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.
ExchangePlaza, 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

August 25, 2020
Sc – 16089

Dear Sirs,

Re: Summary of Proceedings and Voting Results of the 75th Annual General Meeting ('AGM') of the Tata Motors Limited ("the Company") held on August 25, 2020

In terms of the General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ('the Act') and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated 5th May 2020, in relation to 'Clarification on holding of AGM through video conferencing (VC) or other audio visual means (OAVM)' (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('Listing Regulations') - Covid-19 pandemic' ('SEBI Circular') and in compliance with applicable provisions of the Act and the Listing Regulations, the 75th Annual General Meeting (AGM) of the Company was held on Tuesday, 25th August 2020 at 2.00 p.m. (IST) through two-way VC/OAVM to transact the business as stated in the Notice dated 31st July 2020, convening the AGM. We would like to inform that all the items of business contained in the said AGM Notice were transacted and passed by the Members with requisite majority. The Company also facilitated the live webcast of the proceedings.

In this regard, please find enclosed the following:

i. Summary of the proceedings of the AGM of the Company as required under Regulation 30 and Part A of Schedule III of the Listing Regulations- **Annexure A**.

ii. Consolidated voting results of remote e-voting and e-voting conducted during the AGM of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure B.**

iii. The Scrutinizer's Report dated August 25, 2020, pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure C.**

The Meeting concluded at 5:30 p.m. (IST).

The Consolidated voting results alongwith the Scrutinizer's Report is available on the Company's website at www.tatamotors.com and on the website of 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

Annexure A

Summary of proceedings of the 75th Annual General Meeting ('AGM/Meeting')

The 75th Annual General Meeting ("AGM") of the Members of Tata Motors Limited ("the Company") was held on Tuesday, August 25, 2020 at 2:00 p.m. (IST) through two-way Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'). The Company, while conducting the Meeting, adhered to the Ministry of Corporate Affairs (MCA) Circulars, Securities and Exchange Board of India (SEBI) Circulars, and other social distancing norms in view of the outbreak of COVID-19 pandemic.

Mr Hoshang Sethna, Company Secretary, welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Mr Natarajan Chandrasekaran, Chairman chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. He informed the members that the proceedings of the meeting was video recorded and live streaming was webcast on National Depository System Limited ('NSDL') website. The Chairman welcomed all the Directors and requested them to introduce themselves to the Members. He then introduced the Chief Financial Officer and Company Secretary present with him at the common venue. The Company's Statutory Auditors and Secretarial Auditors were also present at the Meeting through VC.

The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection in electronic mode. Since there was no physical attendance of Members and in compliance with the Circulars issued by the MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

The Chairman introduced the Union leaders present at the Meeting and acknowledged the contribution of the employees during the year. The Chairman thereafter delivered his opening remarks covering the macro-economic environment and industry, Company's Performance, Opportunities and Challenges, Strategic directions and future outlook. This was followed by a presentation by Mr. P B Balaji, Group Chief Financial Officer on the Company's consolidated financials, operations and highlights, steps taken for recovering and growth and way forward.

With the consent of the Members, the Notice of the Meeting and Auditors' Report were taken as read. He informed the Members that the Statutory Auditors' Report did not contain any qualifications, other reservations, adverse remarks or disclaimers. At the request of the Chairman, the Company Secretary read out extracts from the Auditors' Report and management's response thereto as stated in the Board's Report.

The Company Secretary also requested the Members who were present at the AGM but had not cast their votes prior through remote e-voting, to cast their vote during the AGM and also explained the process of e-voting on the resolutions during the meeting through the NSDL e-voting website. He further informed that 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 process prior to the AGM and during the AGM in a fair and transparent manner.

In terms of the Notice dated July 31, 2020 convening the 75th AGM of the Company, the following items of business were transacted at the Meeting:

Item No.	Details of the Agenda items	Resolution required
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Auditors thereon.	Ordinary
3	To appoint a Director in place of Dr Ralf Speth (DIN: 03318908) who, retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4	To approve and ratify payment of Minimum Remuneration to Mr. Guenter Butschek (DIN: 07427375), Chief Executive Officer and Managing Director for FY 2019-20.	Special
5	To approve payment of Minimum Remuneration to Mr. Guenter Butschek (DIN: 07427375), Chief Executive Officer and Managing Director in case of no/inadequacy of profits during FY2020-21.	Special
6	To appoint Branch Auditors.	Ordinary
7	To ratify Cost Auditor's Remuneration.	Ordinary

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. After the Members spoke, the Chairman responded to all their queries.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue e-voting for next 15 minutes. The Chairman authorized the Company Secretary to carry out the voting process and declare the voting results of the consolidated voting. The Chairman thanked the members for their continuing support and for attending and participating in the meeting. After 15 minutes the Company Secretary informed the Members that the consolidated voting results alongwith the scrutinizer's report will be disseminated through the stock exchanges and also placed on the websites of the Company i.e. www.tatamotors.com, the National Securities Depository Limited www.evoting.nsdl.com within 48 hours from the conclusion of the Meeting.

