IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY PERSON OR ADDRESS IN THE UNITED STATES (UNLESS PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT OF 1933, AS AMENDED).

IMPORTANT: You must read the following before continuing. The following disclaimer applies to the attached offering circular dated 23 October 2014 (the "**Offering Circular**") and you are therefore advised to read this carefully before reading, accessing or making any other use of the attached. In accessing the attached Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "US SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED, SOLD, RESOLD, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT AND ANY APPLICABLE STATE OR LOCAL SECURITIES LAWS.

YOU ARE NOT AUTHORISED AND YOU MAY NOT FORWARD OR DELIVER THE ATTACHED OFFERING CIRCULAR, IN WHOLE OR IN PART AND ELECTRONICALLY OR OTHERWISE, TO ANY OTHER PERSON OR REPRODUCE SUCH OFFERING CIRCULAR IN ANY MANNER WHATSOEVER AND, IN PARTICULAR, IT MAY NOT BE FORWAREDED TO ANY U.S. ADDRESS (UNLESS PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REUQIREMENTS OF THE US SECURITIES ACT). FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE US SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. ANY INVESTMENT DECISION SHOULD BE MADE ON THE BASIS OF THE FINAL TERMS AND CONDITIONS OF THE SECURITIES AND THE INFORMATION CONTAINED IN THE ATTACHED OFFERING CIRCULAR AND NOT ON THE BASIS OF ANY OTHER DOCUMENT.

IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED HEREIN.

Confirmation of Your Representation: You have accessed the attached Offering Circular on the basis that you have confirmed your representation to Australia and New Zealand Banking Group Limited ("**ANZ**"), Citigroup Global Markets Limited ("**Citibank**"), Credit Suisse Securities (Europe) Limited ("**Credit Suisse**") and Standard Chartered Bank ("**Standard Chartered**") (together, the "**Joint Lead Managers**") and Tata Motors Limited (the "**Issuer**") that:

(1) you are an institutional investor and you and any account you represent are (x) located outside the United States within the meaning of Regulation S under the US Securities Act, or (y) you are a dealer or other professional fiduciary holding a discretionary account or similar account (other than an estate or trust) for the benefit and account of a person who is not, and each person on whose behalf you are viewing this transmission is not, a U.S. person as defined in Regulation S under the Securities Act, and

(2) you consent to delivery of the attached Offering Circular and any amendments or supplements thereto by electronic transmission.

You are reminded that the attached Offering Circular has been delivered to you on the basis that you are a person into whose possession the attached Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the attached Offering Circular to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

The materials relating to the offering of securities to which the attached Offering Circular relates do not constitute, and may not be used in connection with, an offer or solicitation in any place where such offer or solicitation is not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Joint Lead Managers or any affiliate of the Joint Lead Managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Joint Lead Managers or such affiliate on behalf of the Issuer (as defined in the attached Offering Circular) in such jurisdiction.

The attached Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Joint Lead Managers, the Issuer, or any of their respective affiliates accepts any liability or responsibility whatsoever in respect of any such alteration or change to the attached Offering Circular distributed to you in electronic format.

You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

Tata Motors Limited

(incorporated in the Republic of India)

US$500,000,000

4.625 per cent. senior notes due 2020

The US$500,000,000 4.625 per cent. senior notes due 30 April 2020 (the "**Notes**") to be issued by Tata Motors Limited (the "**Issuer**" or the "**Company**"). The Notes will constitute senior unsecured obligations of the Issuer and will rank at all times *pari passu* without any preference among themselves and at least equally with all other present and future outstanding unsecured and unsubordinated obligations of the Issuer but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

The Notes will be constituted by a trust deed between the Issuer and Citicorp International Limited (the "**Trustee**") dated the Closing Date (as defined below) (the "**Trust Deed**") and will bear interest from (and including) 30 October 2014 at the rate of 4.625 per cent. per annum, payable semi-annually in arrear on 30 April and 30 October of each year, commencing with the first interest payment date falling on 30 April 2015. If a Change of Control (as defined herein) occurs, each Noteholder shall have the right to require the Issuer to redeem all of such Noteholders' Notes at 101 per cent. of their principal amount plus accrued and unpaid interest. Subject to the terms and conditions of the Notes (the "**Conditions**"), the Issuer may also redeem all of the Notes at 100 per cent. of their principal amount plus accrued and unpaid interest if at any time the Issuer becomes obligated to pay withholding taxes as a result of certain changes in tax law. Subject to the above and unless previously redeemed, purchased or cancelled, the Notes will mature and the Issuer will redeem the Notes at their principal amount on 30 April 2020. For a more detailed description of the Notes, see "*Terms and Conditions of the Notes*" herein.

Investing in the Notes involves certain risks. See "*Risk Factors*" beginning on page 27.

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**US Securities Act**"). The Notes may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. The Notes are being offered only outside the United States in reliance on Regulation S under the US Securities Act ("**Regulation S**"). For a description of certain restrictions on resale or transfer of the Notes, see "*Subscription and Sale*" herein.

Approval-in-principle has been received from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for listing of, and quotation for, the Notes on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in this Offering Circular. Admission to the Official List of the SGX-ST and quotation of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Issuer or the Notes.

Issue price: 4.625 per cent.

The Notes will initially be represented by beneficial interests in a global certificate (the "**Global Certificate**") in registered form which will be registered in the name of a nominee of a common depositary for Euroclear Bank S.A./N.V. ("**Euroclear**") and Clearstream Banking societe anonyme (the "**Clearstream, Luxembourg**"). It is expected that delivery of the Global Certificate will be made on 30 October 2014 or such later date as may be agreed (the "**Closing Date**") by the Issuer and the Joint Lead Managers (as defined under "*Subscription and Sale*").

Joint Lead Managers and Joint Bookrunners

ANZ | Citi | Credit Suisse | Standard Chartered

The date of this Offering Circular is 23 October 2014.

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IMPORTANT NOTICE

This Offering Circular includes particulars given in compliance with the rules of the SGX-ST for the purpose of giving information with regard to the Issuer and its subsidiaries (together, the "**Group**") and the Notes.

The information contained in this Offering Circular relating to the Issuer, its operations, its affiliates and the Offering has been supplied by the Issuer, unless otherwise stated herein. To the best of its knowledge and belief, the Issuer (which has taken all reasonable care to ensure that such is the case) confirms that the information contained in this Offering Circular relating to it, its operations, its affiliates and the Offering is correct, and that there is no material misstatement or omission of fact which would make any statement in this Offering Circular misleading in any material respect, and the Issuer hereby accepts responsibility for the accuracy of the information contained in this Offering Circular.

The distribution of this Offering Circular and the offering and sale of the Notes in certain jurisdictions may be restricted by law. No representation is made by the Issuer or by any of Australia and New Zealand Banking Group Limited, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited and Standard Chartered Bank (together, the "**Joint Lead Managers**") that this Offering Circular may be lawfully distributed or that the Notes may be lawfully offered in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, and none of them assumes responsibility for facilitating any such distribution or offering or for a purchaser's failure to comply with applicable laws and regulations. The Issuer and the Joint Lead Managers require persons into whose possession this Offering Circular comes to inform themselves about and to observe any such restrictions. This Offering Circular does not constitute an offer of, or an invitation to purchase, the Notes in any jurisdiction in which such offer or sale would be unlawful. No one has taken any action that would permit a public offering to occur in any jurisdiction. For a description of certain restrictions on offers and sales of the Notes and distribution of this Offering Circular, see "*Subscription and Sale*".

No person has been or is authorised to give any information or to make any representation concerning the Issuer, the Group and the Notes other than as contained herein and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuer, the Joint Lead Managers, the Agents or the Trustee (as defined in the Conditions). Neither the delivery of this Offering Circular nor any offering, sale or delivery made in connection with the issue of the Notes shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in the affairs of the Issuer or the Group since the date hereof or create any implication that the information contained herein is correct as at any date subsequent to the date hereof.

The SGX-ST takes no responsibility for the content of this Offering Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offering Circular.

Listing of the Notes on the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Group or the Notes. In making an investment decision, potential purchasers must rely on their own examination of the Issuer, the Group and the terms of the offering of the Notes, including the merits and risks involved. See "*Risk Factors*" for a discussion of certain factors to be considered in connection with an investment in the Notes. Each person receiving this Offering Circular acknowledges that such person has not relied on the Joint Lead Managers or any person affiliated with the Joint Lead Managers in connection with its investigation of the accuracy of such information or its investment decision.

No representation or warranty, express or implied, is made or given by the Joint Lead Managers, the Agents or the Trustee as to the accuracy, completeness or sufficiency of the information contained in this Offering Circular, and nothing contained in this Offering Circular is, or shall be relied upon as, a promise, representation or warranty by the Joint Lead Managers, the Agents or the Trustee. The Joint Lead Managers have not independently verified any of the information contained in this Offering Circular and can give no assurance that this information is accurate, truthful or complete. This Offering Circular is not intended to provide the basis of any credit or other evaluation, nor should it be considered as a recommendation by the Issuer, the Joint Lead Managers, the Agents or the Trustee that any recipient of this Offering Circular should purchase the Notes. Each potential purchaser of the Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of the Notes should be based upon such investigations with its own tax, legal and business advisers as it deems necessary. To the fullest extent permitted by law, the Joint Lead Managers, the Agents and the Trustee do not accept any responsibility for the contents of this Offering Circular. The Joint Lead Managers and the Trustee accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this Offering Circular or any such statement. None of the Joint Lead Managers, the Agents nor the Trustee undertakes to review the financial condition or affairs of the Issuer after the date of this Offering Circular nor to advise any investor or potential investor in the Notes of any information coming to the attention of the Joint Lead Managers, the Agents or the Trustee after such date.

This Offering Circular is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see "*Documents Incorporated by Reference*"). This Offering Circular shall be read and construed on the basis that such documents are incorporated and form part of this Offering Circular.

Each purchaser of the Notes must comply with all applicable laws and regulations in force in each jurisdiction in which it purchases, offers or sells such Notes or possesses or distributes this Offering Circular and must obtain any consent, approval, or permission required by it for the purchase, offer or sale by it of such Notes under the laws and regulations in force in any jurisdictions to which it is subject or in which it makes such purchases, offers or sales and none of the Issuer, the Joint Lead Managers, the Agents or the Trustee shall have any responsibility therefore.

Any purchase of the Notes is in all respects conditional on the satisfaction of certain conditions set out in the Subscription Agreement (as defined under "*Subscription and Sale*") and the issue of the Notes by the Issuer to the Joint Lead Managers pursuant to the Subscription Agreement. Any offer, invitation to offer or agreement made in connection with the purchase of the Notes or pursuant to this Offering Circular shall (without any liability or responsibility on the part of the Issuer, the Joint Lead Managers or the Trustee) lapse and cease to have any effect if (for any reason whatsoever) the Notes are not issued by the Issuer to the Joint Lead Managers pursuant to the Subscription Agreement.

IN CONNECTION WITH THE ISSUE OF THE NOTES, CREDIT SUISSE SECURITIES (EUROPE) LIMITED AS STABILISING MANAGER (THE "STABILISING MANAGER") (OR PERSON(S) ACTING ON BEHALF OF ANY STABILISING MANAGER) MAY OVER-ALLOT NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, THERE IS NO ASSURANCE THAT THE STABILISING MANAGER(S) (OR PERSONS ACTING ON BEHALF OF THE STABILISING MANAGER(S)) WILL UNDERTAKE

STABILISATION ACTION. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE NOTES IS MADE AND, IF BEGUN, MAY BE ENDED AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE CLOSING DATE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES. ANY STABILISATION ACTION OR OVERALLOTMENT MUST BE CONDUCTED BY THE STABILISING MANAGER(S) (OR PERSONS ACTING ON BEHALF OF THE STABILISING MANAGER(S)) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.

CONVENTIONS

Unless otherwise specified or the context requires, references in this Offering Circular to the "**Issuer**" is to Tata Motors Limited, and references to the "**Group**" or "**Company**" are to Tata Motors Limited and its consolidated subsidiaries, as the context requires; references to "**Singapore Dollars**", "**SGD**" and "**S$**" are to the lawful currency of the Republic of Singapore; references to "**US Dollars**", "**USD**" and "**US$**" are to the lawful currency of the United States of America; references to "**British Pound Sterling**," "**GBP**" or "**£**" are to the lawful currency of the United Kingdom; references to "**Rupees**", "**Rs.**" and "**₹**" are to the lawful currency of India; references to "**Euros**", "**EUR**" or "**€**" are to the lawful currency of the Eurozone; references to "**Renminbi**" or "**RMB**" are to the lawful currency of the People's Republic of China; references to "**South Korean Won**", "**KRW**" and "**₩**" are to the lawful currency of the Republic of Korea; and references to "**India**" are to the Republic of India.

In this Offering Circular, where information has been presented in thousands or millions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding. References to information in billions of units are to the equivalent of a thousand million units.

Certain technical terms used herein are defined in the "*Glossary*" section contained elsewhere in this Offering Circular.

MARKET DATA

Market data and certain industry forecasts used throughout this Offering Circular have been obtained from internal surveys, market research, publicly available information and industry publications. Industry publications generally state that the information that they contain has been obtained from sources believed to be reliable but that the accuracy and completeness of that information is not guaranteed.

Similarly, internal surveys, industry forecasts and market research, whilst believed to be reliable, have not been independently verified. Whilst the Issuer has taken reasonable actions to ensure that the information is extracted accurately and in its proper context, none of Issuer or the Joint Lead Managers makes any representation as to the accuracy and completeness of that information.

FINANCIAL DATA

The audited consolidated financial statements of the Issuer for the years ended 31 March 2012, 2013 and 2014, the statement of unaudited reviewed consolidated financial results of the Issuer for the three months ended 30 June 2013 and 2014 and the standalone audited balance sheet of the Issuer for the years ended 31 March 2012, 2013 and 2014, which are included elsewhere in this Offering Circular, have been audited and/or reviewed by Deloitte Haskins & Sells LLP, Chartered Accountants as stated in their reports appearing herein.

These financial statements were prepared in accordance with Indian Generally Accepted Accounting Principles ("**Indian GAAP**"). Indian GAAP differs in certain significant respects from IFRS. For a summary of the significant differences between Indian GAAP and IFRS, see "*Summary of Significant Differences Between Indian GAAP and IFRS*".

In India, Schedule VI to the Companies Act (as defined in "*Glossary*") prescribes a detailed format for the presentation of the balance sheet. Schedule VI also contains requirements concerning preparation of the profit and loss account. Following the notification of Revised Schedule VI under the Companies Act, the financial statements for the years ended 31 March 2012, 2013 and 2014 have been prepared according to the provisions of Revised Schedule VI to the Companies Act. The adoption of Revised Schedule VI for the years ended 31 March 2012, 2013 and 2014 does not impact recognition and measurement principles followed for the preparation of the Issuer's financial statements.

The selected consolidated financial information of the Issuer for the three months ended 30 June 2013 and 2014 is unaudited but reviewed, and accordingly, is not comparable to the selected consolidated financial information of the Issuer for the year ended 31 March 2013 and 2014. Accordingly, there can be no assurance that, had an audit been conducted in respect of such financial statements, the information presented therein would not have been materially different, and investors should not place undue reliance upon them.

The standalone financial information of the Issuer as at 31 March 2012, 2013 and 2014, and as at the three months ended 30 June 2013 and 2014 have been incorporated by reference. For more information please see "*Documents Incorporated by Reference*" section contained elsewhere in this Offering Circular.

References to a particular "fiscal" year are to the Issuer's fiscal year ended 31 March of such year. References to years not specified as being fiscal years are to calendar years.

Certain figures in the financial statements included in this Offering Circular are stated in "**crore**" or "**lakh**", whereas in the rest of this Offering Circular financial information is stated in millions of Rupees unless otherwise specified. One "**crore**" is equal to ten million Rupees. One "**lakh**" is equal to one hundred thousand Rupees.

Capitalised terms used in the financial statements of the Issuer included herein may be defined differently than in the rest of this Offering Circular.

EXCHANGE RATES

Save as otherwise specified in this Offering Circular, the rate of exchange for converting Indian Rupees to US Dollars is based on the average of the telegraphic transfer buying and selling rates as on 31 March 2014 as quoted by the State Bank of India which was Rs.59.92 per US$1.00 and as on 30 June 2014, which was Rs.60.07 per US$1.00. Unless otherwise specified herein, financial information has been converted into US Dollars at this rate. For further information regarding rates of exchange between Indian Rupees and US Dollars, see "*Exchange Rate Information*" section contained elsewhere in this Offering Circular.

FORWARD-LOOKING STATEMENTS

This Offering Circular contains "forward-looking statements" and information that is based on management's current expectations, assumptions, estimates and projections about the Group and its industry and information currently available to it. These forward-looking statements are identified by their use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "objectives", "outlook", "probably", "project", "will", "seek", "target" and similar terms and phrases and reflect management's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, the Group's actual results may vary materially from those described in this document.

These forward-looking statements include, among others, statements concerning:

- expectations as to the Group's future revenue, margins, expenses and capital requirements; and

- other statements of expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts.

