules framed thereunder, Form of Proxy, Attendance Slip, Postal Ballot Form and the Scheme have already been dispatched to all the Members. In addition, advertisements containing Notice of the meeting were duly published in newspapers, in accordance with the directions of the NCLT. With the consent of the Members, the Notice convening the Meeting was taken as read.

At the request of the Chairman, Mr Balaji, Group Chief Financial Officer provided a brief summary of the Scheme, including salient features, valuation details and rationale of the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to the Members for voting:

| Item No. | Details of the Agenda  | Resolution required |
|----------|--|---------------------|
| 1.       | For approval of the Scheme of Arrangement between Tata Motors Limited (Transferor Company) and Tata Advanced Systems Limited (Transferee Company) and their respective shareholders and creditors. | Requisite Majority* |

*\*[majority of persons representing three-fourth in value (as per the Companies Act, 2013)]; and [majority of Public shareholders as per clause (1)(A)(9)(b) of Annexure-I of Securities and Exchange Board of India Circular dated March 10, 2017].*







The Chairman informed the Members that as required under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company had provided its Shareholders the facility to cast their vote through postal ballot and through remote e-voting administered by National Securities Depository Limited. The Chairman also informed that the facility of remote e-voting for the Members was made available till Monday, July 29, 2019 and that the facility of voting was available at the venue of the Meeting for the Members who had earlier not exercised their vote through postal ballot or remote e-voting.

The Chairman informed that Mr P N Parikh (FCS 327) of M/s Parikh & Associates, Practicing Company Secretaries was the Scrutinizer appointed by the NCLT to scrutinize the votes cast at the Meeting, as also the votes cast by way of postal ballot and remote e-voting, in an independent and fair manner.

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

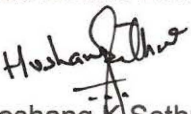
The Chairman then invited the Members to express their views, ask questions and seek clarifications on the Scheme. After the Members spoke, at the request of the Chairman, Mr Balaji responded to their queries.

The Chairman thanked the Members for attending and participating at the Meeting. The Chairman concluded by authorizing the Company Secretary to oversee the voting process and declare the results of the consolidated voting. 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 2:30 p.m.

The Scrutinizer's Report was received after the conclusion of the Meeting on July 30, 2019 and as set out therein the said Resolution was declared passed with the requisite majority.