The Meeting concluded at 5.30 p.m.

The Scrutinizer's Report was received after the conclusion of the Meeting on August 25, 2020 and as set out therein all the said resolutions were declared passed with the requisite majority.

Yours faithfully,
Tata Motors Limited

Hoshang K Sethna
Company Secretary

Annexure B

75th Annual General Meeting Voting Results

Date of the ANNUAL GENERAL MEETING	August 25, 2020
Total number of shareholders on cut-off date (August 18, 2020)	**Ordinary Shareholders : 1494063** **'A' Ordinary Shareholders : 208558** **Total: 1702621**
No. of shareholders present in the Meeting either in person or through proxy:	
Promoters and Promoter Group:	No arrangement for physical meeting or appointment of proxy was made as the meeting was held through VC/OAVM
Public:	
No. of shareholders attended the Meeting Video Conferencing:	
Promoters and Promoter Group:	3
Public:	415

For Tata Motors Limited



Hoshang K Sethna
Company Secretary

TATA MOTORS LIMITED											
Resolution (1)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						NO					
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.											
	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	1336765206	1312272544	1312272544	100.00	1312272544	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			1312272544	100.00	1312272544	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1247131761	965683985	732619445	75.87	732619445	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			732619445	75.87	732619445	0	100.00	0.00	0
3	Public-Others	E-Voting	1013579823	861867644	321497195	37.30	321322693	174502	99.95	0.05	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			321497195	37.30	321322693	174502	99.95	0.05	0
	Total	E-Voting			2366389184	75.37	2366214682	174502	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	**3597476790**	**3139824173**	**2366389184**	**75.37**	**2366214682**	**174502**	**99.99**	**0.01**	**0**



TATA MOTORS LIMITED											
Resolution (2)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						NO					
To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Auditors thereon.											
	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	1336765206	1312272544	1312272544	100.00	1312272544	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			1312272544	100.00	1312272544	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1247131761	965683985	732619445	75.87	732619445	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			732619445	75.87	732619445	0	100.00	0.00	0
3	Public-Others	E-Voting	1013579823	861867644	321516639	37.30	321360399	156240	99.95	0.05	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			321516639	37.30	321360399	156240	99.95	0.05	0
	Total	E-Voting	**3597476790**	**3139824173**	2366408628	75.37	2366252388	156240	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			**2366408628**	**75.37**	**2366252388**	**156240**	**99.99**	**0.01**	**0**



TATA MOTORS LIMITED												
Resolution (3)												
Resolution required: (Ordinary / Special)						ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?						NO						
To appoint a Director in place of Dr Ralf Speth (DIN: 03318908) who, retires by rotation and being eligible, offers himself for re-appointment.												
	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	1336765206	1312272544	1312272544	100.00	1312272544	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			1312272544	100.00	1312272544	0	100.00	0.00	0	
2	Public - Institutional holders	E-Voting	1247131761	965683985	736576557	76.28	732658958	3917599	99.47	0.53	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			736576557	76.28	732658958	3917599	99.47	0.53	0	
3	Public-Others	E-Voting	1013579823	861867644	321617793	37.32	319641129	1976664	99.39	0.61	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			321617793	37.32	319641129	1976664	99.39	0.61	0	
	Total	E-Voting			2370466894	75.50	2364572631	5894263	99.75	0.25	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	**3597476790**	**3139824173**	**2370466894**	**75.50**	**2364572631**	**5894263**	**99.75**	**0.25**	**0**	