These forward-looking statements are subject to risks and uncertainties, including financial, regulatory, environmental, industry growth and trend projections, that could cause actual events or results to differ materially from those expressed or implied by the statements. The risks and factors that could prevent the Group from achieving its stated goals include, but are not limited to, failure to:

- develop new products that meet customer demands and generate acceptable margins;

- attract and retain qualified management and other personnel; and

- meet all of the terms and conditions of its debt obligations and other contractual obligations.

Neither the Issuer nor any other person undertakes any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. For further information regarding the risks and uncertainties that may affect the Group's future results, please review the information set forth below under "*Risk Factors*" section contained elsewhere in this Offering Circular.

Potential investors are cautioned not to place undue reliance on these forward-looking statements, which reflect management's perception and analysis only as at the date of this Offering Circular.

ENFORCEMENT OF FOREIGN JUDGMENTS IN INDIA

The Issuer is a limited liability company incorporated under the laws of India. Majority of the Issuer's directors and executive officers are residents of India and a substantial portion of the Issuer's assets and the assets of such persons are located in India. As a result, it may not be possible for investors to effect service of process on the Issuer or such persons in jurisdictions outside of India, or to enforce against them judgments obtained in courts outside of India predicated upon civil liabilities of the Issuer or such directors and executive officers under laws other than Indian law, including any judgment predicated upon United States federal securities laws. There is doubt as to the enforceability in India in original actions or in actions for enforcement of judgments of United States' courts of civil liabilities predicated solely upon the federal securities laws of the United States.

In addition, India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided for under section 13 and section 44A of the Indian Code of Civil Procedure, 1908 (the "**Civil Code**"). Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court in any country or territory outside India which the Indian Government has by notification declared to be a reciprocating territory, it may be enforced in

India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, section 44A of the Civil Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalty and is not applicable to arbitration awards even if such awards are enforceable as a decree or judgment.

The United States has not been declared by the Indian Government to be a reciprocating territory for the purposes of section 44A of the Civil Code. However, the United Kingdom has been declared by the Indian Government to be a reciprocating territory and the High Courts in England as the relevant superior courts. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a new suit upon the judgment and not by proceedings in execution. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. Section 13 of the Civil Code provides that a foreign judgment shall be conclusive as to any matter thereby directly adjudicated upon except: (i) where it has not been pronounced by a court of competent jurisdiction; (ii) where it has not been given on the merits of the case; (iii) where it appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognise the law of India in cases where such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where it has been obtained by fraud; or (vi) where it sustains a claim founded on a breach of any law in force in India. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain approval from RBI to repatriate outside India any amount recovered pursuant to execution. Any judgment in a foreign currency would be converted into Indian Rupees on the date of the judgment and not on the date of the payment. Also, a party may file suit in India against the Issuer, its directors or its executive directors as an original action predicated upon the provisions of the federal securities laws of the United States.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents which have previously been prepared shall be incorporated in, and form part of, this Offering Circular:

(a) the independent auditors' report on the standalone financial statements of the Issuer for the years ended 31 March 2012, 2013 and 2014;

(b) the standalone balance sheet of the Issuer for the years ended 31 March 2012, 2013 and 2014;

(c) the standalone statement of profit and loss of the Issuer for the years ended 31 March 2012, 2013 and 2014 and the three months ended 30 June 2013 and 2014;

(d) the standalone cash flow statements of the Issuer for the years ended 31 March 2012, 2013 and 2014; and

(e) notes to the standalone financial statements of the Issuer for the years ended 31 March 2012, 2013 and 2014 and the three months ended 30 June 2013 and 2014.

Documents listed from (a) to (e) above can be obtained from the Issuer's website at the following links:

http://www.tatamotors.com/investors/financials/annual-reports-20F.php
http://www.tatamotors.com/investors/financials/annual-reports-20F.php
http://www.tatamotors.com/investors/financials/Results-Press-Releases.php

Financial statements are available free of charge upon request from the Principal Paying Agent and the Issuer. The Issuer will provide, without charge, to each person to whom a copy of this Offering Circular has been delivered, upon the request of such person, a copy of any or all of the documents deemed to be incorporated herein by reference unless such documents have been modified or superseded as specified above. Requests for such documents should be directed to the Issuer at its registered office set out at the end of this Offering Circular.

Copies of documents incorporated by reference in this Offering Circular can be obtained from the registered office of the Issuer and from the specified offices of the Principal Paying Agent for the time being in at Citibank, N.A., London Branch at c/o Citibank, N.A., Dublin Branch, Ground Floor, 1 North Wall Quay, Dublin 1. Any documents themselves incorporated by reference in the documents incorporated by reference in this Offering Circular shall not form part of this Offering Circular.

Website addresses in this Offering Circular are, except as otherwise stated herein, included for reference only and the contents of any such websites are not incorporated by reference into, and do not form part of, this Offering Circular.

GLOSSARY

Unless otherwise specified or the context requires otherwise, the terms mentioned below shall have the following meaning assigned to them:

"**ALJ**" means Administrative Law Judge;

"**ADR**" means American Depository Receipt;

"**ADS**" means the Company's American Depositary Shares which were formerly listed on the New York Stock Exchange;

"**AIAG**" means the Automotive Industry Action Group;

"**AMC**" means annual maintenance contracts;

"**the Articles**" means the Company's Articles of Association;

"**ASEAN**" means the Association of Southeast Asian Nations;

"**Auto Policy**" means the policy introduced by the Department of Heavy Industry, Ministry of Heavy Industries and Public Enterprises of the GoI in March 2002;

"**Bharat Stage**" means the emission standards instituted by the GoI to regulate the output of air pollutants from internal combustion engine equipment including motor vehicles;

"**the Board**" means the Company's board of directors;

"**BSE**" means the BSE Limited;

"**CAFE**" means Corporate Average Fuel Economy;

"**CBU**" means completely built up;

"**CCI**" means the Competition Commission of India;

"**Cenvat**" means Central Added Value Tax;

"**CEO**" means Chief Executive Officer;

"**CFO**" means Chief Financial Officer;

"**Chery Automobile**" means Chery Automobile Co. Ltd;

"**CMV rules**" means Chapter V of the Central Motor Vehicle Rules, 1989;

"**CNG**" means compressed natural gas;

"**Company**" means Tata Motors Limited, its subsidiaries and joint ventures on a consolidated basis;

"**Companies Act**" refers to the Companies Act, 1956 (to the extent applicable) or Companies Act, 2013 (to the extent applicable) of the Republic of India, as amended or any other enactment repealing the Act;

"**CRM**" means customer relationship management;

"**CSC**" means the Corporate Steering Committee;

"**Customer Service Index**" means the J.D. Power India Customer Service Index;

"**DTC**" means the proposed Direct Tax Code;

"**ECB**" means the external commercial borrowings;

"**EPCG Scheme**" means the Export Promotion Capital Goods Scheme;

"**ERC**" means Engineering Research Centre;

"**ERM**" means Enterprise Risk Management;

"**Essential Commodities Act**" means the Essential Commodities Act, 1955, as amended by the Essential Commodities (Amendment and Validation) Act, 2009;

"**EU**" means the European Union;

"**EUR**" means Euro the lawful currency of the Eurozone;

"**Euro NCAP**" means the European New Car Assessment Programme;

"**FATCA**" means Foreign Account Tax Compliance Act;

"**Fiat Group**" means Fiat Group Automobiles S.P.A, Italy;

"**FDI Policy**" means the Foreign Direct Investment Policy;

"**FGA**" means Fiat Group Automobiles S.p.A, Italy;

"**FGA Capital**" means a joint venture between Fiat Auto and Credit Agricole;

"**FIAL**" means Fiat India Automobiles Ltd;

"**Fiscal**" means the Company's financial year running from 1 April to 31 March;

"**Ford**" means Ford Motor Company;

"**GAAP**" means Generally Accepted Accounting Principles;

"**GBP**" means Pounds Sterling or the lawful currency of the United Kingdom;

"**GDP**" means gross domestic product;

"**GDS**" means Global Depository Shares;

"**Global Technical Regulations**" means the regulations developed under the 1998 UNECE Agreement on Global Technical Regulations;

"**GoI**" means the Government of India;

"**Group**" means Tata Motors Ltd and its subsidiaries;

"**GST**" means Goods and Services Tax;

"**GVW**" means gross vehicle weight;

"**Hispano**" means Tata Hispano Motors Carrocera S.A;

"**IATF**" means International Automotive Task Force;

"**ICV**" means intermediate commercial vehicle;

"**IFRS**" means International Financial Reporting Standards issued by the International Accounting Standards Board;

"**IIP**" means Index of Industrial Production;

"**Indian GAAP**" means Indian Generally Accepted Accounting Principles;

"**INR**" means Indian Rupees and refers to the currency of the Republic of India;

"**internal control**" is a process, effected by an entity's board of directors, management, and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories: a) effectiveness and efficiency of operations; b) reliability of financial reporting; and c) compliance with laws and regulations;

"**ISO 14001**" means environment management standard that sets out the criteria for an Environmental Management System ("**EMS**"). It does not state requirements for environmental performance, but maps out a framework that a company or organisation generally follow to set up an effective EMS. It is generally used by any organisation that wants to improve resource efficiency and reduce waste;

"**ISO/TS 16949 certification**" means a technical specification prepared by the IATF aimed at the development of a quality management system that provides for continual improvement, emphasising defect prevention and the reduction of variation and waste in the supply chain, in particular in the automotive industry;

"**IT**" means information technology, all technical means for processing and communicating information, including methods for communication (communication protocols, transmission techniques, communications equipment, media (communication)), as well as techniques for storing and processing information (computing and data storage);

"**Jaguar**" means Jaguar Land Rover;

"Jaguar Land Rover" means Jaguar Land Rover Automotive plc and its subsidiaries on a consolidated basis;

"**KRW**" means South Korean Won, the lawful currency of the Republic of Korea;

"**LCVs**" means light commercial vehicles;

"**LPG**" means liquefied petroleum gas;

"**M&HCV**" means medium and heavy commercial vehicle;

"**Marcopolo**" means Marcopolo S.A;

"**MCV**" means medium commercial vehicle;

"**Member State**" means a member state of the European Union;

"**MHA**" means Ministry of Home Affairs, GoI;

"**MPV**" means a multi-purpose vehicle;

"**NHTSA**" means National Highway Traffic Safety Administration;

"**NSE**" means National Stock Exchange of India Limited;

"**NYSE**" means New York Stock Exchange;

"**OEM**" means original equipment manufacturer;

"**Patent Cooperation Treaty**" means the international patent law treaty signed in 1970;

"**PCBs**" means Pollution Control Boards;

"**PLM**" means product lifecycle management;

"**ppm**" means parts per million;

"**PRC**" means the People's Republic of China;

"R&D" means research and development;

"**RBI**" means the Reserve Bank of India;

"**RFA**" means the Restructuring Framework Agreement entered into by the Company and the Fiat Group in March 2013;

"**RMB**" means Chinese Renminbi the lawful currency of the People's Republic of China;

"**SAARC countries**" means the South Asian Association for Regional Cooperation;

"**SCV**" means small commercial vehicles;

"**SEBI**" means Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992;

"**SEC**" means U.S. Securities and Exchange Commission;

"**SFC**" means semi-forward control;

"**SGD**" means Singapore Dollars;

"**SGX-ST**" means the Singapore Stock Exchange;

"**Shares**" or "**Equity Shares**" means the ordinary shares and 'A' ordinary shares of the Company;

"**SMB**" means Small and Medium Business;

"**SUVs**" means sports utility vehicle;

"**Tata Motors**" means Tata Motors Limited;

"**Tata Steel**" means Tata Steel Limited;

"**Tax Act**" means the Income Tax Act, 1961 of the Republic of India, as amended;

"**TCS**" means Tata Consultancy Services Limited;

"**TDCL**" means TML Distribution Company Limited;

"**TDCV**" means Tata Daewoo Commercial Vehicle Co. Ltd, Korea;

"**Thonburi**" means Thonburi Automotives Assembly Plant Co. Ltd Thailand;

"**TIL**" means Tata Industries Limited;

"**TMETC**" means Tata Motors European Technical Centre;

"**TMFL**" means Tata Motors Finance Limited;

"**TMIBASL**" means Tata Motors Insurance Broking and Advisory Services Limited;

"**TPC**" means Tata Power Company Limited;

"**Trilix**" means Trilix Srl., Turin (Italy);

"**TTL**" means Tata Technologies Limited;

"**UK**" means the United Kingdom;

"**US**" means the United States of America;

"**UVs**" means utility vehicles;

"**VAT**" means value added tax; and

"**VSNL**" means Videsh Sanchar Nigam Limited.

SUMMARY

This summary does not contain all the information that may be important to you in deciding to invest in the Notes. You should read the entire offering circular, including "Risk Factors" and the financial statements and related notes included elsewhere in this offering circular before making an investment decision. See "Glossary" for certain technical terms used but not defined in this summary.

Overview

The Company primarily operates in the automotive segment. The Company's automotive segment operations include all activities relating to the development, design, manufacture, assembly and sale of vehicles including financing thereof, as well as sale of related parts and accessories. With the acquisition of the Jaguar Land Rover business, the Company has entered into the premium car market in developed markets such as the United Kingdom, the United States and Europe as well as in growing markets such as China, Russia and Brazil.

In addition to its global operations in connection with the production and sale of Jaguar and Land Rover premium brand passenger vehicles, the Company has a substantial presence in India. The Company is the largest automobile manufacturer by revenue in India, the largest commercial vehicle manufacturer in terms of revenue in India and among the top four passenger vehicle manufacturers in terms of units sold in India during Fiscal 2014. The Company estimates that over eight million vehicles produced by it are being operated in India as of the date hereof.

The Company offers a broad portfolio of automotive products, ranging from sub-1 tonne to 49 tonne GVW, trucks (including pickup trucks) to small, medium and large buses and coaches to passenger cars, including the world's most affordable car — the Tata Nano, premium luxury cars and SUVs. The Company ranks as the eighth largest truck manufacturer globally in the 6 tonnes plus category according to Automotive World, as measured by volume of vehicles produced in 2013. The fall in the ranking from fifth to eighth with respect to size of truck manufacturing is attributable to, among other factors, slowdown in the Indian economy and the consequent reduction in sales of the M&HCV vehicles.

The Company also provides financing for vehicles sold by dealers in India which has become an integral part of automotive business in India. The Company's automotive operations segment is further divided into Tata and other brand vehicles (including spares and financing thereof) and Jaguar Land Rover.

Apart from the automotive segment, the Company's 'other operations business segment' includes information technology services and machine tools and factory automation solutions.

The Issuer, on a standalone basis, sold 569,677 units and 110,612 units in the Fiscal 2014 and the first quarter of Fiscal 2015, respectively. The Company, on a consolidated basis, had revenues from operations less excise duty of Rs.2,328,336.6 million (US$38,857.4 million) and Rs.646,828.3 million (US$10,767.9 million) in the Fiscal 2014 and the first quarter of Fiscal 2015, respectively, and achieved profits after tax (post minority interest and share of profit/(loss) of associates (net)) of Rs.139,910.2 million (US$2,335.2 million) and Rs.53,982.1 million (US$898.7 million) in the Fiscal 2014 and the first quarter of Fiscal 2015, respectively.

Business Strategy

The Company believes that it has established a strong position in the Indian automobile industry by launching new products, investing in research and development, strengthening its financial position and expanding its manufacturing and distribution network. It has pursued the strategy of increasing its presence in the global automotive markets and enhancing its product range and capability through strategic acquisitions/alliances. The Company's goal is to position itself as a major international automotive company by offering products across various markets by combining its engineering and other strengths as well as through strategic acquisitions.

To execute this vision, the Company focuses on several strategic objectives, including the following:

Continued focus on new product development

In Fiscal 2014, the Company launched 89 new products or variants of its existing vehicle lines. The Company offers an extensive range of commercial vehicles (for both goods and passenger transport) as well as passenger vehicles. The Company has plans to expand the range of its product base further supported by its strong brand recognition in India, its understanding of local consumer preferences, in-house engineering capabilities and extensive distribution network. With growing competition, changing technologies and evolving customer expectations, the Company understands the importance of bringing new platforms to address market gaps and further enhance its existing range of vehicles to ensure customer satisfaction. The Company's capital expenditures totalled Rs.282,790 million (US$4,720 million), Rs.214,673 million (US$3,583 million) and Rs.149,071 million (US$2,488 million) during Fiscal 2014, 2013 and 2012, respectively, and the Company currently plans to invest approximately Rs.380 billion (US$6,326 million) in Fiscal 2015 in new products and technologies.

Jaguar Land Rover has aimed to enhance its technological strengths through in-house R&D activities, including the development of two new engineering and design centres which centralise Jaguar Land Rover's capabilities in product design and engineering. Furthermore, Jaguar Land Rover participates in advanced research consortia that bring together leading manufacturers, suppliers or academic specialists in the United Kingdom and are supported by funding from the UK Government's Technology Strategy Board, such as the Evoque_e program, which aims to design and develop hybrid and electric vehicle powertrain systems, and the VARCITY project, which aims to develop the supply chains for vehicle body architectures using carbon fibre technology.

