



18th May, 2015

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, 'G' Block
Bandra-Kurla Complex
Bandra (E),
Mumbai 400 051

Dear Sirs,

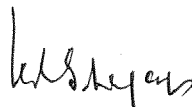
Sub: Report under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Code, 2011") and Disclosure under Regulation 29(2) of Takeover Code, 2011

In connection with the allotment of Ordinary Shares and 'A' Ordinary Shares of Tata Motors Limited pursuant to a Rights Issue, we are submitting herewith the following:

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

Kindly acknowledge receipt.

Yours faithfully,
TATA SONS LIMITED


(K.R. Bhagat)
Vice President Finance

TATA SONS LIMITED

Bombay House 24 Homi 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 Ewart Investments Limited Tata Investment Corporation Limited Tata Industries Limited Tata Steel Limited AF-Taab Investment Company Limited Tata Chemicals Limited Tata Global Beverages Limited Simto Investment Company Limited Tata AIA Life Insurance Company 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.	Allotment of Ordinary shares and 'A' Ordinary shares pursuant to a Rights Issue made by the Target Company as per Letter of Offer dated 30.03.2015	
5	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(4)(a) and(b)	
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.	No disclosure was required to be made under Regulation 10(5)	
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	N.A.	N.A.
b.	Date of acquisition	N.A.	N.A.
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	N.A.	N.A.
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	N.A.	N.A.
e.	Price at which shares are proposed to be acquired / actually acquired	N.A.	N.A.



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 website www.tata.com CIN U99999MH1917PLC000478



8	Shareholding details	Ordinary Shares				'A' Ordinary Shares			
		Pre-Transaction		Post-Transaction		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**	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(*)								
	Tata Sons Limited	7023,33,345	25.22	7410,91,591	25.22	19,95,907	0.01	21,05,773	0.01
	Ewart Investments Limited	29,23,610	0.10	30,84,542	0.10	4,17,655	0.00	4,40,645	0.00
	Tata Investment Corporation Limited	100,25,000	0.36	109,61,448	0.37				
	Tata Industries Limited	684,36,485	2.46	722,03,630	2.46				
	Tata Steel Limited	1516,87,515	5.45	1600,37,285	5.45				
	Af-Taab Investment Company Limited	3,38,525	0.01	3,57,159	0.01	48,360	0.00	51,022	0.00
	Tata Chemicals Limited	18,63,705	0.07	19,66,294	0.07				
	Tata Global Beverages Limited	1,16,665	0.00	1,23,086	0.00	16,665	0.00	17,582	0.00
	Simto Investment Company Limited	56,475	0.00	59,583	0.00				
	Tata AIA Life Insurance Company Limited	39,97,736	0.14	42,17,776	0.14				
	Total	9417,79,061	33.82	9941,02,394	33.84	24,78,587	0.01	26,15,022	0.01
b	Each Seller / Transferor	-				-			
	Total	-	0.00	-	0.00	-	0.00	-	0.00
	Other members of the Promoter Group who were restrained from subscribing to further shares of the TC on account of statutory restrictions								
	Sir Dorabji Tata Trust	8,08,960	0.03	8,08,960	0.03				
	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				
	Sir Ratan Tata Trust	8,59,200	0.03	8,59,200	0.03				
	Total	17,74,880	0.06	17,74,880	0.06				

Note:

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

TATA SONS LIMITED

Signature:

Date: 18.05.2015

Place: Mumbai

K. R. BHAGAT

Vice President Finance

- 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.

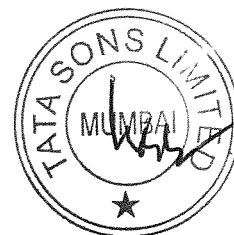
Note: Tata AIA Life Insurance Company Limited ("TALIC") does not act in concert with Tata Sons Limited or any of its group companies for the acquisition of shares, voting rights or control over the Target Company. However TALIC is disclosed above as a "person acting in concert" pursuant to its being 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.



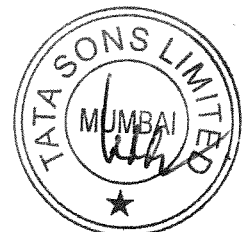
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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 Ewart Investments Limited Tata Investment Corporation Limited Tata Industries Limited Tata Steel Limited Af-Taab Investment Company Limited Tata Chemicals Limited Tata Global Beverages Limited Simto Investment Company Limited Tata AIA Life Insurance Company Limited #					
Whether the acquirer belongs to	Yes					
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited					
	Ordinary Shares			'A' Ordinary Shares		
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 (**)	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	702333345	25.22	25.22	1995907	0.01	0.01
Ewart Investments Limited	2923610	0.10	0.10	417655	0.00	0.00
Tata Investment Corporation Limited	10025000	0.36	0.36			
Tata Industries Limited	68436485	2.46	2.46			
Tata Steel Limited	151687515	5.45	5.45			
Af-Taab Investment Company Limited	338525	0.01	0.01	48360	0.00	0.00
Tata Chemicals Limited	1863705	0.07	0.07			
Tata Global Beverages Limited	116665	0.00	0.00	16665	0.00	0.00
Simto Investment Company Limited	56475	0.00	0.00			
Tata AIA Life Insurance Company Limited #	3997736	0.14	0.14			
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)						
Holding of						
Tata Sons Limited	702333345	25.22	25.22	1995907	0.01	0.01
Ewart Investments Limited	2923610	0.10	0.10	417655	0.00	0.00
Tata Investment Corporation Limited	10025000	0.36	0.36			
Tata Industries Limited	68436485	2.46	2.46			
Tata Steel Limited	151687515	5.45	5.45			
Af-Taab Investment Company Limited	338525	0.01	0.01	48360	0.00	0.00
Tata Chemicals Limited	1863705	0.07	0.07			
Tata Global Beverages Limited	116665	0.00	0.00	16665	0.00	0.00
Simto Investment Company Limited	56475	0.00	0.00			
Tata AIA Life Insurance Company Limited #	3997736	0.14	0.14			