TATA MOTORS LIMITED											
Resolution (4)											
Resolution required: (Ordinary / Special)						SPECIAL					
Whether promoter/ promoter group are interested in the agenda/resolution?						NO					
Approval and ratification for payment of Minimum Remuneration to Mr Guenter Butschek (DIN: 07427375), Chief Executive Officer and Managing Director for FY 2019-20.											
	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	1336765206	1312272544	1312272544	100.00	1312272544	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			1312272544	100.00	1312272544	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1247131761	965683985	736565336	76.27	725926018	10639318	98.56	1.44	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			736565336	76.27	725926018	10639318	98.56	1.44	0
3	Public-Others	E-Voting	1013579823	861867644	321148408	37.26	318382213	2766195	99.14	0.86	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			321148408	37.26	318382213	2766195	99.14	0.86	0
	Total	E-Voting	**3597476790**	**3139824173**	2369986288	75.48	2356580775	13405513	99.43	0.57	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			**2369986288**	**75.48**	**2356580775**	**13405513**	**99.43**	**0.57**	**0**



TATA MOTORS LIMITED												
Resolution (5)												
Resolution required: (Ordinary / Special)						SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?						NO						
Approval for payment of Minimum Remuneration to Mr Guenter Butschek (DIN: 07427375), Chief Executive Officer and Managing Director in case of no/inadequacy of profits during FY 2020-21.												
	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	1336765206	1312272544	1312272544	100.00	1312272544	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			1312272544	100.00	1312272544	0	100.00	0.00	0	
2	Public - Institutional holders	E-Voting	1247131761	965683985	736614404	76.28	725975086	10639318	98.56	1.44	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			736614404	76.28	725975086	10639318	98.56	1.44	0	
3	Public-Others	E-Voting	1013579823	861867644	321592221	37.31	318507825	3084396	99.04	0.96	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			321592221	37.31	318507825	3084396	99.04	0.96	0	
	Total	E-Voting			2370479169	75.50	2356755455	13723714	99.42	0.58	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	**3597476790**	**3139824173**	**2370479169**	**75.50**	**2356755455**	**13723714**	**99.42**	**0.58**	**0**	



TATA MOTORS LIMITED											
Resolution (6)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						NO					
Appointment of Branch Auditors.											
	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	1336765206	1312272544	1312272544	100.00	1312272544	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			1312272544	100.00	1312272544	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1247131761	965683985	741756608	76.81	741756608	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			741756608	76.81	741756608	0	100.00	0.00	0
3	Public-Others	E-Voting	1013579823	861867644	321123393	37.26	320738384	385009	99.88	0.12	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			321123393	37.26	320738384	385009	99.88	0.12	0
	Total	E-Voting	**3597476790**	**3139824173**	2375152545	75.65	2374767536	385009	99.98	0.02	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			**2375152545**	**75.65**	**2374767536**	**385009**	**99.98**	**0.02**	**0**



TATA MOTORS LIMITED											
Resolution (7)											
Resolution required: (Ordinary / Special)						ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?						NO					
Ratification of Cost Auditor's Remuneration.											
	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	1336765206	1312272544	1312272544	100.00	1312272544	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			1312272544	100.00	1312272544	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1247131761	965683985	741756608	76.81	741756608	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			741756608	76.81	741756608	0	100.00	0.00	0
3	Public-Others	E-Voting	1013579823	861867644	321361131	37.29	320591332	769799	99.76	0.24	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			321361131	37.29	320591332	769799	99.76	0.24	0
	Total	E-Voting			2375390283	75.65	2374620484	769799	99.97	0.03	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	**3597476790**	**3139824173**	**2375390283**	**75.65**	**2374620484**	**769799**	**99.97**	**0.03**	**0**



ANNEXURE C

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp Laxmi Industrial Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400053
Tel No 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman,
Tata Motors Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting before the 75th Annual General Meeting ('AGM') of Tata Motors Limited held on Tuesday, August 25, 2020 at 2.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting during the AGM, 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 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Motors Limited ('the Company') pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 75th Annual General Meeting ('AGM') of Tata Motors Limited on Tuesday, August 25, 2020 at 2.00 p.m. (IST) through VC.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the AGM.

The Notice dated July 31, 2020, convening the AGM, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020.

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

The voting period for remote e-voting commenced on Saturday, August 22, 2020 at 9.00 a.m. (IST) and ended on Monday, August 24, 2020 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the Shareholders present at the AGM through VC and who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the 'cut-off' date of Tuesday, August 18, 2020 were entitled to vote on the resolutions forming part of the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast 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 prior to and during the AGM on the resolutions forming part of the Notice of the AGM.