Leveraging the Company's capabilities

The Company believes that its in-house research and development capabilities, including those of its subsidiaries Jaguar Land Rover and TDCV and its joint ventures with Marcopolo of Brazil in India, with Thonburi in Thailand and with Tata Africa Holdings (SA) (Pty.), Ltd in South Africa, Trilix Srl., Turin (Italy), and TMETC in the United Kingdom will enable the Company to expand its product range and extend its geographical reach. The Company continually strives to achieve synergies wherever possible with its subsidiaries and joint ventures.

In Fiscal 2012, the Company showcased at the Delhi Auto Expo 2012: (i) the Tata Ultra, a new LCV and ICV range platform, allowing flexibility of multiple wheel bases and multiple payload points, (ii) the Tata LPT 3723, India's first 5-axle rigid truck (launched in September 2012) and the Tata Paradiso G7 multi-axle coach, jointly developed by Tata Motors and Marcopolo, and (iii) the Company's alternate fuel technology capability through the following concept vehicles - the Tata Starbus Fuel Cell (hydrogen) and the Tata Magic Iris CNG.

The Company's product portfolio of Tata brand vehicles, which includes the Nano, Indica, Indica Vista, Indigo, Indigo Manza, Sumo, Sumo Grande, Safari, Safari Storme, Aria and Venture, enables it to compete in various passenger vehicle market segments. The Company also offers alternative fuel vehicles under the Nano and Indigo brands.

The Company has continued modernising its facilities to meet demand for its vehicles. The Company's Jamshedpur plant, which manufactures its entire range of M&HCVs, including the Tata Prima, both for civilian and defense applications, was its first, set up in 1945 to manufacture steam locomotives. It led the Company's foray into commercial vehicles in 1954. The Jamshedpur plant has been modernised through the decades, with a particularly intense scale in the last 10 years. In Fiscal 2013, the Jamshedpur plant produced its two millionth truck.

Jaguar Land Rover aims to invest substantially to develop new products in new and existing segments by introducing new powertrains and technologies that satisfy both customer preferences and regulatory requirements. Complementing this, Jaguar Land Rover invests in manufacturing capacity in the United Kingdom and internationally to meet customer demand. In line with other premium automotive manufacturers Jaguar Land Rover aims to maintain an allocation of 10 to 12 per cent. of revenue on capital expenditure. However, in Fiscal 2015 and 2016, the Company anticipates that Jaguar Land Rover will make higher capital spending in order to take advantage of the growth opportunities. For Fiscal 2015, capital expenditure at the Jaguar Land Rover business is expected to be approximately £3.5 billion to £3.7 billion (allocated approximately 40 per cent. for R&D and 60 per cent. for expenditure on tangible fixed assets such as facilities, tools and equipment as well as investment in the Company's China joint venture).

In Fiscal 2015, Jaguar Land Rover will expect to start full production at its Engine Manufacturing Centre at Wolverhampton, UK. The Company's aim is that the plant will manufacture a family of premium, technologically advanced engines, "Ingenium". These will be entirely designed and built in-house for exclusive use. The Company expects that the Jaguar XE, debuting in 2015, will be the first vehicle equipped with these four-cylinder engines. Jaguar Land Rover's state-of-the-art Engine Manufacturing Centre is the first new facility that it has built from the ground up. Situated at Wolverhampton in the heart of the UK, the Company believes that it is ideally located between the Jaguar Land Rover's three other manufacturing sites at Halewood, Castle Bromwich and Solihull. The Company expects that the plant will employ almost 1,400 people by the time it reaches full capacity and the first phase of recruitment commenced in January 2014. Representing an investment of more than £500 million, the Company believes that the plant will manufacture Jaguar Land Rover's most advanced engines ever.

Continuing focus on high quality and enhancing customer satisfaction

One of the Company's principal goals is to achieve international quality standards for its products and services. The Company has established a procedure for ensuring quality control of outsourced components. Products purchased from approved sources undergo a supplier quality improvement process. The Company also has a program for assisting vendors from whom the Company purchases raw materials or components to maintain quality. Each vendor is reviewed on a quarterly basis on parameters of quality, cost and delivery and preference is given to vendors with TS 16949 certification. The Company is pursuing various quality improvement programs, both internally and at its suppliers' operations, in an effort to enhance customer satisfaction and reduce its future warranty costs. The Company has also established a procedure for ensuring quality control of outsourced components, and products purchased from approved sources undergo a supplier quality improvement process. Reliability and other quality targets are built into the Company's new product introduction process. Assurance of quality is further driven by the design team, which interacts with downstream functions like process-planning, manufacturing and supplier management to ensure quality in design processes and manufacturing. Through close coordination supported by the Company's IT systems, it monitors quality performance in the field and implements corrections on an ongoing basis to improve the performance of its products, thereby improving customer satisfaction. In India, the Company improved its Customer Service Index score to 799 in 2013 from 796 in 2012. The Company maintained the 6th ranking in the 2013 J.D. Power India Customer Service

Index survey. It continues to focus on high quality customer satisfaction. The Company believes its extensive sales and service network has also enabled it to provide quality and timely customer service. The Company is encouraging focused initiatives at both sales and service touch points to enhance customer experience and strive to be best in class.

Jaguar and Land Rover collectively received over 195 awards from leading international motoring writers, magazines and commentators in 2013, reflecting the strength of their design capabilities and distinctive model line-up. The Jaguar XF is Jaguar's best-selling model across the world by volume and has received more than 100 international awards since its launch, including being named "Best Executive Car" by What Car? magazine for four consecutive years. The Jaguar XJ has received more than 20 international awards since its launch, including "Best Luxury Car" from China's Auto News in 2010, "Annual Limousine King" from Quattroroute (Italy), "Luxury Car of the Year" from Top Gear (UK), Automobile Magazine's "2011 Design of the Year" and "Best Executive Sedan" at the Bloomberg Awards in the United States. The Jaguar F-TYPE has been voted the winner of a prestigious Golden Steering Wheel award by readers of the respected German newspapers Bild am Sonntag and Auto Bild. The F-TYPE competed in the "coupé and cabriolet" category, finishing ahead of the Porsche Cayman and BMW 4 Series Coupé. Range Rover achieved the Highest Automotive Performance, Execution and Layout score of any model in the J.D. Power 2013 APEAL survey — the first time a model outside of the large premium car segment has ranked highest among all models in the industry. The New Range Rover Sport was awarded "SUV of the Year" by Top Gear magazine in the United Kingdom in 2013, the Middle East Edition of EVO in 2013 and Car and Driver in China in 2014.

Products and environmental performance

The Company's strategy is to invest in products and technologies that position its products ahead of expected stricter environmental regulations and ensure that the Company benefits from a shift in consumer awareness of the environmental impact of the vehicles they drive. The Company believes that they are the largest investor in automotive research and development in the United Kingdom. The Company also believes that it is the leader in development of automotive green-technology in the United Kingdom. The Company's environmental vehicle strategy focuses on new propulsion technology, weight reduction and reducing parasitic losses through the driveline.

The Company has developed diesel hybrid versions of the Range Rover and Range Rover Sport, without compromising the vehicles' off road ability or load space. The Company is currently conducting trials of an electric Defender, as part of its research into the electrification of premium sedan and all-terrain vehicles.

The Company believes that it is a global leader in the use of aluminium and other lightweight materials to reduce vehicle weight and improve fuel and CO_2 efficiency, and it believes that it is ahead of many of its competitors in the implementation of aluminium construction. The Company offers five aluminium monocoque vehicles: the Jaguar F-TYPE, the Range Rover, the Range Rover Sport, the Jaguar XJ and Jaguar XK. It plans to deploy its core competency in aluminium construction across more models in its range.

The Company is also developing more efficient powertrains and other technologies. This includes smaller and more efficient diesel and gasoline engines, stop start and hybrid engines, starting with a diesel hybrid engine available in the Range Rover and Range Rover Sport this year and the introduction of the Company's own four cylinder engines beginning in 2015.

The Company's current product line up is the most efficient it has ever been, in terms of fuel efficiency and CO_2 emissions. The most efficient version of the Range Rover Evoque emits less than 130 g/km. The all aluminium Jaguar XJ 3.0 V6 twin turbo diesel has CO_2 emissions of 159 g/km. The new 3.0 litre TDV6 Range Rover offers similar performance to the previous

4.4 litre TDV8 Range Rover while fuel consumption and CO_2 emissions have been reduced (now 196 g/km). The new "downsized" 2.0 litre turbocharged gasoline engine options in the Range Rover Evoque, the 2013 Model Year Freelander, and the Jaguar XF and XJ will also offer improved fuel efficiency. In the case of the latest Freelander Si4, fuel consumption and CO_2 emissions have been reduced over the outgoing 3.2 litre Freelander Si6. Equipped with stop start and an 8 speed automatic transmission, the XF 2.2 litre diesel, already the most fuel efficient Jaguar to date was further improved for 2014 Model Year with CO_2 emissions cut to 129 g/km. In 2014, the Company intends to launch its first hybrid electric vehicles in the Range Rover and Range Rover Sport 3.0 litre TDV6 Hybrid with emissions of 169 g/km.

The Company is also taking measures to reduce emissions, waste and the use of natural resources from all of its operations. The Company recognises the need to use resources responsibly, produce less waste and reduce its carbon footprint. The Company has reduced its energy use per vehicle by 23 per cent. from 2007 levels. The Company has implemented life cycle techniques so that it can evaluate and reduce its environmental footprint throughout the value chain. The Company has been certified to the international environmental management standard, ISO 14001, since 1998. As part of its integrated CO_2 management strategy, the Company has one of the largest voluntary CO_2 offset programs. Through CO_2 offset schemes, the Company offsets all of its own manufacturing CO_2 emissions and has provided customer programs to enable its customers to offset the emissions from vehicle use.

Mitigating cyclicality

The automobile industry is impacted by cyclicality. To mitigate the impact of cyclicality, the Company plans to continually strengthen its operations through gaining market share across different segments, and to offer a wide range of products in diverse geographies. The Company also plans to continue to strengthen its business operations other than vehicle sales, such as financing of its vehicles, spare part sales, service and maintenance contracts, sales of aggregates for non-vehicle businesses, reconditioning of aggregates and sale of castings, production aids and tooling/fixtures, to reduce the impact of cyclicality of the automotive industry.

Expanding the Company's international business

The Company's international expansion strategy involves entering new markets where the Company has an opportunity to grow and introducing new products to existing markets in order to grow its presence in such markets. The Company's international business strategy has already resulted in the growth of its international operations in select markets and chosen segments over the last five years. In recent years, the Company has grown its market share across various African markets such as Kenya, Nigeria, Tanzania, Congo and Senegal, and has also introduced certain products in Australia.

The Company has also expanded its product and geographic range through acquisitions and joint ventures. The Company's acquisition of Jaguar Land Rover has expanded its geographical presence significantly. Through Jaguar Land Rover, the Company now offers products in the premium performance car and premium all-terrain vehicle segments with globally recognised brands and the Company has diversified its business across markets and product segments. The Company will continue to build upon the internationally recognised brands of Jaguar Land Rover. TDCV continues to be the largest exporter of heavy commercial vehicles from South Korea. The Company has established a joint venture along with Thonburi in Thailand to manufacture pickup trucks and any other product lines that would be suitable for the market, going forward. During Fiscal 2008, the Company established a joint venture company to undertake manufacture and assembly operations in South Africa, which has been one of its largest export markets from India in terms of unit volume. The joint venture company, Tata Motors (SA) Proprietary Limited, commenced operations in July 2011. Currently, Tata Motors (SA) Proprietary Limited caters to the domestic South African market, and up to March 2014 it had produced and sold over 2,000 chassis.

Reducing operating costs

The Company believes that its scale of operations provides it with a significant advantage in reducing costs and the Company plans to continue to sustain and enhance this cost advantage.

The Company's ability to leverage its technological capabilities and its manufacturing facilities among its commercial vehicle and passenger vehicle businesses enables it to reduce cost. For example, the diesel engine used in its Indica was modified to engineer a new variant for use in the Ace platform, which helped to reduce the project cost. Similarly, platform sharing for the manufacture of pickup trucks and UVs enables the Company to reduce capital investment that would otherwise be required, while allowing the Company to improve the utilisation levels at its manufacturing facilities. Where it is advantageous for it to do so, the Company intends to add its existing low cost engineering and sourcing capability to vehicles manufactured under the Jaguar and Land Rover brands.

The Company's vendor relationships also contribute to its cost reductions. For example, the Company believes that the vendor rationalisation program that the Company is undertaking will provide economies of scale to its vendors which would benefit its cost programs. The Company is also undertaking various internal and external benchmarking exercises that would enable it to improve the cost effectiveness of its components, systems and sub-systems.

The Company has intensified efforts to review and realign its cost structure through a number of measures such as reduction of manpower costs and rationalisation of other fixed costs. The Jaguar Land Rover business has undertaken several cost control and cost management initiatives such as increased sourcing of materials from low cost countries, reduction in number of suppliers, rationalisation of marketing setups, reduction of manpower costs through increased employee flexibility between sites and several other initiatives. Further, the Jaguar Land Rover business is exploring opportunities through reduction in number of platforms, reduction in engineering costs, increased use of off-shoring and several other initiatives.

Enhancing capabilities through the adoption of superior processes

Tata Sons and the entities promoted by Tata Sons, including the Company, aim at improving quality of life through leadership in various sectors of national economic significance. In pursuit of this goal, Tata Sons and the Tata Sons promoted entities have institutionalised an approach, called the Tata Business Excellence Model, which has been formulated along the lines of the Malcolm Baldridge National Quality Award to enable the Company to improve performance and attain higher levels of efficiency in its businesses and in discharging its social responsibility. The model aims to nurture core values and concepts embodied in various focus areas such as leadership, strategic planning, customers, markets and human resources, and to translate them to operational performance. The Company's adoption and implementation of this model seeks to ensure that its business is conducted through superior processes.

The Company has deployed a balance score card, management system, developed by Dr. Robert Kaplan and Dr. David Norton of the Harvard Business School for measurement based management and feedback. The Company has also deployed a new product introduction, process for systematic product development and a PLM system for effective product data management across its organisation. On the human resources front, the Company has adopted various processes to enhance the skills and competencies of its employees. The

Company has also enhanced its performance management system, with appropriate mechanisms to recognise talent and sustain its leadership base. The Company believes these will enhance its way of doing business, given the dynamic and demanding global business environment.

Expanding customer financing activities

With financing increasingly being a critical factor in vehicle purchases and in response to the rising aspirations of consumers in India, the Company intends to expand its vehicle financing activities to enhance its vehicle sales. Further, in a scenario where there is a lack of sufficient finance availability for vehicle sales in the Indian market, as was witnessed during the financial crisis, its finance business is expected to play a significant role in filling the gap created when financing from other banks and non-banking financial companies dries up. In addition to improving the Company's competitiveness in customer attraction and retention, the Company believes that expansion of its financing business would also contribute towards moderating the impact on its financial results from the cyclical nature of vehicle sales.

Continuing to invest in technology and technical skills

The Company believes that it is one of the most technologically advanced indigenous vehicle manufacturers in India. Over the years, the Company has enhanced its technological strengths through extensive in-house research and development activities. Further, the Company's research and development facilities at its subsidiaries, like TMETC, TDCV, TTL, and Trilix, together with the two advanced engineering and design centers of Jaguar Land Rover, have increased its capabilities in product design and engineering. In the Jaguar Land Rover business, the Company is committed to continue to invest in new technologies to develop products that meet the opportunities of the premium segment, including developing sustainable technologies to improve fuel economy and reduce CO_2 emissions. The Company considers technological leadership to be a significant factor in continued success, and therefore intends to continue to devote significant resources to upgrade its technological base.

Maintaining financial strength

The Company's cash flows from operating activities in the first quarter of Fiscal 2015, Fiscal 2014 and 2013 was Rs.48,429 million (US$806 million), Rs.361,512 million (US$6,034 million) and Rs.221,626 million (US$3,699 million), respectively. The improved position in the Company's operating cash flows is primarily due to an increase in volumes at its Jaguar Land Rover business, implementation of cost reduction programs, and prudent working capital management. The Company has established processes for project evaluation and capital investment decisions with an objective to enhance its long term profitability.