Yours faithfully,  
Tata Motors Limited

  
Hoshang K. Sethna  
Company Secretary



| TATA MOTORS LIMITED  |                                |                               |                           |                                   |                     |   |                          |                        |   |   |               |
|--|--------------------------------|-------------------------------|---------------------------|-----------------------------------|---------------------|---|--------------------------|------------------------|---|---|---------------|
| <b>Date of the NCLT CONVENED MEETING</b>   |                                |                               | July 30, 2019             |                                   |                     |   |                          |                        |   |   |               |
| <b>Total number of shareholders on cut-off date (June 14, 2019)</b>  |                                |                               | Ordinary Shareholders     |                                   |                     | 11,31,019   |                          |                        |   |   |               |
|  |                                |                               | 'A' Ordinary Shareholders |                                   |                     | 2,01,778  |                          |                        |   |   |               |
|  |                                |                               | Total:                    |                                   |                     | 13,32,797   |                          |                        |   |   |               |
| <b>No. of shareholders present in the Meeting either in person or in proxy:</b>  |                                |                               |                           |                                   |                     |   |                          |                        |   |   |               |
| Promoters and Promoter Group:  |                                |                               | 8                         |                                   |                     |   |                          |                        |   |   |               |
| Public:  |                                |                               | 154                       |                                   |                     |   |                          |                        |   |   |               |
| <b>No. of shareholders attended the Meeting Video Conferencing:</b>  |                                |                               | Nil                       |                                   |                     |   |                          |                        |   |   |               |
| <b>Resolution (1)</b>  |                                |                               |                           |                                   |                     |   |                          |                        |   |   |               |
| <b>Resolution required: (Ordinary / Special)</b>   |                                |                               |                           |                                   |                     | Majority of Shareholders representing three fourth in value under Section 230(6) of the Companies Act, 2013 |                          |                        |   |   |               |
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>   |                                |                               |                           |                                   |                     | NO  |                          |                        |   |   |               |
| <b>Scheme of Arrangement between Tata Motors Limited and Tata Advanced Systems Limited for transfer of Defense Undertaking of the Company to Tata Advanced Systems Limited as a going concern on a slump sale basis.</b> |                                |                               |                           |                                   |                     |   |                          |                        |   |   |               |
|  | 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<br>[4]=[3]/(2)*100  | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[7]=[5]/(3)*100 | % of Votes against on votes polled<br>[8]=[6]/(3)*100 | Invalid Votes |
|  |                                |                               | [1]                       | [2]                               | [3]                 |   | [5]                      | [6]                    |   |   | [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   |               |
|  |                                | Postal Ballot (if applicable) |                           |                                   | 0                   | 0.00  | 0                        | 0                      | 0.00  | 0   |               |
|  |                                | Total                         |                           |                                   | 1107976897          | 100.00  | 1107976897               | 0                      | 100.00  | 0.00  | 0             |
| 2  | Public - Institutional holders | E-Voting                      | 1420274741                | 1072450159                        | 881705205           | 82.21   | 881603745                | 101460                 | 99.99   | 0.01  | 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                         |                           |                                   | 881705205           | 82.21   | 881603745                | 101460                 | 99.99   | 0.01  | 0             |
| 3  | Public-Others                  | E-Voting                      | 867156926                 | 757771865                         | 346902512           | 45.78   | 346204560                | 697952                 | 99.80   | 0.20  | 0             |
|  |                                | Poll                          |                           |                                   | 75882               | 0.01  | 39656                    | 36226                  | 52.26   | 47.74   | 0             |
|  |                                | Postal Ballot (if applicable) |                           |                                   | 84020               | 0.01  | 83857                    | 163                    | 99.81   | 0.19  | 330           |
|  |                                | Total                         |                           |                                   | 347062414           | 45.80   | 346328073                | 734341                 | 99.79   | 0.21  | 330           |
| Total  | Total                          | E-Voting                      | 3395851065                | 2938198921                        | 2336584614          | 79.52   | 2335785202               | 799412                 | 99.97   | 0.03  | 0             |
|  |                                | Poll                          |                           |                                   | 75882               | 0.00  | 39656                    | 36226                  | 52.26   | 47.74   | 0             |
|  |                                | Postal Ballot (if applicable) |                           |                                   | 84020               | 0.00  | 83857                    | 163                    | 99.81   | 0.19  | 330           |
|  |                                | Total                         |                           |                                   | 2336744516          | 79.53   | 2335908715               | 835801                 | 99.96   | 0.04  | 330           |

| Particulars | Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------|-------------------------|------------------------------------|---------------------------------------|
| In favour   | 5,398                   | 2,33,59,08,715                     | 99.96                                 |
| Against     | 570                     | 8,35,801                           | 0.04                                  |
| Invalid     | 3                       | 330                                |                                       |