My responsibility as a scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	1923	2,34,00,67,426	
'A' Ordinary Shares*	353	2,61,47,256	
Total	2276	2,36,62,14,682	99.99

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	33	1,70,225	
'A' Ordinary Shares*	10	4,277	
Total	43	1,74,502	0.01

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Ordinary Shares	Nil	Nil
'A' Ordinary Shares*	Nil	Nil
Total	Nil	Nil

Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	1911	2,34,01,05,145	
'A' Ordinary Shares*	352	2,61,47,243	
Total	2263	2,36,62,52,388	99.99

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	41	1,51,950	
'A' Ordinary Shares*	11	4,290	
Total	52	1,56,240	0.01

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Ordinary Shares	Nil	Nil
'A' Ordinary Shares*	Nil	Nil
Total	Nil	Nil

Resolution 3: Ordinary Resolution

To appoint a Director in place of Dr Ralf Speth (DIN: 03318908), who retires by rotation and being eligible, offers himself for re-appointment.

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	1825	2,33,84,27,225	
'A' Ordinary Shares*	338	2,61,45,406	
Total	2163	2,36,45,72,631	99.75

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	128	58,87,693	
'A' Ordinary Shares*	26	6,570	
Total	154	58,94,263	0.25

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Ordinary Shares	Nil	Nil
'A' Ordinary Shares*	Nil	Nil
Total	Nil	Nil

Resolution 4: Ordinary Resolution

Approval and Ratification for payment of Minimum Remuneration to Mr. Guenter Butschek (DIN: 07427375), Chief Executive Officer and Managing Director of the Company for FY 2019-20.

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	1786	2,33,05,35,407	
'A' Ordinary Shares*	327	2,60,45,368	
Total	2113	2,35,65,80,775	99.43

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	168	1,32,98,903	
'A' Ordinary Shares*	37	1,06,610	
Total	205	1,34,05,513	0.57

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Ordinary Shares	Nil	Nil
'A' Ordinary Shares*	Nil	Nil
Total	Nil	Nil

Resolution 5: Ordinary Resolution

Approval for payment of Minimum Remuneration to Mr. Guenter Butschek (DIN: 07427375), Chief Executive Officer and Managing Director of the Company in case of no/inadequacy of profits during FY 2020-21.

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	1755	2,33,07,17,214	
'A' Ordinary Shares*	325	2,60,38,241	
Total	2080	2,35,67,55,455	99.42

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	195	1,36,09,992	
'A' Ordinary Shares*	39	1,13,722	
Total	234	1,37,23,714	0.58

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Ordinary Shares	Nil	Nil
'A' Ordinary Shares*	Nil	Nil
Total	Nil	Nil

Resolution 6: Ordinary Resolution

Appointment of Branch Auditors

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	1912	2,34,86,20,304	
'A' Ordinary Shares*	351	2,61,47,232	
Total	2263	2,37,47,67,536	99.98

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	48	3,80,718	
'A' Ordinary Shares*	12	4,291	
Total	60	3,85,009	0.02

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Ordinary Shares	Nil	Nil
'A' Ordinary Shares*	Nil	Nil
Total	Nil	Nil

Resolution 7: Ordinary Resolution

Ratification of M/s Mani & Co., Cost Accountants (Firm Registration No. 000004) Cost Auditor's Remuneration

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	1870	2,34,84,73,857	
'A' Ordinary Shares*	346	2,61,46,627	
Total	2216	2,37,46,20,484	99.97

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

Type of Ordinary Share	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	90	7,64,919	
'A' Ordinary Shares*	17	4,880	
Total	107	7,69,799	0.03

(iii) **Invalid** votes:

Type of Ordinary Share	Number of members voted whose votes were declared invalid	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.

Shareholders who have split their votes "assent" as well as "dissent", while their votes are taken as cast, they have been counted only once for the purpose of number of members under the head "assent".

Thanking you,
Yours faithfully,

P N Parikh

Digitally signed by P N Parikh
DN: c=IN, o=Personal, postalCode=400104, st=Maharashtra, 2.5.4.20=02a59473a64d87ecbddfe0a8e3ad70b06b16d5d30bb138b26dcc8c4b693f8ed1, serialNumber=e6a5dfe99f1e973278e198497c9be1a9a5543aafae294fe7c98b0c5e69c2fc, cn=P N Parikh
Date: 2020.08.25 20:48:32 +05'30'

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

Place: Mumbai
Dated: August 25, 2020

For Tata Motors Limited

Hoshang K Sethna
Company Secretary