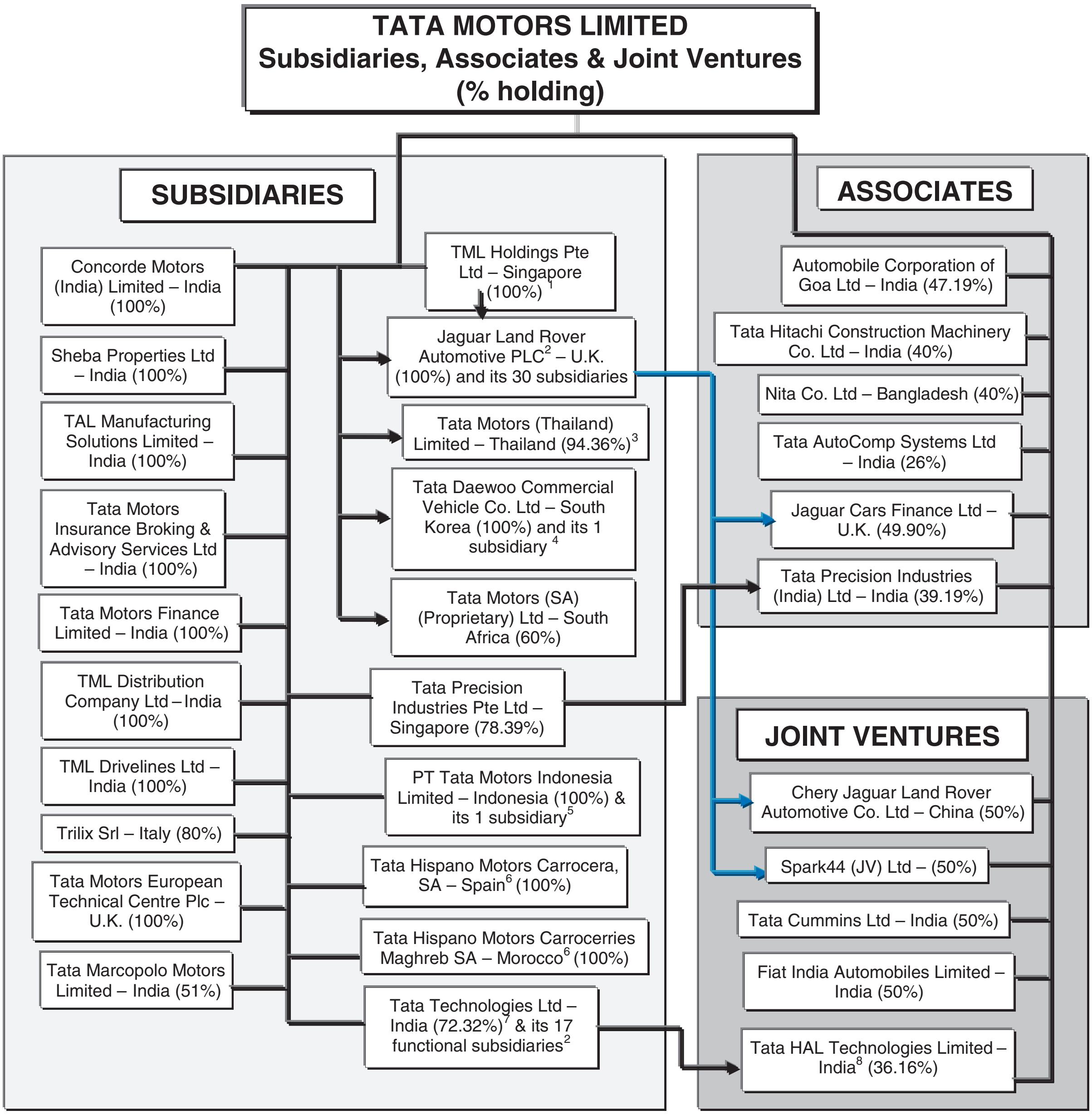
Leveraging brand equity

The Company believes customers associate the Tata name with reliability, trust and ethical values, and its brand name is gaining significant international recognition due to the international growth strategies of various Tata companies. The Tata brand is used and its benefits are leveraged by Tata companies to their mutual advantage. The Company recognises the need for enhancing its brand recognition in highly competitive markets in which the Company competes with internationally recognised brands. The Company, along with Tata Sons and other Tata companies, will continue to promote the Tata brand and leverage its use in India, as well as in various international markets where the Company plans to increase its presence. Supported by the corporate level "Tata" brand, the Company believes its product brands like Indica, Indigo, Sumo, Safari, Aria, Venture Nano, Prima, Ace, Magic along with Daewoo, Jaguar, Range Rover and Land Rover are highly regarded, and will be nurtured and promoted. At the same time, the Company will continue to build new brands such as the newly launched Ultra range of LCVs to further enhance its brand equity.

Tata Motors Group

Subsidiaries, Joint Ventures and Associates

The subsidiaries, associates and joint ventures of the Company together with the Company forms the Tata Motors Group under Indian Law as of 30 June 2014, the details of which are set forth in the chart below:



Note: With respect to certain subsidiaries and affiliates, where the Company has a joint venture partner, voting on certain items of business may be based on affirmative voting provisions and Board participation clauses in the relevant joint venture agreement(s).

(1) Holding Company of Jaguar Land Rover Automotive Plc, Tata Daewoo Commercial Vehicle Co. Limited with effect from 23 December 2013, Tata Motors (Thailand) Limited with effect from 30 January 2014 and Tata Motors (SA) (Proprietary) Limited with effect from 27 March 2014.

(2) These subsidiaries are based in many countries outside India.

(3) Shareholding increased from 90.82% to 94.36% with effect from 11December 2013.

(4) Holding in its subsidiary, Tata Daewoo Commercial Vehicle Sales and Distribution Co. Ltd. is 100%.

(5) Holding in PT Tata Motors Distribusi Indonesia subsidiary is 99.99%.

(6) Winding down of operations with effect from 20 September 2013.Sold and transferred shares of Tata Hispano Motors Carrocerries Maghreb SA, its 100% Moroccan subsidiary, with effect from 23 June 2014 to the Company.

(7) The holdings in these 17 subsidiaries range between 72.32% and 72.52%.

(8) Is a Joint Venture of Tata Technologies Limited.

SUMMARY OF THE OFFERING

The following is only a summary description of the Notes, which are more fully described in the "*Terms and Conditions of the Notes*" included elsewhere in this Offering Circular. This summary is derived from and should be read in conjunction with the full text of the Conditions of the Notes. The Conditions of the Notes prevail to the extent of any inconsistency with the terms set out in this section. Capitalised terms not defined in this summary have the meanings given to them in the Conditions.

Issuer	Tata Motors Limited
The Notes	US$500,000,000 4.625 per cent. Notes due 2020
Joint Lead Managers	Australia and New Zealand Banking Group Limited Citigroup Global Markets Limited Credit Suisse Securities (Europe) Limited Standard Chartered Bank
Issue Price	100 per cent.
Maturity Date	30 April 2020
Interest	The Notes will bear interest from and including 30 October 2014 (the "**Closing Date**") at the rate of 4.625 per cent. per annum from, and including, the Closing Date to, but excluding 30 April 2020 payable semi-annually in arrear on 30 April and 30 October of each year. The first payment (for the period from, and including the Closing Date to, but excluding 30 April 2015) will be made on 30 April 2015.
Registrar	Citigroup Global Markets Deutschland AG
Trustee	Citicorp International Limited
Principal Paying Agent	Citibank, N.A., London Branch
Transfer Agent.......................	Citibank, N.A., London Branch
Appointment of Paying Agent..................................	So long as the Notes are listed on the SGX-ST and the rules of the SGX-ST so require, the Issuer shall appoint and maintain a Paying Agent in Singapore, where the Notes may be presented or surrendered for payment or redemption, in the event that the Global Certificate is exchanged for Definitive Certificates. In addition, an announcement of such exchange shall be made by or on behalf of the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the Definitive Certificates, including details of the Paying Agent in Singapore.

Status of the Notes	The Notes constitute (subject to Condition 5 (*Status of the Notes*)) unsecured and unsubordinated obligations of the Issuer and rank and will rank at all times *pari passu* without any preference among themselves and at least equally with all other present and future outstanding unsubordinated obligations of the Issuer but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.
Form and Denomination of the Notes	The Notes will be issued in registered form and in the denomination of US$200,000 each and integral multiples thereof. The Notes will be initially represented by the Global Certificate, which on the Closing Date will be deposited with, and registered in the name of a nominee of, a common depository for Euroclear and Clearstream, Luxembourg.
Negative Pledge	The terms of the Notes contain a negative pledge provision, as further described in "*Terms and Conditions of the Notes — Covenants — Negative Pledge*" herein.
Limitations on Asset Sales	So long as any of the Notes remains outstanding, the Issuer shall apply any Net Cash Proceeds from an Asset Sale to: (a) permanently repay unsubordinated Financial Indebtedness: or (b) any business, services or activities engaged by the Issuer in its ordinary course of business; or (c) invest in subsidiaries involved in Permitted Businesses; or (d) pay a dividend, provided that the Issuer shall not pay any such dividend in respect of or otherwise distribute such Net Cash Proceeds to its shareholders if such dividend or distribution, individually or when aggregated with all other dividends or distributions in respect of the Net Cash Proceeds from any Asset Sales in the twelve month period prior to the date of the declaration of such dividend or distribution exceeds US$250,000,000 or its equivalent in other currencies. The Issuer will not, directly or indirectly, execute or agree to execute an Asset Sale unless the Issuer receives consideration at the time of the Asset Sale at least equal to the Fair Market Value of the Fixed Assets sold or otherwise disposed of. For detail see "*Terms and Conditions of the Notes — Covenants — Limitations on Asset Sales*".

Limitation on Financial Indebtedness	So long as any of the Notes remains outstanding, the Issuer shall, and shall not permit the Issuer to, incur, directly or indirectly any Financial Indebtedness, unless after giving effect to the application of the proceeds thereof (i) no Event of Default or Potential Event of Default would occur and (ii) the Total Net Long Term Debt to Total Net Worth Ratio for the Issuer's most recently ended semi-annual or annual period for which unconsolidated financial statements are available immediately preceding the date on which such Financial Indebtedness is incurred shall not be greater than 3.0:1.0. For details see "*Terms and Conditions of the Notes — Covenants — Limitations on Financial Indebtedness*".
Total Net Worth	So long as any of the Notes remains outstanding, the Issuer shall ensure that its Total Net Worth shall at all times be at least INR10,000 Crores (on a standalone basis).
Suspension of Covenants	Following the first day (the "**Suspension Date**") that (a) the Notes have notes Investment Grade Status from at least two Rating Agencies and (b) no Event of Default has occurred and is continuing, the Issuer will not be subject to Condition 6.3 (*Limitations on Asset Sales*) and Condition 6.2 (*Limitation on Indebtedness*) (the "Suspended covenants"). In the event that the Issuer is not subject to the Suspended Covenants for any period of time as a result of the preceding sentence and, on any subsequent date (the "**Reversion Date**"), either (i) two or more Rating Agencies have assigned ratings to the Notes below the required Notes Investment Grade Status or (ii) an Event of Default occurs and is continuing then the Issuer will thereafter again be subject to the Suspended Covenants. The period of time between the Suspension Date and the Reversion Date is referred to in the covenant described hereunder as the "**Suspension Period**". For details see "*Terms and Conditions of the Notes — Covenants — Suspension of Covenants*".

Redemption for Tax Reasons.	The Notes may be redeemed at the option of the Issuer in whole, but not in part, if (i) the Issuer satisfies the Trustee immediately prior to the giving of such notice that it has or will become obliged to pay additional amounts as provided or referred to in Condition 9.2 (*Redemption for Taxation Reasons*) as a result of any change in, or amendment to, the laws or regulations of a Relevant Jurisdiction (as defined in Condition 10 (*Taxation*)), or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the Closing Date, and (ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts where a payment in respect of the Notes is then due. See "*Terms and Conditions of the Notes — Redemption and Purchase — Redemption for Taxation Reasons*".
Redemption for Change of Control	Following the occurrence of any Change of Control (as defined in Condition 9.3 (*Redemption for Change of Control*)), the holder of each Note will have the right at such holder's option, to require the Issuer to redeem in whole but not in part such holder's Notes on the Change of Control Redemption Date (as defined in Condition 9.3 (*Redemption for Change of Control*)) at 101 per cent. of their principal amount together with unpaid accrued interest in accordance with the Conditions. See "*Terms and Conditions of the Notes — Redemption and Purchase — Redemption for Change of Control*".
Events of Default	Events of Default under the Notes include (without limitation) non-payment of principal, redemption amount or interest with the default continuing for a period of five days; breach of other obligations under the Notes (which breach is not remedied within thirty (30) days); an event of default or potential event of default (however described) relating to the Issuer in respect of any Indebtedness (as defined in Condition 6 (*Covenants*)) which equals or exceeds US$60,000,000 or its equivalent in aggregate and certain events related to insolvency or winding up of the Issuer. The Trustee at its discretion may, and if so requested in writing by the holders of at least 25 per cent. in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders, shall (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction), give notice to the Issuer that the Notes are, and they shall immediately become, due and repayable at their principal amount, together with unpaid accrued interest as provided in the Trust Deed, if any Event of Default occurs and is continuing. See "*Terms and Conditions of the Notes — Events of Default*".

Meetings of Noteholders........	The Trust Deed contains provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.
Withholding Tax and Additional Amounts	The Issuer will pay such additional amounts as may be necessary in order that the net payment received by each Noteholder in respect of the Notes, after withholding for any taxes imposed by tax authorities in any Relevant Jurisdiction upon payments made by or on behalf of the Issuer in respect of the Notes, will equal the amount which would have been received in the absence of any such withholding taxes, subject to customary exceptions, as described in "*Terms and Conditions of the Notes — Taxation*".
Selling Restrictions	There are restrictions on the offer, sale and transfer of the Notes in, among others, Singapore, India, the United Kingdom, the European Economic Area, Japan, Italy, Hong Kong and the United States. For a description of the selling restrictions on offers, sales and deliveries of the Notes, see "*Subscription and Sale*".
Risk Factors	Investment in the Notes involves risks which are described in the section "*Risk Factors*" included in this Offering Circular.
Listing	Approval-in-principle has been received from the SGX-ST for permission to deal in and quotation for the Notes on the SGX-ST.
Clearing System.....................	The Notes will be represented by beneficial interests in the Global Certificate which will be registered in the name of a common depositary for Clearstream, Luxembourg and Euroclear, and deposited on or about the Closing Date. Beneficial interests in the Global Certificate will be shown on and transfers thereof will be effected only through records maintained by of Euroclear or of Clearstream, Luxembourg.
Use of Proceeds.....................	See "*Use of Proceeds*".
Governing Law.......................	The Notes and any non-contractual obligations arising out of or in connection with them will be governed by, and shall be construed in accordance with, English law.

SELECTED FINANCIAL INFORMATION

The following tables set forth selected consolidated financial information of the Issuer as at and for the years ended 31 March 2012, 2013 and 2014, the selected unconsolidated balance sheet items of the Issuer for the years ended 31 March 2012, 2013 and 2014, and the consolidated financial information of the Issuer for the three months ended 30 June 2013 and 2014. The selected consolidated financial information as at and for the years ended 31 March 2012, 2013 and 2014 should be read in conjunction with the Issuer's audited financial statements. The consolidated selected financial information of the Issuer for the three months ended 30 June 2013 and 2014 should be read in conjunction with the Issuer's unaudited and reviewed financial statements, included elsewhere in this Offering Circular. The audited standalone financial information of the Issuer as at and for the years ended 31 March 2012, 2013 and 2014, and as at and for the three months ended 30 June 2013 and 2014 has been incorporated by reference in this Offering Circular.

The selected consolidated financial information of the Issuer as at and for the three months ended 30 June 2013 and 2014 is unaudited but reviewed, and, accordingly, is not comparable to the selected consolidated financial information of the Issuer as at and for the years ended 31 March 2013 and 2014. Accordingly, there can be no assurance that, had an audit been conducted in respect of such financial statements, the information presented therein would not have been materially different, and investors should not place undue reliance upon them. For further information see "Documents Incorporated by Reference".