Details of acquisition/sale:						
a) Shares carrying voting rights acquired/sold	Ordinary Shares			'A' Ordinary Shares		
	Number	% w.r.t. total share/voting capital wherever applicable *\$	% w.r.t. total diluted share/voting capital of the TC (**)	Number	% w.r.t. total share/voting capital wherever applicable *\$	% w.r.t. total diluted share/voting capital of the TC (**)
Tata Sons Limited	38758246	1.32	1.32	109866	0.00	0.00
Ewart Investments Limited	160932	0.01	0.01	22990	0.00	0.00
Tata Investment Corporation Limited	936448	0.03	0.03			
Tata Industries Limited	3767145	0.13	0.13			
Tata Steel Limited	8349770	0.28	0.28			
Af-Taab Investment Company Limited	18634	0.00	0.00	2662	0.00	0.00
Tata Chemicals Limited	102589	0.00	0.00			
Tata Global Beverages Limited	6421	0.00	0.00	917	0.00	0.00
Simto Investment Company Limited	3108	0.00	0.00			
Tata AIA Life Insurance Company Limited #	220040	0.01	0.01			
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	38758246	1.32	1.32	109866	0.00	0.00
Ewart Investments Limited	160932	0.01	0.01	22990	0.00	0.00
Tata Investment Corporation Limited	936448	0.03	0.03			
Tata Industries Limited	3767145	0.13	0.13			
Tata Steel Limited	8349770	0.28	0.28			
Af-Taab Investment Company Limited	18634	0.00	0.00	2662	0.00	0.00
Tata Chemicals Limited	102589	0.00	0.00			
Tata Global Beverages Limited	6421	0.00	0.00	917	0.00	0.00
Simto Investment Company Limited	3108	0.00	0.00			
Tata AIA Life Insurance Company Limited #	220040	0.01	0.01			
After the acquisition/sale, holding of:						
a) Shares carrying voting rights						
Tata Sons Limited	741091591	25.22	25.22	2105773	0.01	0.01
Ewart Investments Limited	3084542	0.10	0.10	440645	0.00	0.00
Tata Investment Corporation Limited	10961448	0.37	0.37			
Tata Industries Limited	72203630	2.46	2.46			
Tata Steel Limited	160037285	5.45	5.45			
Af-Taab Investment Company Limited	357159	0.01	0.01	51022	0.00	0.00
Tata Chemicals Limited	1966294	0.07	0.07			
Tata Global Beverages Limited	123086	0.00	0.00	17582	0.00	0.00
Simto Investment Company Limited	59583	0.00	0.00			
Tata AIA Life Insurance Company Limited #	4217776	0.14	0.14			
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	741091591	25.22	25.22	2105773	0.01	0.01
Ewart Investments Limited	3084542	0.10	0.10	440645	0.00	0.00
Tata Investment Corporation Limited	10961448	0.37	0.37			
Tata Industries Limited	72203630	2.46	2.46			
Tata Steel Limited	160037285	5.45	5.45			
Af-Taab Investment Company Limited	357159	0.01	0.01	51022	0.00	0.00
Tata Chemicals Limited	1966294	0.07	0.07			
Tata Global Beverages Limited	123086	0.00	0.00	17582	0.00	0.00
Simto Investment Company Limited	59583	0.00	0.00			
Tata AIA Life Insurance Company Limited #	4217776	0.14	0.14			





Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Rights Issue
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	16.05.2015
Equity share capital / total voting capital of the TC before the said acquisition / sale (No. of Shares)	27849,09,812
Equity share capital / total voting capital of the TC after the said acquisition / sale (No. of Shares)	29380,51,272
Total diluted share/voting capital of the TC after the said acquisition (No. of Shares)	29380,51,272
(*) 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 entities in the category Promoter/members of the Promoter Group before and after allotment pursuant to Rights Issue by TC is given below.

	Before acquisition of shares		After acquisition of shares	
	No. of shares	% w.r.t. total Capital	No. of shares	% w.r.t. total Capital
Aggregate holding of other entities in the category Promoter /members of Promoter Group namely Sir Dorabji Tata Trust, Lady Tata Memorial Trust, JRD Tata Trust, Sir Ratan Tata Trust , who were restrained from subscribing to further shares of the TC on account of statutory restrictions	17,74,880	0.06	17,74,880	0.06

TATA SONS LIMITED

Signature of the acquirer / seller / Authorised Signatory

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

Place: Mumbai
Date: 18.05.2015

Note: Tata AIA Life Insurance Company Limited ("TALIC") does 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 is disclosed above as a "person acting in concert" pursuant to its 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.