M. S. K. S. K.



| TATA MOTORS LIMITED  |                                |                               |                          |                                   |   |  |                          |                        |   |   |               |
|--|--------------------------------|-------------------------------|--------------------------|-----------------------------------|---|--|--------------------------|------------------------|---|---|---------------|
| <b>Date of the NCLT CONVENED MEETING</b>   |                                |                               |                          |                                   | July 30, 2019   |  |                          |                        |   |   |               |
| <b>Total number of shareholders on cut-off date (June 14, 2019)</b>  |                                |                               |                          |                                   | Ordinary Shareholders   |  | 11,31,019                |                        |   |   |               |
|  |                                |                               |                          |                                   | 'A' Ordinary Shareholders   |  | 2,01,778                 |                        |   |   |               |
|  |                                |                               |                          |                                   | Total:  |  | 13,32,797                |                        |   |   |               |
| <b>No. of shareholders present in the Meeting either in person or in proxy:</b>  |                                |                               |                          |                                   |   |  |                          |                        |   |   |               |
| Promoters and Promoter Group:  |                                |                               |                          |                                   | 8   |  |                          |                        |   |   |               |
| Public:  |                                |                               |                          |                                   | 154   |  |                          |                        |   |   |               |
| <b>No. of shareholders attended the Meeting Video Conferencing:</b>  |                                |                               |                          |                                   | Nil   |  |                          |                        |   |   |               |
| <b>Resolution (1)</b>  |                                |                               |                          |                                   |   |  |                          |                        |   |   |               |
| <b>Resolution required: (Ordinary / Special)</b>   |                                |                               |                          |                                   | Majority of Public Shareholders (as per Clause (1)(A)(9)(b) of Annexure I of the Securities and Exchange Board of India Circular dated March 10, 2017, as amended from time to time |  |                          |                        |   |   |               |
| <b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>   |                                |                               |                          |                                   | NO  |  |                          |                        |   |   |               |
| <b>Scheme of Arrangement between Tata Motors Limited and Tata Advanced Systems Limited for transfer of Defense Undertaking of the Company to Tata Advanced Systems Limited as a going concern on a slump sale basis.</b> |                                |                               |                          |                                   |   |  |                          |                        |   |   |               |
|  | 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<br>[4]=[3]/(2)*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>[7]=[5]/(3)*100 | % of Votes against on votes polled<br>[8]=[6]/(3)*100 | Invalid Votes |
|  |                                |                               | [1]                      | [2]                               | [3]   |  | [5]                      | [6]                    | [7]   | [8]   | [9]           |
| 1  | Promoter and Promoter Group    | E-Voting                      | 1108419398               | 1107976897                        | 0   | 0.00   | 0                        | 0                      | 0.00  | 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                         |                          |                                   | 0   | 0.00   | 0                        | 0                      | 0.00  | 0.00  | 0             |
| 2  | Public - Institutional holders | E-Voting                      | 1420274741               | 1072450159                        | 881705205   | 82.21  | 881603745                | 101460                 | 99.99   | 0.01  | 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                         |                          |                                   | 881705205   | 82.21  | 881603745                | 101460                 | 99.99   | 0.01  | 0             |
| 3  | Public-Others                  | E-Voting                      | 867156926                | 757771865                         | 346902512   | 45.78  | 346204560                | 697952                 | 99.80   | 0.20  | 0             |
|  |                                | Poll                          |                          |                                   | 75882   | 0.01   | 39656                    | 36226                  | 52.26   | 47.74   | 0             |
|  |                                | Postal Ballot (if applicable) |                          |                                   | 84020   | 0.01   | 83857                    | 163                    | 99.81   | 0.19  | 330           |
|  |                                | Total                         |                          |                                   | 347062414   | 45.80  | 346328073                | 734341                 | 99.79   | 0.21  | 330           |
| Total  |                                | E-Voting                      | 3395851065               | 2938198921                        | 1228607717  | 41.81  | 1227808305               | 799412                 | 99.93   | 0.07  | 0             |
|  |                                | Poll                          |                          |                                   | 75882   | 0.00   | 39656                    | 36226                  | 52.26   | 47.74   | 0             |
|  |                                | Postal Ballot (if applicable) |                          |                                   | 84020   | 0.00   | 83857                    | 163                    | 99.81   | 0.19  | 330           |
|  |                                | Total                         |                          |                                   | 1228607717  | 41.82  | 1227931818               | 835801                 | 99.93   | 0.07  | 330           |



Hoshang J. J.

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To

The Chairman of the NCLT convened meeting of Equity Shareholders ("Chairman")

**TATA MOTORS LIMITED**

CIN: L28920MH1945PLC004520

Bombay House, 24, Homi Mody Street,

Mumbai 400001

**Sub: Consolidated Scrutinizer's Report with respect to voting by shareholders (including promoters and promoter group) of Tata Motors Limited through remote e-voting process, postal ballot and voting at the venue of the meeting pursuant to Sections 108, 110 and 230(6) of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the directions issued by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" or "NCLT") vide orders dated May 06, 2019 and June 03, 2019 in the Company Scheme Application No. 398 of 2019.**

Dear Sir,

I, P. N. Parikh of Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal" or "NCLT"**), by its Orders dated May 06, 2019 and June 03, 2019, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the meeting, in a fair and transparent manner, of the Equity Shareholders (including promoters and promoter group) of Tata Motors Limited convened by the said orders of NCLT and held on Tuesday, July 30, 2019 at 01.30 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai-400020, pursuant to the provisions of the Companies Act, 2013 ("**Act**") read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between Tata Motors Limited and Tata Advanced Systems Limited and their respective shareholders and creditors ("**Scheme**"), in terms of the Notice dated June 21, 2019, convening the said meeting.