Consolidated Financial Information

Consolidated Profit and Loss Statement

	For the year ended 31 March			
	2012	2013	2014	
	Rs. (million)	Rs. (million)	Rs. (million)	US$ (million)
Revenue from Operations	1,706,775.8	1,936,984.7	2,366,264.3	39,490.4
Less: Excise duty	(50,230.9)	(49,057.8)	(37,927.7)	(633.0)
Other Income	6,617.7	8,155.9	8,285.9	138.3
Total Revenue	1,663,162.6	1,896,082.8	2,336,622.5	38,995.7
Expenses:				
Cost of materials consumed	1,007,974.4	1,138,513.4	1,355,500.4	22,621.8
Purchase of products for sale	112,058.6	92,660.0	108,769.5	1,815.2
Changes in inventories of finished goods, work-in progress and products for sale	(25,357.2)	(30,292.9)	(28,405.8)	(474.1)
Employee cost/benefits expense	122,984.5	166,321.9	215,564.2	3,597.5
Finance cost	29,822.2	35,602.5	47,337.8	790.0
Depreciation and amortisation expense	56,253.8	76,012.8	110,781.6	1,848.8
Product development/ Engineering expenses	13,892.3	20,215.9	25,652.1	428.1
Other expenses	284,539.7	356,483.3	438,257.7	7,314.0
Expenditure transferred to capital and other accounts	(82,659.8)	(101,934.5)	(135,378.5)	(2,259.3)
Total Expenses	1,519,508.5	1,753,582.4	2,138,079.0	35,682.0
Profit before exceptional items, extraordinary items and tax	143,654.1	142,500.4	198,543.5	3,313.7

	For the year ended 31 March			
	2012	2013	2014	
	Rs. (million)	Rs. (million)	Rs. (million)	US$ (million)
Exceptional Items				
Exchange loss (net) including on revaluation of foreign currency borrowings, deposits and loans	6,541.1	5,150.9	7,077.2	118.1
Provision for costs associated with closure of operations and impairment of intangibles	1,774.3	876.2	2,241.6	37.4
Employee separation cost	—	—	535.0	8.9
Exceptional items gain (net)	8,315.4	6,027.1	9,853.8	164.4
Profit before extraordinary items and taxes	135,338.7	136,473.3	188,689.7	3,149.3
Extraordinary items	—	—	—	—
Profit before tax from continuing operations	135,338.7	136,473.3	188,689.7	3,149.3
Tax expenses/(credit)	(400.4)	37,766.6	47,647.9	795.2
Profit after tax from continuing operations	135,739.1	98,706.7	141,041.8	2,354.1
Share in profit/(loss) of associates (net)	249.2	1,056.1	(537.1)	(9.0)
Minority interest	(823.3)	(836.7)	(594.5)	(9.9)
Net Profit for the year	135,165.0	98,926.1	139,910.2	2,335.2
Earnings per share (₹)				
Ordinary shares (Face value of ₹2 each)				
a. Basic	42.58	31.02	43.51	US$0.7
b. Diluted	40.71	30.94	43.50	US$0.7
‘A’ Ordinary shares (Face value of ₹2 each)				
a. Basic	42.68	31.12	43.61	US$0.7
b. Diluted	40.81	31.04	43.60	US$0.7

Consolidated Unaudited Financial Results

	For the quarter ended 30 June		
	2013	2014	
	Rs. (million)	Rs. (million) (Unaudited)	US$ (million)
Income from Operations			
a. Sales/Income from Operations	478,279.7	648,569.8	10,796.9
Less: Excise duty	(10,660.6)	(7,062.4)	(117.6)
Net Sales/Income from Operations	467,619.1	641,507.4	10,679.3
b. Other operating income	345.6	5,320.9	88.6
Total Income from Operations	467,964.7	646,828.3	10,767.9
Expenses			
a. Cost of materials consumed	294,407.8	366,814.7	6,106.5
b. Purchases of products for sale	23,459.5	28,964.7	482.2
c. Changes in inventories of finished goods, work-in-progress and products for sale	(29,429.8)	1,582.4	26.3
d. Employee benefits expense	44,728.0	58,225.3	969.3
e. Depreciation and amortisation	23,554.5	29,795.7	496.0
f. Product development/Engineering expenses	5,341.4	5,980.3	99.6
g. Other expenses	95,235.5	109,898.5	1,829.5
h. Amount capitalised	(28,112.9)	(36,061.4)	(600.3)
Total Expenditure	429,184.0	565,200.2	9,409.1
Profit from Operations before Other Income, Finance costs and Exceptional Items	38,780.7	81,628.1	1,358.8
Other Income	1,830.3	2,132.0	35.5
Profit from Ordinary Activities before Finance costs and Exceptional Items	40,611.0	83,760.1	1,394.3
Finance Costs	9,488.8	9,415.8	156.7
Profit from Ordinary Activities after Finance costs but before Exceptional Items	31,122.2	74,344.3	1,237.6
Exceptional Items			
Exchange loss/(gain) (net) including on revaluation of foreign currency borrowings, deposits and loans	1,786.4	(940.2)	(15.7)
Profit from Ordinary Activities before Tax	29,335.8	75,284.5	1,253.3
Tax Expense	11,655.4	21,150.5	352.1
Net Profit from ordinary activities after tax	17,680.4	54,134.0	901.2
Extraordinary items (net of tax expenses)	—	—	—
Net Profit for the period	17,680.4	54,134.0	901.2
Share of profit/(loss) of associates (net)	(221.6)	48.1	0.8
Minority Interest	(198.1)	(200.0)	(3.3)
Net Profit after taxes, minority interest and share of profit/(loss) of associates	17,260.7	53,982.1	898.7
Earnings per share (₹)			
Ordinary shares (Face value of ₹2 each)			
a) Basic	5.38	16.76	US$0.28
b) Diluted	5.38	16.75	US$0.28
'A' Ordinary shares (Face value of ₹2 each)			
a) Basic	5.48	16.86	US$0.28
b) Diluted	5.48	16.85	US$0.28

Consolidated Balance Sheet

	As at 31 March			
	2012	2013	2014	
	Rs. (million)	Rs. (million)	Rs. (million)	US$ (million)
EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital	6,347.5	6,380.7	6,437.8	107.4
Reserves and surplus	320,637.5	369,992.3	649,596.7	10,841.1
	326,985.0	376,373.0	656,034.5	10,948.5
Minority Interest	3,071.3	3,704.8	4,206.5	70.2
Non-current liabilities				
Long-term borrowings	279,624.8	321,552.9	452,586.1	7,553.2
Deferred tax liabilities (net)	21,650.7	20,482.1	15,723.3	262.4
Other long term liabilities	22,975.7	32,840.6	25,968.6	433.4
Long-term provisions	62,323.9	83,372.4	121,902.9	2,034.4
	386,575.1	458,248.0	616,180.9	10,283.4
Current liabilities				
Short-term borrowings	107,415.9	116,202.1	96,958.6	1,618.1
Trade payables	366,863.2	449,123.5	573,157.3	9,565.4
Other current liabilities	190,697.8	222,249.4	173,738.6	2,899.5
Short-term provisions	67,703.8	77,881.6	79,706.8	1,330.2
	732,680.7	865,456.6	923,561.3	15,413.2
TOTAL	1,449,312.1	1,703,782.4	2,199,983.2	36,715.3
ASSETS				
Non-current assets				
Fixed assets				
(i) Tangible assets	271,185.8	327,289.5	406,942.9	6,791.4
(ii) Intangible assets	131,480.9	186,804.1	234,185.5	3,908.3
(iii) Capital work-in-progress	31,215.1	43,451.1	101,373.0	1,691.8
(iv) Intangible assets under development	128,243.2	141,084.4	231,252.6	3,859.4
	562,125.0	698,629.1	973,754.0	16,250.9
Goodwill on consolidation	40,937.4	41,023.7	49,788.3	830.9
Non-current investments	13,915.4	12,224.1	11,143.9	186.0
Deferred tax assets (net)	45,393.3	44,289.3	23,470.8	391.7
Long-term loans and advances	136,579.5	155,841.2	132,688.4	2,214.4
Other non-current assets	5,746.8	10,239.5	50,684.5	845.9
	804,697.4	962,246.9	1,241,529.9	20,719.8
Current assets				
Current investments	75,261.7	75,423.2	95,722.8	1,597.5
Inventories	182,160.2	210,368.2	272,708.9	4,551.1
Trade receivables	82,368.4	109,596.0	105,742.3	1,764.7
Cash and bank balances	182,381.3	211,148.2	297,117.9	4,958.6
Short-term loans and advances	113,372.2	126,670.5	140,552.4	2,345.7
Other current assets	9,070.9	8,329.4	46,609.0	777.9
	644,614.7	741,535.5	958,453.3	15,995.5
TOTAL	1,449,312.1	1,703,782.4	2,199,983.2	36,715.3

Consolidated Cash flow statement

	For the year ended 31 March			
	2012	2013	2014	
	Rs. (million)	Rs. (million)	Rs. (million)	US$ (million)
CASH FLOWS FROM OPERATING ACTIVITIES				
PROFIT FOR THE YEAR	135,165.0	98,926.1	139,910.2	2,335.2
Adjustments for:				
Depreciation (including lease equalisation adjusted in income)	56,208.6	75,967.6	110,736.4	1,848.1
Loss on sale of assets (including assets scrapped/written off)	767.2	238.9	465.2	7.8
Profit on sale of investments (net)	(484.5)	(800.9)	(1,145.8)	(19.1)
Provision for costs associated with closure of operations and impairment of intangibles	1,391.8	876.2	2,241.6	37.4
Provision/(reversal) for diminution in value of investments	—	4.1	(10.5)	(0.2)
Provision for inter corporate deposits (net)	—	52.9	—	—
Gain on settlement of deferred sales tax liability	(1,537.4)	(1,382.9)	(1,544.6)	(25.8)
Share of (profit)/loss of associate companies (net)	(249.2)	(1,056.1)	537.1	9.0
Share of Minority Interest	823.3	836.7	594.5	9.9
Tax expense	(400.4)	37,766.7	47,647.9	795.2
Interest/dividend (net)	24,709.6	28,283.0	40,197.7	670.9
Non-cash dividend income on mutual funds	(145.6)	—	—	—
Profit on issue of shares by a subsidiary	(473.6)	—	—	—
Exchange difference (net)	8,548.6	4,343.1	7,221.1	120.5
	89,158.4	145,129.3	206,940.6	3,453.7
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	224,323.4	244,055.4	346,850.8	5,788.9
Adjustments for:				
Inventories	(27,189.8)	(26,558.1)	(28,525.5)	(476.2)
Trade receivables	(10,068.6)	(26,975.7)	21,301.9	355.5
Finance receivables	(56,520.7)	(24,791.0)	(675.5)	(11.3)
Other current and non-current assets	(9,809.4)	(9,990.3)	11,239.0	187.6
Trade Payables	58,668.5	81,321.9	46,939.0	783.4
Other current and non-current liabilities	23,210.6	(6,283.3)	(1,416.6)	(23.6)
Provisions	(1,091.4)	13,247.9	8,881.8	148.2
	(22,800.8)	(28.6)	57,744.1	963.6
Cash generated from operations	201,522.6	244,026.8	404,594.9	6,752.5
Income taxes paid (net)	(17,679.4)	(22,400.7)	(43,083.3)	(719.0)
NET CASH FLOW FROM OPERATING ACTIVITIES	183,843.2	221,626.1	361,511.6	6,033.5

	For the year ended 31 March			
	2012	2013	2014	
	Rs. (million)	Rs. (million)	Rs. (million)	US$ (million)
CASH FLOWS FROM INVESTING ACTIVITIES				
Payment for fixed assets	(138,755.5)	(188,625.7)	(269,751.3)	(4,502.0)
Proceeds from sale of fixed assets	927.0	366.9	499.3	8.3
Investments in Mutual Fund sold/(made) (net)	(58,400.9)	1,861.1	(4,246.9)	(70.9)
Advance towards investments	(250.0)	—	—	—
Investments in subsidiary company	(3,043.3)	—	—	—
Acquisition of a subsidiary company	—	—	(1,845.6)	(30.8)
Investment in associate companies	(87.6)	(0.1)	—	—
Investments - others	(173.3)	(55.0)	(38.8)	(0.6)
Investments in Pass-through certificate (PTC) (net)	—	—	136.0	2.3
(Increase)/Decrease in Investments in retained interests in securitisation transactions	1.8	(1,076.9)	—	—
Redemption of Investment in associate companies	—	210.0	—	—
Sale/redemption of investments — others	837.5	128.6	35.6	0.6
Fixed deposits with Financial Institution made	—	—	(2,375.0)	(39.6)
Fixed deposits with Financial institutions realised	—	—	2,000.0	33.4
Deposits of margin money/cash collateral	(58.5)	(2,512.1)	(44.8)	(0.7)
Realisation of margin money/cash collateral	5,060.6	7,621.5	13,659.3	228.0
Fixed/restricted deposits with banks made	(25,607.6)	(69,722.2)	(52,523.8)	(876.7)
Fixed/restricted deposits with banks realised	8,775.1	8,366.5	8,633.1	144.1
Interest received	4,672.5	7,128.9	6,532.3	109.0
Dividend received from associates	466.0	562.5	145.1	2.4
Dividend/income on investments received	237.3	384.0	255.3	4.3
(Increase)/decrease in short term Inter-corporate deposits	(29.6)	448.3	—	—
NET CASH USED IN INVESTING ACTIVITIES	(205,428.5)	(234,913.7)	(298,930.2)	(4,988.9)
CASH FLOWS FROM FINANCING ACTIVITIES				
Expenses on Foreign Currency Convertible Notes (FCCN)/Convertible Alternative Reference Securities (CARS) conversion	—	(2.3)	(3.5)	(0.1)
Brokerage and other expenses on Non-Convertible Debentures (NCD)	(766.9)	(930.2)	(875.4)	(14.6)
Proceeds from issue of shares to minority shareholders (net of issue expenses)	1,385.4	5.6	—	—

	For the year ended 31 March			
	2012	2013	2014	
	Rs. (million)	Rs. (million)	Rs. (million)	US$ (million)
Premium paid on redemption of FCCN/CARS (including tax)	(9.7)	(8,869.5)	—	—
Premium paid on redemption of NCD	—	(965.5)	(6,580.5)	(109.8)
Proceeds from issue of shares held in abeyance	0.2	1.6	0.9	—
Proceeds from long-term borrowings (net of issue expenses)	190,300.4	131,602.4	233,213.9	3,892.1
Repayments of long-term borrowings	(46,641.3)	(75,384.4)	(167,378.1)	(2,793.5)
Proceeds from short-term borrowings	79,112.2	147,029.2	113,535.6	1,894.8
Repayment of short-term borrowings	(103,456.5)	(130,118.2)	(124,032.4)	(2,070.1)
Net change in other short-term borrowings (with maturity up to three months)	5,208.5	1,555.6	(14,165.7)	(236.4)
Repayment of fixed deposits	(10,692.5)	(18,683.8)	(3,621.9)	(60.4)
Dividend paid (including dividend distribution tax)	(14,793.3)	(15,272.4)	(6,886.2)	(114.9)
Dividend paid to minority shareholders	(237.8)	(233.3)	(333.5)	(5.6)
Interest paid (including discounting charges paid Rs.6,659.3 million (2012-13 Rs.5,684.9 million, 2011-12 Rs.6,243.1 million)	(33,736.9)	(46,655.6)	(61,705.6)	(1,029.8)
NET CASH FROM/(USED) IN FINANCING ACTIVITIES	65,671.8	(16,920.8)	(38,832.4)	(648.3)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	44,086.5	(30,208.4)	23,749.0	396.3
Cash and cash equivalents as at 31 March 2012	—	148,330.2	—	—
Reclassification of an associate to joint venture	—	168.7	—	—
CASH AND CASH EQUIVALENTS AS AT 1 APRIL (OPENING BALANCE)	93,454.1	148,498.9	123,509.7	2,061.2
Cash and cash equivalent on acquisition of subsidiary	—	—	405.1	6.8
Effect of foreign exchange on cash and cash equivalents	10,789.6	5,219.2	18,616.0	310.7
CASH AND CASH EQUIVALENTS AS AT MARCH 31 (CLOSING BALANCE)	148,330.2	123,509.7	166,279.8	2,775.0
Non cash transactions				
Foreign Currency Convertible Notes (FCCN)/Convertible Alternative Reference Securities (CARS) converted to Ordinary Shares	—	2,328.3	4,133.4	69.0

Standalone Financial Information

Standalone Balance Sheet

	As at 31 March			
	2012	2013	2014	
	Rs. (million)	Rs. (million)	Rs. (million)	US$ (million)
EQUITY AND LIABILITIES				
Shareholders' funds				
Share capital	6,347.5	6,380.7	6,437.8	107.4
Reserves and surplus	187,329.1	184,967.7	185,328.7	3,092.9
	193,676.6	191,348.4	191,766.5	3,200.3
Non-current liabilities				
Long-term borrowings	80,045.0	80,517.8	97,464.5	1,626.6
Deferred tax liabilities (net)	21,054.1	19,639.1	431.1	7.2
Other long term liabilities	19,596.3	12,384.4	11,554.8	192.8
Long-term provisions	6,855.6	6,911.9	8,152.0	136.0
	127,551.0	119,453.2	117,602.4	1,962.7
Current liabilities				
Short-term borrowings	30,071.3	62,169.1	47,690.8	795.9
Trade payables	87,055.3	84,550.2	96,723.6	1,614.2
Other current liabilities	74,709.5	49,231.0	24,631.8	411.1
Short-term provisions	29,545.6	15,095.8	18,929.1	315.9
	221,381.7	211,046.1	187,975.3	3,137.1
TOTAL	542,609.3	521,847.7	497,344.2	8,300.0
ASSETS				
Non-current assets				
Fixed assets				
(i) Tangible assets	117,464.7	122,877.1	121,335.0	2,024.9
(ii) Intangible assets	32,730.5	31,680.3	31,070.7	518.5
(iii) Capital work-in-progress	19,103.0	15,078.4	17,168.5	286.5
(iv) Intangible assets under development	21,263.7	32,449.6	46,382.2	774.1
	190,561.9	202,085.4	215,956.4	3,604.0
Non-current investments	179,032.9	181,717.1	183,575.7	3,063.7
Long-term loans and advances	34,881.1	35,752.4	29,183.0	487.0
Other non-current assets	1,004.2	943.2	1,238.5	20.7
	405,480.1	420,498.1	429,953.6	7,175.4
Current assets				
Current investments	25,902.6	17,626.8	1,008.5	16.8
Inventories	45,882.3	44,550.3	38,625.3	644.6
Trade receivables	27,083.2	18,180.4	12,167.0	203.1
Cash and bank balances	18,409.6	4,628.6	2,261.5	37.7
Short-term loans and advances	18,717.4	15,320.9	12,237.7	204.2
Other current assets	1,134.1	1,042.6	1,090.6	18.2
	137,129.2	101,349.6	67,390.6	1,124.6
TOTAL	542,609.3	521,847.7	497,344.2	8,300.0

An investment in the Notes involves risks. Prospective purchasers of the Notes should carefully consider all of the information in this Offering Circular and, in particular, the risks described below, prior to making an investment decision with respect to the Notes. If any of these risks were to occur, the Company's, business, financial condition and results of operations could be materially and adversely affected, and purchasers of the Notes could suffer the loss of their entire investment. The following information is not an exhaustive list of the risks associated with a purchase of the Notes. Additional risks and uncertainties that the Company is unaware of, or that are currently deemed immaterial, could also have a material and adverse effect on the Company's business, financial condition and results of operations. Prospective purchasers of the Notes must therefore reach their own views and rely on their own investigations prior to making any investment decision.

