



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

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

16th March, 2018

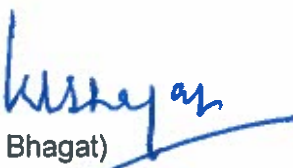
Dear Sirs,

Sub: Report under Regulation 10(6) and Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code, 2011")

In connection with our purchase of Ordinary Shares of Tata Motors Limited by way of inter-se transfer of shares amongst qualifying persons, we are submitting herewith the abovementioned report and disclosure in the prescribed format.

Kindly acknowledge receipt.

Yours faithfully,
TATA SONS LIMITED


(K R Bhagat)
Sr. Vice President Finance

TATA SONS LIMITED

Bombay House 24 Horni Mody Street Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 8080 e-mail tatasons@tata.com
website www.tata.com CIN U99999MH1917PLC000478



Format for Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011		
1	Name of the Target Company (TC)	Tata Motors Limited
2	Name of the acquirer(s)	Tata Sons Limited
3	Name of the stock exchange where shares of the TC are listed	BSE Limited National Stock Exchange of India Limited
4	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Acquisition of shares by Tata Sons Ltd. by way of inter se transfer from a member of the promoter group- restructuring of investment portfolio.
5	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(ii)
6	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes, disclosure of proposed acquisition was required to be made under Regulation 10(5). The disclosure under Regulation 10(5) was made within the time line specified. The said disclosure was sent to the stock exchanges on 6th March 2018
7	Details of acquisition	Disclosures required to be made under regulation 10(5)
		Whether the disclosures under regulation 10(5) are actually made - Actual
a.	Name of the transferor / seller	Sir Dorabji Tata Trust Lady Tata Memorial Trust JRD Tata Trust Sir Ratan Tata Trust
b.	Date of acquisition	On or after March 13, 2018
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	upto 17,74,880 Ordinary Shares
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	0.06 % of voting rights of TC
e.	Price at which shares are proposed to be acquired / actually acquired	At or around the prevailing price on date of proposed acquisition. (Note: The proposed transaction mentioned above is to be carried out at prevailing price subject to no material market movements and hence the transaction may not necessarily be consummated.)
		Rs. 354.15 Per share (excluding brokerage and STT)



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8	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC#	No. of shares held	% w.r.t total share capital of TC#
a	Each Acquirer / Transferee(*)				
	Ordinary Shares				
	Tata Sons Limited	9597,13,692	32.66	9613,81,852	32.72
	Total	9597,13,692	32.66	9613,81,852	32.72
b	Each Seller / Transferor				
	Ordinary Shares				
	Sir Dorabji Tata Trust	8,08,960	0.03	0	0.00
	Sir Ratan Tata Trust	8,59,200	0.03	0	0.00
	Total	16,68,160	0.06	0	0.00
	Other members of the Promoter Group and PAC				
	Ordinary Shares				
	Ewart Investments Limited	30,84,542	0.10	30,84,542	0.10
	Tata Investment Corporation Limited	110,00,000	0.37	110,00,000	0.37
	Lady Tata Memorial Trust	1,440	0.00	1,440	0.00
	JRD Tata Trust	1,05,280	0.00	1,05,280	0.00
	Tata Industries Limited	722,03,630	2.46	722,03,630	2.46
	Af-Taab Investment Company Limited	3,57,159	0.01	3,57,159	0.01
	Tata Chemicals Limited	19,66,294	0.07	19,66,294	0.07
	Tata Steel Limited	1,00,000	0.00	1,00,000	0.00
	Simto Investment Company Limited	59,583	0.00	59,583	0.00
	Tata AIA Life Insurance Company Limited **	40,65,310	0.14	40,65,310	0.14
	Tata AIG General Insurance Company Limited **	5,49,000	0.02	5,49,000	0.02
	Total	934,92,238	3.18	934,92,238	3.18
	'A' Ordinary Shares				
	Ewart Investments Limited	4,40,645	0.00	4,40,645	0.00
	Af-Taab Investment Company Limited	51,022	0.00	51,022	0.00
	Total	4,91,667	0.00	4,91,667	0.00

Note:

(*) Shareholding of each entity shall be shown separately and then collectively in a group.