I do hereby submit my report as under:

1. The Company had appointed National Securities Depository Limited (“NSDL”) as the agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders. My responsibility as the Scrutinizer for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic ballot at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer’s Report of the votes cast “in favour” or “against” the Resolution and “invalid” ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic ballot at the meeting provided by NSDL.
3. The Cut-off date was Friday, June 14, 2019 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic ballot at the venue of the meeting on the resolution seeking their approval.
4. The voting period for postal ballot and remote e-voting commenced on Sunday, June 30, 2019 at 9.00 a.m. (IST) and ended on Monday, July 29, 2019 at 5.00 p.m. (IST).
5. As confirmed by the Company, the Notice dated June 21, 2019 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Sections 102, 110, 230(3), 232(2) of the Act read with and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Monday, July 29, 2019.
7. The equity shareholders were required to cast vote through remote e-voting or to send the postal ballot form duly completed on or before 5.00 p.m. on July 29, 2019.



8. At the end of the discussion on July 30, 2019 at the venue of the NCLT convened meeting, the Chairman appointed for the meeting allowed voting by use of electronic ballot for all those shareholders who were present at the meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. on July 29, 2019.
9. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
10. I then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in the employment of the Company.
11. 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 downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorisations/proxies lodged with the Company/ Company's RTA.
12. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.
13. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic ballot at the venue of the meeting seeking approval of the equity shareholders (including promoters and promoter group) of the Company are given below.

**Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provision of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai and Hyderabad Benches of the Hon'ble National Company Law Tribunal (hereinafter collectively referred to as "**the Tribunal**"), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents,





approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement between Tata Motors Limited (“**the Transferor Company**”) and Tata Advanced System Limited (“**the Transferee Company**”) and their respective shareholders and creditors (“**Scheme**”) placed before this meeting be and is hereby approved.”

“**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

(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      | 4,504                   | 2,30,99,99,129                     |                                       |
| 'A' Ordinary Shares* | 894                     | 2,59,09,586                        |                                       |
| <b>Total</b>         | <b>5,398</b>            | <b>2,33,59,08,715</b>              | <b>99.96</b>                          |

(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      | 478                     | 7,26,545                           |                                       |
| 'A' Ordinary Shares* | 92                      | 1,09,256                           |                                       |
| <b>Total</b>         | <b>570</b>              | <b>8,35,801</b>                    | <b>0.04</b>                           |

(iii) Invalid votes:

|                      | Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|----------------------|---|--------------------------------------|
| Ordinary Shares      | 3   | 330                                  |
| 'A' Ordinary Shares* | NIL   | NIL                                  |
| <b>Total</b>         | <b>3</b>  | <b>330</b>                           |


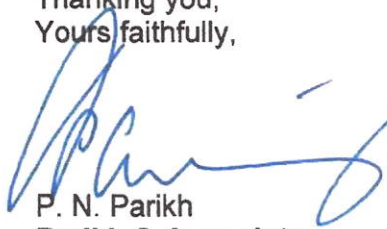
\*Each 'A' Ordinary shareholder is entitled to one vote for every ten 'A' Ordinary shares held and fractions, if any, in the votes cast by the said shareholder have been ignored.

Shareholders who have split their votes into “Assent” as well as “Dissent”, while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head “Assent”.



14. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours faithfully,



P. N. Parikh  
**Parikh & Associates**  
**Practising Company Secretaries**  
FCS: 327 CP No.: 1228  
111, 11<sup>th</sup> Floor, SaiDwar CHS Ltd.,  
Sab TV Lane, Opp. LaxmiIndl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri(West), Mumbai – 400053

Place: Mumbai  
Dated: July 30, 2019



Handwritten signature of H. S. Jethwa



Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To  
The Chairman of the NCLT convened meeting of Equity Shareholders ("Chairman")  
**TATA MOTORS LIMITED**  
CIN: L28920MH1945PLC004520  
Bombay House, 24, HomiMody Street,  
Mumbai 400001

**Sub:ConsolidatedScrutinizer's Report with respect to voting by public shareholders(excluding promoters and promoter group)of Tata Motors Limited through remote e-voting process, postal ballot and voting at the venue of the meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017.**