In this section, any references to "Jaguar Land Rover" are to Jaguar Land Rover Automotive plc and its subsidiaries on a consolidated basis. Jaguar Land Rover is a wholly-owned subsidiary of TML Holdings Pte. Ltd., which is a wholly-owned subsidiary of the Issuer. See "—Organisational Structure" for a description of the organisational structure of the Tata Motors Group.

Risk associated with the Automotive Industry

Deterioration in global economic conditions could have a material adverse impact on the Company's sales and results of operations.

The automotive industry and the demand for automobiles is influenced by general economic conditions, including among other things, rates of economic growth, availability of credit, disposable income of consumers, interest rates, environmental and tax policies, safety regulations, freight rates and fuel and commodity prices. Negative trends in any of these factors impacting the regions where the Company operates could materially and adversely affect its business, results of operations and financial condition.

The Indian automotive industry is affected materially by the general economic conditions in India and around the world. Muted industrial growth in India during Fiscal 2014 along with continuing higher inflation and interest rates continue to pose risks to overall growth in this market. The automotive industry in general is cyclical and economic slowdowns in the recent past have affected the manufacturing sector, including the automotive and related industries in India. A continuation of negative economic trends or further deterioration in key economic factors such as growth rate, interest rates and inflation as well as reduced availability of financing for vehicles at competitive rates could materially and adversely affect the Company's automotive sales in India and results of operations.

The Jaguar Land Rover business has significant operations in the United Kingdom, North America, continental Europe and the PRC, as well as sales operations in many major countries across the globe, and given the strong demand growth in the PRC, Jaguar Land Rover set up a new factory to service local demand. The global economic downturn significantly impacted the global automotive markets, particularly in the United States and Europe, including the United Kingdom, where the Jaguar Land Rover operations have significant sales exposure. During Fiscal 2014, the automotive market in the United Kingdom and Europe continued to experience challenges. Confidence in financial markets and general consumer confidence have been further eroded by recent political tensions in North Africa, the Middle East and Ukraine, and concerns of an economic slowdown in the PRC. The Company's strategy with respect to the Jaguar Land Rover operations, which includes new product launches and expansion in growing markets such as the PRC, India, Russia and Brazil, may not be sufficient to mitigate the decrease in demand for the Company's products in established markets and this could have a significant adverse impact on the Company's financial performance. If industry demand softens in key markets, including the PRC, or other factors, the Company's results of operations and financial condition could be materially and adversely affected.

Intensifying competition could materially and adversely affect the Company's sales and results of operations.

The global automotive industry is highly competitive and competition is likely to further intensify in view of the continuing globalisation and consolidation in the worldwide automotive industry. Competition is especially likely to increase in the premium automotive categories as each market participant intensifies its efforts to retain its position in established markets while also expanding in emerging markets, such as the PRC, India, Russia, Brazil and parts of Asia. The factors affecting competition include product quality and features, innovation and time to introduce new products, ability to control costs, pricing, reliability, safety, fuel economy, environmental impact and perception thereof, customer service and financing terms. There can be no assurance that the Company will be able to compete successfully in the global automotive industry in the future.

The Company also faces strong competition in the Indian market from domestic as well as foreign automobile manufacturers. Improving infrastructure and robust growth prospects compared to other mature markets have attracted a number of international companies to India either through joint ventures with local partners or through independently owned operations in India. International competitors bring with them decades of international experience, global scale, advanced technology and significant financial resources. Consequently, domestic competition is likely to further intensify in the future. There can be no assurance that the company will be able to implement its future strategies in a way that will mitigate the effects of increased competition in the Indian automotive industry.

The Company is exposed to the risks of new drive technologies being developed and the resulting effects on the automobile market.

Over the past few years, the global market for automobiles, particularly in established markets, has been characterised by increasing demand for more environmentally friendly vehicles and technologies. This is related, in particular, to the public debate on global warming and climate protection. The Company endeavours to take account of climate protection and the ever more-stringent laws and regulations that have been and are likely to be adopted. Jaguar Land Rover is focusing on researching, developing and producing new drive technologies, such as hybrid engines and electric cars. Jaguar Land Rover is also investing in development programmes to reduce fuel consumption through the use of lightweight materials, reducing parasitic losses through the driveline and improvements in aerodynamics.

There is a risk that these R&D activities will not achieve their planned objectives or that competitors or joint ventures set up by competitors will develop better solutions and will be able to manufacture the resulting products more rapidly, in larger quantities, with a higher quality and/or at a lower cost. This could lead to increased demand for the products of such competitors and result in a loss of market share for the Company. There is also a risk that the money invested in researching and developing new technologies will, to a considerable extent, have been spent in vain, because the technologies developed or the products derived therefrom are unsuccessful in the market or because competitors have developed better or less expensive products. It is possible that the Company could then be compelled to make new investments in researching and developing other technologies to maintain its existing market share or to win back the market share lost to competitors.

In addition, the climate debate and promotion of new technologies are increasingly resulting in the automotive industry's customers no longer looking for products only on the basis of the current standard factors, such as price, design, performance, brand image or comfort/features, but also on the basis of the technology used in the vehicle or the manufacturer or provider of this technology. This could lead to shifts in demand and the value-added parameters in the automotive industry at the expense of the Company's products.

The Company's sales may be impacted by geopolitical events in Russia and the Ukraine.

Recent events in Russia and Ukraine have resulted in the United States and the European Union imposing and escalating sanctions against Russia and certain businesses, sectors and individuals in Russia. The United States and the European Union also suspended the granting of certain types of export licences to Russia. In Fiscal 2014, the Company's retail volumes in Russia were approximately 23,771. A prolonged continuation of or the imposition of additional economic sanctions imposed by the European Union, the United States or other countries, or any sanctions imposed by Russia against the European Union, the United States or other countries, may result in serious economic challenges in Russia, and the imposition of further trade restrictions by or against Russia may delay or prevent shipment of products to Russia, which could lead to a significant decline in the Company's Russian sales and a material adverse impact on its Russian business.

Increases in the cost or disruptions in the supply of vehicle parts resulting from disasters and accidents could materially harm the Company's business.

The Company relies on a global network of suppliers for the inputs and logistics supporting its products and services. The Company is exposed to disruptions in this supply chain resulting from natural disasters or man-made accidents. Substantial increases in the costs or a significant delay or sustained interruption in the supply of key inputs sourced from areas affected by disasters or accidents could adversely affect the Company's ability to maintain its current and expected levels of production, and therefore negatively affect its revenues and increase its operating expenses.

In any of the geographical markets in which the Company operates, it could be subject to additional tax liabilities.

Evaluating and estimating the Company's provision and accruals for its taxes requires significant judgement. As the Company conducts its business, the final tax determination may be uncertain. It operates in multiple geographical markets and its operations in each market are susceptible to additional tax assessments and audits. The Company's collaborations with business partners are similarly susceptible to such tax assessments. Authorities may engage in additional reviews, inquiries and audits that disrupt the Company's operations or challenges its tax structures. Any resulting tax assessment may be accompanied by a penalty or additional fee for failing to make the initial payment.

In addition, the Company's tax rates may be affected by earnings estimation errors, losses in jurisdictions that do not grant a related tax benefit, changes in currency rates, acquisitions, investments, or changes in laws, regulations, or practices. Additionally, government fiscal pressures may increase the likelihood of adverse or aggressive interpretations of tax laws or regulations or the imposition of arbitrary or onerous taxes, interest charges and penalties. Tax assessments may be levied even where the Company considers its practices to be in compliance with tax laws and regulations. Should the Company challenges such taxes or believes them without merit, it may nonetheless be required to pay them. These amounts may be materially different from the Company's expected tax assessments and could additionally result in expropriation of assets, attachment of additional securities, liens, imposition of royalties or new taxes and requirements for local ownership or beneficiation.

Compliance with new, current and changing laws, regulations and government policies regarding improved fuel economy, reduced greenhouse gas and other emissions, vehicle safety, competition regulations and taxes may significantly increase the Company's costs and materially decrease its net income.

As an automobile company, the Company is subject to extensive governmental regulations regarding vehicle emission levels, noise and safety, and the levels of pollutants generated by its production facilities. These regulations are likely to become more stringent and compliance costs may significantly impact the Company's future results of operations. In particular, the United States and Europe have stringent regulations relating to vehicular emissions. The proposed tightening of vehicle emissions regulations by the European Union will require significant costs for compliance. In addition, a number of further legislative and regulatory measures to address greenhouse emissions, including national laws and the Kyoto Protocol, are in various phases of discussions and implementation.

In order to comply with current and future safety and environmental norms, the Company may have to incur additional costs to: (i) operate and maintain its production facilities; (ii) install new emissions controls or reduction technologies; (iii) purchase or otherwise obtain allowances to emit greenhouse gases; (iv) administer and manage its greenhouse gas emissions program; and (v) invest in research and development to upgrade products and manufacturing facilities. These costs may be difficult to pass through to consumers. If the Company is unable to develop commercially viable technologies or otherwise unable to attain compliance within the time frames set by the new standards, it could face significant civil penalties or be forced to restrict product offerings drastically. Moreover, safety and environmental standards may at times impose conflicting imperatives, which pose engineering challenges and would, among other things, increase the Company's costs. While the Company is pursuing the development and implementation of various technologies in order to meet the required standards in the various countries in which it sells its vehicles, the costs for compliance with these required standards could be significant to the Company's operations and may materially and adversely impact its business, financial condition and results of operations.

On 25 August 2014, the CCI imposed a combined penalty on the Company and 13 other competitors of the Company in the automobile industry. The penalty was in relation to a violation of, among others, section 3(4) of the Competition Act, 2002 which deals with vertical agreements and restraints, specifically, in the spare parts market. The decision from the CCI alleged that the Company imposed unfair terms and denied market access to independent repairers. The Company is contesting the decision of the CCI and they have not made any payments or provisions for such payment of penalty. Similar Indian regulatory requirements might increase the Company's costs and have a material adverse effect on the business operations of the Company.

Imposition of any additional taxes and levies designed to limit the use of automobiles could significantly reduce the demand for its products as well as its sales and net income. Changes in corporate and other taxation policies as well as changes in export and other incentives given by the various governments could also materially and adversely affect the Company's financial condition and results of operations. For example, the Company benefits from excise duty exemptions for manufacturing facilities in the State of Uttarakhand and other incentives such as subsidies or loans from states where the Company has manufacturing operations. The GoI had proposed a comprehensive national GST, regime that will combine taxes and levies by the central and state governments into one unified rate structure. While both the GoI and other state governments of India have publicly announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, the Company is unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalised tax structure may be affected by any disagreement between certain state governments, which could create uncertainty. The timeline of the proposed transition is uncertain as at the date hereof.

The proposed DTC, aims to replace the existing Income Tax Act, 1961 and other direct tax laws, with a view to simplify and rationalise the tax provisions into one unified code. The various proposals included in DTC are subject to review by the new government and as such impact if any, is not quantifiable at this stage.

Regulations in the areas of investments, taxes and levies may also have an impact on Indian securities, including the Company's shares. In this regard it is important to note that DTC would likely have a significant impact on the current tax regime, including in respect of the Company's shares. For further information, see "*— Business Overview — Government Regulations — Indian Taxes — Goods and Services Tax*" of this Offering Circular.

The effects of the new Companies Act, 2013 are uncertain and could adversely affect the Company's business.

Companies in India, in addition to the sector-specific statutes and the regulations and guidelines prescribed by the sectoral regulators, are required to comply with relevant provisions of the Companies Act, 1956. The Companies Act, 1956 is in the process of getting replaced by the Companies Act, 2013. As such, as at the date of this Offering Circular, certain sections of the Companies Act, 2013 are yet to be notified and matter relating to the contents of these sections continue to be governed by the provisions of the erstwhile Companies Act, 1956. The Companies Act, 2013 provides for, among other things, significant changes to the legal framework on the issue of capital by companies, corporate governance, audit matters and corporate social responsibility in addition to identification of key managerial personnel in companies.

Furthermore, the provisions of the Companies Act, 2013, are to be read in conjunction with a set of rules prescribed by the Ministry of Corporate Affairs, which are frequently modified or clarified. The consequential effects of implementation of the provisions of the Companies Act, 2013 on the Company may affect its business, growth, financial performance, results of operations and prospects and may have higher compliance requirements and increase in compliance costs.

Risk associated with the Company

Restrictive covenants in the Company's financing agreements may limit its operations and financial flexibility and materially and adversely impact the financial condition, results of operations and prospects of the Company, and which may adversely affect the Company's ability to fulfill its obligations under the Notes.

Some of the Company's financing agreements and debt arrangements set limits on and/or require the Company to obtain lender consent before, among other things, pledging assets as security. In addition, certain financial covenants may limit the Company's ability to borrow additional funds or to incur additional liens. In the past, the Company has been able to obtain required lender consent for such activities. However, there can be no assurance that the Company will be able to obtain such consents in the future. If the Company's liquidity needs or growth plans require such consents and such consents are not obtained, it may be forced to forego or alter its plans, which could materially and adversely affect its results of operations and financial condition.

In the event the Company breaches any of these covenants, the outstanding amounts due under such financing agreements could become due and payable immediately and/or result in increased costs. A default under one of these financing agreements may also result in cross-defaults under other financing agreements and result in the outstanding amounts under such other financing agreements becoming due and payable immediately. Defaults under one or more of the Company's financing agreements could have a material adverse effect on its results of operations and financial condition.

In Fiscal 2013, the Company was in breach of two financial covenants relating to its ratio of total outstanding liability to tangible net worth and the other relating to its debt service coverage ratio in bank guarantees relating to its 2009 non-convertible Indian rupee debentures, which could potentially result in increased costs under these guarantees. The Company has requested and obtained waivers of its obligations to pay additional costs as aconsequence of such breaches. In Fiscal 2014, the Company was in breach of one financial covenant relating to its ratio of total outstanding liability to tangible net worth, but given that it is a single financial covenant breach it does not result in a default or any penalties to the Company under the relevant facility agreement and the relevant lenders have accepted such breach. As per the terms of the bank guarantee agreement, a breach of one covenant is not an event of default and also does not require the Company to pay increased costs for these guarantees. However, the Company cannot assure the investors that it will succeed in obtaining consents or waivers in the future from its lenders or guarantors, or that its lenders and guarantors will not impose additional operating and financial restrictions on it, or otherwise seek to modify the terms of the existing loan agreements in ways that are materially adverse to the Company.

Exchange rate, currency and interest rate fluctuations could materially and adversely affect the Company's financial condition and results of operations.

The Company's operations are subject to risks arising from fluctuations in exchange rates with reference to countries in which it operates. The Company imports capital equipment, raw materials and components from, manufacture vehicles in, and sell vehicles into various countries, and therefore its revenues and costs have significant exposure to the relative movements of the GBP, the US Dollar, the Euro, the Chinese Renminbi, the Japanese Yen and the Indian rupee. In particular, the Indian rupee declined significantly relative to the US Dollar during Fiscal 2014. As of 28 August 2013, the value of the Indian rupee against the US Dollar was Rs.68.80 to US$1.00, following a depreciation of approximately 28.2 per cent., as compared to Rs.53.65 to US$1.00 on 1 May 2013, based on the exchange rate for Indian rupees in the City of New York for cable transfers payable in foreign currencies as certified by the Federal Reserve Bank of New York for customs purposes. The noon buying rate for the Indian rupee from the Federal Reserve Bank of New York, expressed in rupees per US$1.00, was Rs.59.89 on 28 March 2014.

Moreover, the Company has outstanding foreign currency denominated debt and is sensitive to fluctuations in foreign currency exchange rates. The Company has experienced, and expects to continue to experience, foreign exchange losses and gains on obligations denominated in foreign currencies in respect of its borrowings and foreign currency assets and liabilities due to currency fluctuations.

The Company also has interest-bearing assets (including cash balances) and interest bearing liabilities, which bear interest at variable rates. It is therefore exposed to changes in interest rates in the various markets in which it borrows.

Although the Company engages in managing its interest and foreign exchange exposure through use of financial hedging instruments such as forward contracts, swap agreements and option contracts, higher interest rates and a weakening of the Indian rupee against major foreign currencies significantly increase its cost of borrowing, which could have a material adverse effect on its financial condition, results of operations and liquidity.

The Company's future success depends on its ability to satisfy changing customer demands by offering innovative products in a timely manner and maintaining such products' competitiveness and quality.

The Company's competitors may gain significant advantages if they are able to offer products satisfying customer needs earlier than the Company is able to and this could adversely impact its sales and results of operations. Unanticipated delays or cost overruns in implementing new product launches, expansion plans or capacity enhancements could materially and adversely impact the Company's financial condition and results of operations.