Note: Members of the Promoter Group do not act in concert with Tata Sons Limited or any of its group companies for the acquisition of shares, voting rights or control over the Target Company, however, they have been disclosed above as "persons acting in concert" pursuant to their being deemed so under Regulation 2(1)(q)(2)(iv) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

** Tata AIA Life Insurance Company Limited ("TALIC") and Tata AIG General Insurance Company Limited ("TAGIC") do not act in concert with Tata Sons Limited or any of its group companies for the acquisition of shares, voting rights or control over the Target Company. However, TALIC and TAGIC are disclosed above as "person acting in concert" pursuant to their being deemed so under Regulation 2(1)(q)(2)(i) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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

Signature:

TATA SONS LIMITED

Date: 16.03.2018

Place: Mumbai

K. R. BHAGAT

- The above disclosure shall be signed by the acquirer, mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.



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

Name of the Target Company (TC)	Tata Motors Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Tata Sons Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*) #	% w.r.t. total diluted share/voting capital of the TC (**) #
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights			
Tata Sons Limited - Ordinary Shares	959713692	32.66	32.66
Sir Dorabji Tata Trust - Ordinary Shares	808960	0.03	0.03
Sir Ratan Tata Trust - Ordinary Shares	859200	0.03	0.03
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking / others)			
c) Voting rights (VR) otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)			
Tata Sons Limited - Ordinary Shares	959713692	32.66	32.66
Sir Dorabji Tata Trust - Ordinary Shares	808960	0.03	0.03
Sir Ratan Tata Trust - Ordinary Shares	859200	0.03	0.03
Details of acquisition/sale:			
a) Shares carrying voting rights acquired/sold			
Shares carrying voting rights acquired/sold			
Tata Sons Limited - Ordinary Shares	1668160	0.06	0.06
Shares carrying voting rights acquired/sold			
Sir Dorabji Tata Trust - Ordinary Shares	808960	0.03	0.03
Sir Ratan Tata Trust - Ordinary Shares	859200	0.03	0.03
b) VRs acquired /sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+/-d)			
Tata Sons Limited (Shares Acquired) - Ordinary Shares	1668160	0.06	0.06
Sir Dorabji Tata Trust (Shares Sold) - Ordinary Shares	808960	0.03	0.03
Sir Ratan Tata Trust (Shares Sold) - Ordinary Shares	859200	0.03	0.03
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
Tata Sons Limited - Ordinary Shares	961381852	32.72	32.72
Sir Dorabji Tata Trust - Ordinary Shares	0	0.00	0.00
Sir Ratan Tata Trust - Ordinary Shares	0	0.00	0.00
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition			
e) Total (a+b+c+d)			
Tata Sons Limited - Ordinary Shares	961381852	32.72	32.72
Sir Dorabji Tata Trust - Ordinary Shares	0	0.00	0.00
Sir Ratan Tata Trust - Ordinary Shares	0	0.00	0.00

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Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se Transfer
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 15, 2018
Equity share capital / total voting capital of the TC before the said acquisition / sale (No. of Shares)	29381,98,931
Equity share capital / total voting capital of the TC after the said acquisition / sale (No. of Shares)	29381,98,931
Total diluted share/voting capital of the TC after the said acquisition (No. of Shares)	29381,98,931
(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.	
(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.	

Additional Information

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

Particulars	After acquisition of shares by TSL	
	No. of shares	% w.r.t. total Capital #
Aggregate holding of other members of Promoter Group and Persons Acting in Concert		
Ordinary Shares	934,92,238	3.18
'A' Ordinary Shares	4,91,667	0.00

Notes :

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

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

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

Signature of the acquirer / seller / Authorised Signatory

TATA SONS LIMITED

Place: Mumbai
Date: 16.03.2018

K. R. Bhagat
K. R. BHAGAT
Senior Vice President Finance