Dear Sir,

I, P. N. Parikh of Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench("Hon'ble Tribunal" or "NCLT")by its Orders dated May 06, 2019 and June 03, 2019,as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the meeting, in a fair and transparent manner, of the Equity Shareholders (excluding promoters and promoter group) of Tata Motors Limited convened by the said orders of NCLT and held on Tuesday, July 30, 2019 at 01.30 p.m. at Birla Matushri Sabhagar,19, Sir Vithaldas Thackersey Marg, Mumbai-400020, pursuant to the provisions of the Companies Act, 2013 ("Act") read with applicable rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 ("SEBI Listing Regulations"), on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between Tata Motors Limited and Tata Advanced Systems Limited and their respective shareholders and creditors ("Scheme"), in terms of the Notice datedJune 21, 2019, convening the said meeting.

I do hereby submit my report with regards to the result of voting through remote e-voting process, postal ballot and voting at the venue of the meeting in respect of publicshareholders, as under:

1. The Company had appointed National Securities Depository Limited ("NSDL") as the agency for providing the e-voting platform to the equity shareholders of the Company.



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening NCLT convened meeting of the equity shareholders. My responsibility as the Scrutinizer for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers e-voting process and electronic ballot at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic ballot at the meeting provided by NSDL.
3. The Cut-off date was Friday, June 14, 2019 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic ballot at the venue of the meeting on the resolution seeking their approval.
4. The remote e-voting and postal ballot period commenced on Sunday, June 30, 2019 at 9.00 a.m. (IST) and ended on Monday, July 29, 2019 at 5.00 p.m. (IST).
5. As confirmed by the Company, the Notice dated June 21, 2019 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Sections 102, 110, 230(3), 232(2) the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Monday, July 29, 2019.
7. The equity shareholders were required to cast vote through remote e-voting or to send the postal ballot form duly completed on or before 5.00 p.m. on July 29, 2019.





8. At the end of the discussion on July 30, 2019 at the venue of the NCLT convened meeting, the Chairman appointed for the meeting allowed voting by use of electronic ballot for all those shareholders who were present at the meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. on July 29, 2019.
9. After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.
10. I then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in the employment of the Company.
11. 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 downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("RTA") and the authorisations/proxies lodged with the Company/ Company's RTA.
12. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.
13. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic ballot at the venue of the meeting seeking approval of the equity shareholders(excluding promoters and promoter group) of the Company are given below.

**Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provision of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai and Hyderabad Benches of the Hon'ble National Company Law Tribunal (hereinafter collectively referred to as "**the Tribunal**"), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the



Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement between Tata Motors Limited (“**the Transferor Company**”) and Tata Advanced System Limited (“**the Transferee Company**”) and their respective shareholders and creditors (“**Scheme**”) placed before this meeting be and is hereby approved.”

“**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

(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      | 4,486                   | 1,20,20,71,398                     |                                       |
| 'A' Ordinary Shares* | 892                     | 2,58,60,420                        |                                       |
| <b>Total</b>         | <b>5,378</b>            | <b>1,22,79,31,818</b>              | <b>99.93</b>                          |

(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      | 478                     | 7,26,545                           |                                       |
| 'A' Ordinary Shares* | 92                      | 1,09,256                           |                                       |
| <b>Total</b>         | <b>570</b>              | <b>8,35,801</b>                    | <b>0.07</b>                           |

(iii) **Invalid** votes:

|                      | Number of members whose votes were declared invalid | Number of invalid votes cast by them |
|----------------------|---|--------------------------------------|
| Ordinary Shares      | 3   | 330                                  |
| 'A' Ordinary Shares* | NIL   | NIL                                  |
| <b>Total</b>         | <b>3</b>  | <b>330</b>                           |

\*Each 'A' Ordinary shareholder is entitled to one vote for every ten 'A' Ordinary shares held and fractions, if any, in the votes cast by the said shareholder have been ignored.


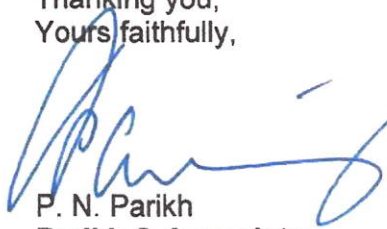
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Yours faithfully,



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Sab TV Lane, Opp. LaxmiIndl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri(West), Mumbai – 400053

Place: Mumbai  
Dated: July 30, 2019