Customer preferences, especially in many of the developed markets, show an overall trend towards fuel efficient and environmentally friendly vehicles. Furthermore, in many countries there has been significant pressure on the automotive industry to reduce carbon dioxide emissions. In many markets these preferences are driven by increased government regulations, rising fuel prices and customers' environmental considerations. The Company's operations may be significantly impacted if its experience delays in developing fuel efficient products that reflect changing customer preferences, especially in the premium automotive category. In addition, a deterioration in the quality of the Company's vehicles could force it to incur substantial costs and damage its reputation. There can be no assurance that the market acceptance of the Company's future products will meet its sales expectations, in which case it may be unable to realise the intended economic benefits of its investments and its financial condition and results of operations may be materially and adversely affected.

The Company is subject to risks associated with product liability, warranty and recall.

The Company is subject to risks and costs associated with product liability, warranties and recalls and should the Company supply defective products, parts, or related after-sales services, including by generating negative publicity, which may have a material adverse effect on the Company's business, results of operations and financial condition. Such events could also require the Company to expend considerable resources in correcting these problems and could significantly reduce demand for its products. The Company may also be subject to class actions or other large scale product liability or other lawsuits in various jurisdictions where it has a significant presence.

The Company is subject to risk associated with the automobile financing business.

In India, the Company is subject to risks associated with its automobile financing business. In Fiscal 2014, the market share of the Company's automobile financing business, which supports sales of its vehicles, declined to 30.0 per cent. from 33.1 per cent. in Fiscal 2013. Any default by the Company's customers or inability to repay installments as due, could materially and adversely affect its business, financial condition, results of operations and cash flows. In addition, any downgrade in the Company's credit ratings may increase its borrowing costs and restrict its access to the debt markets. Over time, and particularly in the event of any credit rating downgrade, market volatility, market disruption, regulatory changes or otherwise, the Company may need to reduce the amount of financing receivables it originates, which could severely disrupt its ability to support the sale of its vehicles.

The sale of the Company's commercial and passenger vehicles is heavily dependent on fund availability for its customers. Rising delinquencies and early defaults has contributed to a reduction in automobile financing, which has had an adverse effect on fund availability for potential customers. This reduction in available financing may continue in the future and have a material adverse effect on the Company's business, financial conditions and results of operations.

Jaguar Land Rover has consumer finance arrangements in place with local providers in a number of key markets. Any reduction in the supply of available consumer financing for purchase of new vehicles could create additional pressures to increase marketing incentives in order to maintain demand for the Company's vehicles, which could materially and adversely affect its sales and net income. Furthermore, Jaguar Land Rover also offers residual value guarantees on the leases of certain vehicles in some markets. Any significant declines in used car valuations could materially and adversely affect the Company's sales and results of operations.

The Company's substantial indebtedness could adversely affect its financial health and ability to withstand adverse developments and prevent it from fulfilling its indebtedness obligations.

Following the completion of the offering of the Notes, the Company will have a significant amount of indebtedness and substantial debt service obligations. As at 30 June 2014, on a pro forma basis after giving effect to the issue of the Notes offered hereby and the use of proceeds therefrom as described under "*Use of Proceeds*", the Company would have had total outstanding indebtedness on a consolidated basis of Rs.655,383 million (US$10,910 million). The Company's substantial indebtedness could have important consequences, among others,

- require the Company to dedicate a substantial portion of its operating cash flows to making periodic principal and interest payments on its indebtedness, thereby limiting its ability to make acquisitions and take advantage of significant business opportunities, thus placing it at a competitive disadvantage compared to its competitors that have lesser debt on their books;

- make it more difficult for the Company to satisfy its obligations with respect to its indebtedness;

- increase the Company's vulnerability to general adverse economic and industry conditions;

- limit the Company's ability to borrow additional funds or to sell or transfer assets in order to refinance existing indebtedness or fund future working capital, capital expenditures, any future acquisitions, research, development and technology process costs and other general business requirements; or

- limit the Company's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates.

Any of the above factors could materially adversely affect the Company's results of operations, financial condition and cash flows. In addition, a portion of the Company's debt bears interest at variable rates that are linked to changing market interest rates. As a result, an increase in market interest rates would increase the Company's interest expense and its debt service obligations, which would exacerbate the risks associated with its leveraged capital structure.

A government investigation into pricing practices in the automotive industry in China may adversely effect on the Company's activities in China and its profits.

The Chinese antitrust regulator, the Bureau of Price Supervision and Anti-Monopoly of the National Development and Reform Commission (the "**NDRC**"), has launched an investigation into the pricing practices of more than 1,000 Chinese and international companies in the automotive industry, including Jaguar Land Rover and many of the Company's competitors. The NDRC has reportedly imposed fines on certain of the Company's international competitors as a result of anti-competitive practices pertaining to highly inflated vehicle and spare part prices. In response to this investigation, Jaguar Land Rover set up a process to review the

Company's pricing in China and announced, in July 2014, reductions in the manufacturer's suggested retail price for its 5.0 litre V8 and V8 S, Range Rover, Range Rover Sport and Jaguar F-TYPE convertible models, effective from 1 August 2014. Jaguar Land Rover also announced reductions in the price of certain spare parts, effective from 1 September 2014.

These and other price reductions on the products sold in China may have a material and adverse effect on the revenues and profits generated by the Company's operations in China and adversely affect its overall revenues and profits.

Jaguar Land Rover's attempts to offset the potential decline in revenue and profits by increasing operational efficiencies and leveraging economies of scale (for example, through local production in China) may fail or not be as successful as expected. Further, any regulatory action taken, or penalties imposed by, the NDRC or other authorities in China, may have significant adverse financial and reputational consequences on the Company's business and have a material and adverse effect on its results of operations and financial condition.

Under-performance of the Company's distribution channels and supply chains may adversely affect its sales and results of operations.

The Company's products are sold and serviced through a network of authorised dealers and service centres across its domestic market, and a network of distributors and local dealers in international markets. The Company monitors the performance of its dealers and distributors and provides them with support to enable them to perform to its expectations. There can be no assurance, however, that the Company's expectations will be met. Any under-performance by its dealers or distributors could materially and adversely affect the Company's sales and results of operations.

The Company relies on third parties to supply it with the raw materials, parts and components used in the manufacture of its products. Furthermore, for some of these parts and components, the Company is dependent on a single source. The Company's ability to procure supplies in a cost effective and timely manner is subject to various factors, some of which are not within its control. While the Company manages its supply chain as part of its vendor management process, any significant problems with its supply chain in the future could severely disrupt its business and materially reduce its sales and net income.

Natural disasters and man-made accidents, adverse economic conditions, decline in automobile demand, and lack of access to sufficient financing arrangements, among others, could have a negative financial impact on the Company's suppliers and distributors in turn impairing timely availability of components to it or increasing the costs of such components. Similarly, impairments to the financial condition of the Company's distributors may adversely impact its performance in some markets. In addition, if one or more of the other global automotive manufacturers were to become insolvent, this would severely disrupt the Company's supply chains and may further materially reduce its sales and net income.

In respect of the Jaguar Land Rover operations, as part of a separation agreement from Ford, the Company has entered into supply agreements with Ford and certain other third parties for critical components. Any disruption of such services could have a material adverse effect on the Company's business, financial condition and results of operations.

Increases in input prices may have a material adverse effect on the Company's results of operations.

In Fiscal 2014 and Fiscal 2013, the consumption of raw materials, components and aggregates and purchase of products for sale constituted approximately 61.7 per cent. and 63.6 per cent., respectively, of the Company's total revenues. Prices of commodity items used in manufacturing automobiles, including steel, aluminum, copper, zinc, rubber, platinum, palladium and rhodium have become increasingly volatile in recent years. Further price movements would closely depend on the evolving economic scenarios across the globe. While the Company continues to pursue cost reduction initiatives, an increase in price of input materials could severely impact its profitability to the extent such increase cannot be absorbed by the market through price increases and/or could have a negative impact on the demand. In addition, because of intense price competition and the Company's high level of fixed costs, it may not be able to adequately address changes in commodity prices even if they are foreseeable. Increases in fuel costs also pose a significant challenge to automobile manufacturers worldwide, including the Company, especially in the commercial and premium vehicle segments where increased fuel prices have an impact on demand.

Deterioration in the performance of any of the Company's subsidiaries, joint ventures and affiliates may adversely affect its results of operations.

The Company has made and may continue to make capital commitments to its subsidiaries, joint ventures and affiliates, and if the business or operations of any of these subsidiaries, joint ventures and affiliates deteriorates, the value of its investments may decline substantially.

Jaguar Land Rover's significant reliance on key mature markets increases the risk of negative impact of reduced customer demand in those countries and could adversely affect the results of operations of the Company.

Jaguar Land Rover, which contributes a substantial portion of the Company's revenues, generates a significant portion of its sales in the United Kingdom, North American and continental European markets where the automotive industry was severely impacted during the global economic downturn in Fiscal 2009. Even though sales of passenger cars in certain of these markets were aided by government-sponsored car-scrap incentives, these incentives primarily benefited the compact and micro-compact car segments and had virtually no slowing effect on the sales declines in the premium car or all-terrain vehicle segments in which the Company operates. Although demand in these markets has recovered, any decline in demand for the Company's vehicles in these major markets may in the future significantly impair its business, financial condition and results of operations. In addition, the Company's strategy, which includes new product launches and further expansion into growing markets, such as the PRC, India, Russia and Brazil, may not be sufficient to mitigate a decrease in demand for its products in mature markets in the future, which could have a material adverse effect on its financial performance.

The Company is subject to risks associated with growing its business through mergers and acquisitions.

The Company believes that its acquisitions provides the Company with opportunities to grow significantly in the global automobile markets by offering premium brands and products. The Company's acquisitions have provided it with access to technology and additional capabilities while also offering potential synergies. However, the scale, scope and nature of the integration required in connection with its acquisitions present significant challenges, and the Company may be unable to integrate the relevant subsidiaries, divisions and facilities effectively within its expected schedule. An acquisition may not meet its expectations and the realisation of the anticipated benefits may be blocked, delayed or reduced as a result of numerous factors, some of which are outside the Company's control.

The Company will continue to evaluate growth opportunities through suitable mergers and acquisitions in the future. Growth through mergers and acquisitions involves business risks, including unforeseen contingent risks or latent business liabilities that may only become apparent after the merger or acquisition is completed. The key success factors will be seamless integration and effective management of the merged/acquired entity, retention of key personnel, and generating cash flow from synergies in engineering and sourcing, joint sales and marketing efforts, and management of a larger business. If any of these factors fails to materialise or if the Company is unable to manage any of the associated risks successfully, its business, financial condition and results of operations could be materially and adversely affected.

The Company's business is seasonal in nature and a substantial decrease in its sales during certain quarters could have a material adverse impact on its financial performance.

The sales volumes and prices for the Company's vehicles are influenced by the cyclicality and seasonality of demand for these products. The automotive industry has been cyclical in the past and the Company expects this cyclicality to continue.

In the Indian market, demand for the Company's vehicles generally peaks between January and March, although there is a decrease in demand in February just before release of the Indian fiscal budget. Demand is usually lean from April to July and picks up again in the festival season from September onwards, with a decline in December due to year-end.

The Jaguar Land Rover business is impacted by the bi-annual registration of vehicles in the United Kingdom where the vehicle registration number changes every six months, which in turn has an impact on the resale value of vehicles. This leads to an increase in sales during the period when the aforementioned change occurs. Other markets such as the United States are influenced by introduction of new model year products which typically occurs in the autumn of each year. The automotive market in China tends to reflect higher demand for vehicles around the Chinese New Year. Demand in the western European automotive markets tends to be reduced during the summer and winter holidays. Furthermore, the Company's cash flows are impacted by temporary shutdowns of three of its manufacturing plants in the United Kingdom during the summer and winter holiday seasons. The resulting sales and cash flow profile is reflected in its results of operations on a quarterly basis.

The Company relies on licensing arrangements with Tata Sons Limited to use the "Tata" brand. Any improper use of the associated trademarks by its licensor or any other third parties could materially and adversely affect its business, financial condition and results of operations.

The Company's rights to its trade names and trademarks are a crucial factor in marketing its products. Establishment of the "Tata" word mark and logo mark in and outside India is material to the Company's operations. The Company has licensed the use of the "Tata" brand from Tata Sons Limited, or Tata Sons. If Tata Sons, or any of their subsidiaries or affiliated entities, or any third party uses the trade name "Tata" in ways that adversely affect such trade name or trademark, the Company's reputation could suffer damage, which in turn could have a material adverse effect on its business, financial condition and results of operations.

Inability to protect or preserve its intellectual property could materially and adversely affect the Company's business, financial condition and results of operations.

The Company owns or otherwise has rights in respect of a number of patents relating to the products it manufactures, which have been obtained over a period of years. In connection with the design and engineering of new vehicles and the enhancement of existing models, the Company seeks to regularly develop new technical designs for use in its vehicles. The Company also uses technical designs which are the intellectual property of third parties with such third parties' consent. These patents and trademarks have been of value in the growth of the Company's business and may continue to be of value in the future. Although the Company does not regard any of its businesses as being dependent upon any single patent or related group of patents, an inability to protect this intellectual property generally, or the illegal breach of some or a large group of its intellectual property rights, would have a materially adverse effect on its business, financial condition and results of operations. The Company may also be affected by restrictions on the use of intellectual property rights held by third parties and it may be held legally liable for the infringement of the intellectual property rights of others in its products.

The Company may be adversely affected by labour unrest.

All of the Company's permanent employees, other than officers and managers, in India and most of its permanent employees in South Korea and the United Kingdom, including certain officers and managers, in relation to its automotive business, are members of labour unions and are covered by the Company's wage agreements, where applicable with those labour unions.

In general, the Company considers its labour relations with all of its employees to be good. However, in the future it may be subject to labour unrest, which may delay or disrupt its operations in the affected regions, including the acquisition of raw materials and parts, the manufacture, sales and distribution of products and the provision of services. If work stoppages or lock-outs at the Company's facilities or at the facilities of its major vendors occur or continue for a long period of time, the Company's business, financial condition and results of operations may be materially and adversely affected.

Future pension obligations may prove more costly than currently anticipated and the market value of assets in the Company's pension plans could decline.

The Company provides post retirement and pension benefits to its employees, including defined benefit plans. The Company's pension liabilities are generally funded.

However, lower returns on pension fund assets, changes in market conditions, interest rates or inflation rates, and adverse changes in other critical actuarial assumptions, may impact its pension liabilities or assets and consequently increase funding requirements, which could materially decrease its net income and cash flows.

Any inability to manage its growing international business may materially and adversely affect the Company's financial condition and results of operations.

The Company's growth strategy relies on the expansion of its operations by introducing certain automotive products in markets outside India, including Europe, the PRC, Russia, Brazil, the United States, Africa and other parts of Asia. The costs associated with entering and establishing ourselves in new markets, and expanding such operations, may be higher than expected, and the Company may face significant competition in those regions. In addition, the Company's international business is subject to many actual and potential risks and challenges, including language barriers, cultural differences and other difficulties in staffing and managing overseas operations, inherent difficulties and delays in contract enforcement and the collection of receivables under the legal systems of some foreign countries, the risk of non-tariff barriers, other restrictions on foreign trade or investment sanctions, and the burdens of complying with a wide variety of foreign laws, rules and regulations. If the Company is unable to manage risks related to its expansion and growth in other parts of the world, its business, results of operations and financial condition could be materially and adversely affected.

The Company has a limited number of manufacturing, design, engineering and other facilities and any disruption in the operations of those facilities could materially and adversely affect its business, financial condition and results of operations.

The Company has manufacturing facilities and design and engineering centers located in India, the United Kingdom, the PRC, South Korea, Thailand and South Africa, and has established a presence in Indonesia. The Company could experience disruptions to its manufacturing, design and engineering capabilities for a variety of reasons, including, among others, extreme weather, fire, theft, system failures, natural catastrophes, mechanical or equipment failures and similar events. Any such disruptions could affect its ability to design, manufacture and sell its products and, if any of these events were to occur, there can be no assurance that the Company would be able to shift its design, engineering or manufacturing operations to alternate sites in a timely manner or at all, and could materially and adversely affect the Company's business, financial condition and results of operations.

The Company is exposed to various operational risks, including risks in connection with the use of information technology.

Operational risk is the risk of loss resulting from inadequate or failed internal systems and processes, whether resulting from internal or external events. Such risks could stem from inadequacy or failures of controls within internal procedures, violations of internal policies by employees, disruptions or malfunctioning of information technology systems such as computer networks and telecommunication systems, other mechanical or equipment failures, human error, natural disasters or malicious acts by third parties. Any unauthorised access to or misuse of data on the Company's information technology systems, human errors or technological or process failures of any kind could severely disrupt its operations, including its manufacturing, design and engineering processes, and could have a material adverse effect on its financial condition and results of operations.

Any failures or weaknesses in the Company's internal controls could materially and adversely affect its financial condition and results of operations.

Upon an evaluation of the effectiveness of the design and operation of the Company's internal controls, it concluded that there was a material weakness such that its internal controls over financial reporting were not effective as at 31 March 2014. The existence of this material weakness, if not adequately remediated, could materially and adversely affect the Company's ability to report accurately its financial condition and results of operations in a reliable manner. Although the Company has instituted remedial measures to address the material weakness identified and continually review and evaluate its internal control systems to allow management to report on the sufficiency of its internal controls, the Company cannot assure the investors that it will not discover additional weaknesses in its internal controls over financial reporting. Any such additional weaknesses or failure to adequately remediate any existing weakness could materially and adversely affect the Company's financial condition or results of operations.

The Company's insurance coverage may not be adequate to protect it against all potential losses to which it may be subject, and this may have a material adverse effect on its business, financial condition and results of operations.

While the Company believes that the insurance coverage that it maintains is reasonably adequate to cover all normal risks associated with the operation of its business, there can be no assurance that the Company's insurance coverage will be sufficient, that any claim under its insurance policies will be honored fully or timely, or that its insurance premiums will not increase substantially. Accordingly, to the extent that the Company suffers loss or damage that is not covered by insurance or which exceeds its insurance coverage, or are required to pay higher insurance premiums, the Company's business, financial condition and results of operations may be materially and adversely affected.

The Company may be adversely impacted by political instability, wars, terrorism, multinational conflicts, natural disasters, fuel shortages/prices, epidemics and labour strikes and other risks in the markets in which it operates.

The Company's products are exported to a number of geographical markets and it plans to further expand its international operations in the future. Consequently, the Company is subject to various risks associated with conducting its business outside its domestic markets and its operations may be subject to political instability in those markets, wars, terrorism, regional and/or multinational conflicts, natural disasters, fuel shortages, epidemics and labour strikes. In addition, conducting business internationally, especially in emerging markets, exposes the Company to additional risks, including adverse changes in economic and government policies, unpredictable shifts in regulation, inconsistent application of existing laws and regulations, unclear regulatory and taxation systems and divergent commercial and employment practices and procedures. Any significant or prolonged disruption or delay in the Company's operations related to these risks could materially and adversely impact its business, financial condition and results of operations.

Political changes in the GoI could delay and/or affect the further liberalisation of the Indian economy and adversely affect economic conditions in India generally and the Company's business in particular.

The Company's business could be significantly influenced by economic policies adopted by the GoI. Since 1991, successive governments have pursued policies of economic liberalisation and financial sector reforms.

The GoI has at various times announced its general intention to continue India's current economic and financial liberalisation and deregulation policies. However, protests against such policies, which have occurred in the past, could slow the pace of liberalisation and deregulation. The rate of economic liberalisation could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. While the Company expects any new government to continue the liberalisation of India's economic and financial sectors and deregulation policies, there can be no assurance that such policies will be continued.

The GoI has traditionally exercised and continues to exercise influence over many aspects of the economy. The Company's business and the market price and liquidity of its shares may be affected by interest rates, changes in policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

A change in the GoI's economic liberalisation and deregulation policies could disrupt business and economic conditions in India generally, and specifically those of the Company, as a substantial portion of its assets are located in India, and could have a material adverse effect on its financial condition and results of operations.

Terrorist attacks, civil disturbances, regional conflicts and other acts of violence, particularly in India, may disrupt or otherwise adversely affect the markets in which the Company operates, its business and its profitability.

India has from time to time experienced social and civil unrest and hostilities, including terrorist attacks and riots and armed conflict with neighboring countries. Events of this nature in the future could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including the Company's shares, and on the market for its vehicles.

Compliance with new and changing corporate governance and public disclosure requirements adds uncertainty to the Company's compliance policies and increases its costs of compliance.

The Company is subject to a complex and changing regime of laws, rules, regulations and standards relating to security issuances, accounting, maintenance of reserves, corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002 and SEC, regulations, SEBI regulations, the NYSE listing rules and Indian stock market listing regulations. New or changed laws, rules, regulations and standards may lack specificity and are subject to varying interpretations and clarifications by regulatory bodies. Their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs of compliance as a result of ongoing revisions to such legal requirements. The Company is committed to maintaining high standards of legal compliance, corporate governance and public disclosure. However, its efforts to comply with evolving laws, rules, regulations and standards in this regard have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management resources and time.

In addition, new laws, rules, regulations and standards regarding corporate governance may make it more difficult for the Company to obtain director and officer liability insurance, including under the recently enacted provisions of the Indian Companies Act, 2013. Further, the Company's Board members, Executive Directors and its Chief Financial Officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, the Company may face difficulties attracting and retaining qualified Board members and senior management. If it fails to comply with new or changed laws, rules, regulations or differing standards, the Company's business and reputation may be harmed.

Compliance with the SEC's new rule for disclosures on "conflict minerals" may be time consuming and costly and could adversely affect the Company's reputation.

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the SEC has adopted a new rule that applies to companies that use certain minerals and metals, known as conflict minerals, in their products, including certain products manufactured for them by third parties. The new rule requires companies that use conflict minerals in the production of their products to conduct due diligence as to whether or not such minerals originate from the Democratic Republic of Congo and adjoining countries and requires companies to file certain information with the SEC about the use of these minerals. The deadline for the first conflict minerals report was 2 June 2014, and the Company filed its first conflict minerals report on 30 May 2014. The Company expects to incur additional costs to comply with the new due diligence and disclosure requirements. In addition, depending on its findings or its inability to make reliable findings about the source of any possible conflict minerals that may be used in any products manufactured for the Company by third parties, its reputation could be harmed.

If an initial decision rendered by the Administrative Law Judge (the "ALJ") in administrative proceedings brought by the SEC against the PRC-based network firms of the Big Four accounting firms, including the independent registered public accounting firm of Chery Jaguar Landrover Automotive Co., Limited, becomes final, the Company could become unable to timely file future financial statements in compliance with the requirements of the U.S. Securities Exchange Act of 1934, as amended.

In December 2012, the SEC instituted administrative proceedings against the PRC-based network firms of the Big Four accounting firms, including the independent registered public accounting firm of Chery Jaguar Land Rover Automotive Co., Limited, the Company's joint venture with Chery Automobile to manufacture cars in the PRC, alleging that these firms had violated U.S. securities laws and the SEC's rules and regulations thereunder by failing to provide to the SEC the audit work papers of these firms with respect to certain PRC-based companies that are publicly traded in the United States. On 22 January 2014, the ALJ presiding over the matter rendered an initial decision that each of the firms had violated the SEC's rules of practice by failing to produce audit workpapers to the SEC. The initial decision censured each of the firms and barred them from practicing before the SEC for a period of six months. The ALJ's initial decision has been appealed by these firms. The ALJ's decision does not take effect unless and until it is endorsed by the SEC. Any SEC endorsement or other determination could be appealed by the accounting firms through the U.S. federal courts. While the Company cannot predict the outcome of the SEC's review or that of any subsequent appeal process, if the accounting firms are ultimately temporarily denied the ability to practice before the SEC, the Company's ability to file its financial statements in compliance with SEC requirements could be impacted. A determination that the Company has not timely filed financial statements in compliance with SEC requirements could ultimately lead to the delisting of its ADSs from the NYSE or the termination of the registration of its ADSs under the Securities Exchange Act of 1934, as amended, or both, which would substantially reduce or effectively terminate the trading of the Company's ADSs in the United States.

The Company's business and prospects could suffer if it loses one or more key personnel or if it is unable to attract and retain its employees.

The Company's business and future growth depends largely on the skills of its workforce, including executives and officers, and automotive designers and engineers. The loss of the services of one or more of the Company's personnel could impair its ability to implement its business strategy. In view of intense competition, any inability to continue to attract, retain and motivate its workforce could materially and adversely affect its business, financial condition, results of operations and prospects.

Risk Relating to the Notes

Any default by Jaguar Land Rover or any of its subsidiaries will not constitute an Event of Default in accordance with the terms of the Notes.

Condition 11 (*Events of Default)* provides for certain Events of Default, the occurrence of which may result in the Notes becoming immediately due and payable at their principal amount together with accrued interest. See "*Terms and Conditions of the Notes — Events of Default*". The Events of Default include cross-acceleration provisions (the "**Cross-Acceleration Provision**") which provide for the occurrence of an Event of Default when, amongst other reasons, any Indebtedness for Borrowed Money (as defined in "*Terms and Conditions of the Notes*") of the Issuer is declared due and repayable prior to its stated maturity by reason of an event of default or potential event of default.

The Cross-Acceleration Provision does not include, and will not operate in the event of, any Indebtedness for Borrowed Money of Jaguar Land Rover or any of its subsidiaries being or becoming capable of being declared due and payable prior to its stated maturity by reason of an event of default or potential event of default.

Similarly, any winding-up, cessation of business, insolvency, liquidation and insolvency proceedings or creditors arrangement in respect of Jaguar Land Rover, or any nationalisation, change of law or any other analogous event relating to Jaguar Land Rover, will not constitute an Event of Default.

Accordingly, if the foregoing circumstances were to occur, the Notes would not become capable of being declared due and payable in accordance with Condition 11 (*Events of Default*) or the Trust Deed, and would materially impact the Issuer's ability to fulfil its obligations under the Notes.

Payment of monies in respect of the Notes (including early repayments, enforcement of indemnity claims, set-offs), are from time to time, subject to the Company obtaining appropriate approvals of the GoI and its regulatory bodies. The Company is committed to complying with such legal requirements and making best efforts to obtain all necessary regulatory approvals in respect of the Notes, but there can be no assurance that the Company will be able to achieve the relevant GoI approvals.

The Notes may be redeemed at the Issuer's option on the occurrence of certain events.

The Issuer has the right to redeem the Notes, in whole but not in part, subject to receipt of any approvals (as set out above) at their principal amount together with any unpaid accrued interest thereon to the date fixed for redemption if the Issuer satisfies the Trustee of certain matters related to taxation with respect of the Notes (and the Trustee shall be entitled to accept such certificate or opinion from the Issuer, without any liability, as sufficient evidence of the satisfaction of the conditions precedent to such redemption). See "*Terms and Conditions of the Notes — Redemption and Purchase — Redemption for Taxation Reasons*".

The date that the Issuer elects to redeem the Notes may not accord with the preference of individual holders, which may be disadvantageous to holders in light of market conditions or the individual circumstances of the holder of the Notes. Additionally, an investor may not be able to reinvest the redemption proceeds in comparable securities at an effective yield at the same level as that of the Notes. Furthermore, such redemption may require a written approval from the RBI, which may not be forthcoming.

The Notes may not be a suitable investment for all investors.

Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained in this Offering Circular or any applicable supplement;

- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, the impact an investment in the Notes will have on its overall investment portfolio;

- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where the currency for principal or interest payments is different from the potential investor's currency;

- understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant financial markets; and

- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Notes are complex financial instruments. The Notes will not receive a credit rating, which will limit the categories of institutional investors who are able to purchase the Notes and therefore may affect the liquidity of the Notes. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an understood, measured, appropriate addition of risk to their overall portfolios. A potential investor should not invest in the Notes unless it has the expertise (either alone or with a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of the Notes and the impact this investment will have on the potential investor's overall investment portfolio.

The terms of the Notes may be modified by defined majorities of the Noteholders.

The Terms and Conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Notes may be subject to withholding taxes under the EU Savings Directive in circumstances where the Company is not obliged to make gross up payments and this would result in Noteholders receiving less interest than expected and could significantly adversely affect their return on the Notes.

Under Council Directive 2003/48/EC on the taxation of savings income, Member States are required to provide to the tax authorities of other Member States details of certain payments of interest or similar income paid or secured by a person established in a Member State to or for the benefit of an individual resident in another Member State or certain limited types of entities established in another Member State.

On 24 March 2014 the Council of the European Union adopted a Council Directive amending and broadening the scope of the requirements described above. Member States are required to apply these new requirements from 1 January 2017. The changes will expand the range of payments covered by the Directive, in particular to include additional types of income payable on securities. The Directive will also expand the circumstances in which payments that indirectly benefit an individual resident in a Member State must be reported. This approach will apply to payments made to, or secured for, persons, entities or legal arrangements (including trusts) where certain conditions are satisfied, and may in some cases apply where the person, entity or arrangement is established or effectively managed outside of the European Union.

For a transitional period, Luxembourg and Austria are required (unless during that period they elect otherwise) to operate a withholding system in relation to such payments. The changes referred to above will broaden the types of payments subject to withholding in those Member States which still operate a withholding system when they are implemented. In April 2013, the Luxembourg Government announced its intention to abolish the withholding system with effect from 1 January 2015 in favour of automatic information exchange under the Directive.

The end of the transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland).

If a payment were to be made or collected through a Member State which has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment, neither the Company nor any Paying Agent nor any other person would be obliged to pay additional amounts with respect to any Note as a result of the imposition of such withholding tax. The Company is required to maintain a Paying Agent in a Member State that is not obliged to withhold or deduct tax pursuant to the Directive. For further details, see "*Taxation — EU Savings Directive*".

The U.S. Foreign Account Tax Compliance Act may affect payments made to custodians, intermediaries or investors if such persons are generally unable or not entitled to receive payments free of FATCA withholding.

The United States FATCA imposes a new reporting regime and, potentially, a 30 per cent. withholding tax with respect to (i) certain payments from sources within the United States, (ii) "foreign pass thru payments" made to certain non-U.S. financial institutions that do not comply with this new reporting regime, and (iii) payments to certain investors that do not provide identification information with respect to interests issued by a participating non-U.S. financial institution. Whilst the Notes are in global form and held within the clearing systems, in all but the most remote circumstances, it is not expected that FATCA will affect the amount of any payment received by the clearing systems.

However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA Withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA Withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA) and provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA Withholding.

The Company's obligations under the Notes are discharged once they have paid the clearing systems, and the Company has therefore no responsibility for any amount thereafter transmitted through the clearing systems and custodians or intermediaries.

Changes in English law subsequent to the issuance of the Notes may impact the Terms and Conditions of the Notes, and no assurances can be given to Noteholders.

The Terms and Conditions of the Notes are based on English law in effect as at the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Offering Circular.

Notes where denominations involve integral multiples: definitive Notes.

In relation to the Notes which have denominations consisting of a minimum specified denomination plus one or more higher integral multiples of another smaller amount, it is possible that these Notes may be traded in amounts that are not integral multiples of such minimum specified denomination. In such a case a holder who, as a result of trading such amounts, holds an amount which is less than the minimum specified denomination in his account with the relevant clearing system at the relevant time may not receive a definitive Note in respect of such holding (should definitive Notes be printed) and would need to purchase a principal amount of Notes such that its holding amounts to a specified denomination.

The Company is not prohibited from issuing further debt which may rank pari passu with the Notes.

There is no restriction on the amount of debt securities that the Company may issue that rank *pari passu* with the Notes. The issue of any such debt securities may reduce the amount recoverable by investors in the Notes upon the Company's bankruptcy, winding-up or liquidation.

The Issuer may be required to receive RBI approval prior to making an offer to repurchase the Notes upon a Change of Control.

The Issuer must offer to purchase the Notes, upon the occurrence of a Change of Control, at a purchase price equal to 101 per cent. of the principal amount of the Notes plus accrued and unpaid interest, to and including the redemption date. See "*Terms and Conditions of the Notes — Redemption and Purchase — Redemption for Change of Control*". Prior to any redemption of the Notes, the Issuer might be required to obtain a written approval from the RBI to effect such redemption, and there is no assurance that such approval shall be obtained.

Investors may have difficulty enforcing judgments against the Company or its management.

The Company is a limited liability company incorporated under the laws of India. Majority of the Company's directors and executive officers are residents of India and a substantial portion of the Company's assets and the assets of these directors and executive officers are located in India. As a result, investors may find it difficult to (i) effect service of process upon the Company or these directors and executive officers in jurisdictions outside of India, (ii) enforce court judgments obtained outside of India, including those based upon the civil liability provisions of the U.S. federal securities laws, against the Company or these directors and executive officers, (iii) enforce, in an Indian court, court judgments obtained outside of India, including those based upon the civil liability provisions of the U.S. federal securities laws, against the Company or these directors and executive officers, and (iv) obtain expeditious adjudication of an original action in an Indian court to enforce liabilities, including those based upon the civil liability provisions of the U.S. federal securities laws, against the Company or these directors and executive officers.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Recognition and enforcement of foreign judgments is provided under Section 13 of the Code of Civil Procedure, or the Civil Procedure Code.

Section 13 and Section 44A of the Civil Procedure Code provide that a foreign judgment shall be conclusive as to any matter thereby directly adjudicated upon except (i) where it has not been pronounced by a court of competent jurisdiction, (ii) where it has not been given on the merits of the case, (iii) where it appears on the face of the proceedings to be founded on an incorrect view of international law or a refusal to recognise the law of India in cases where Indian law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where it has been obtained by fraud or (vi) where it sustains a claim founded on a breach of any law in force in India.

Section 44A of the Civil Procedure Code provides that where a foreign judgment has been rendered by a superior court in any country or territory outside India which the Government has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalty.

The United States has not been declared by the GoI to be a reciprocating territory for the purpose of Section 44A of the Civil Procedure Code. Accordingly, a judgment of a court in the United States may be enforced only by a suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy. A party seeking to enforce a foreign judgment in India is required to obtain approval from RBI, the central bank of India, to execute such a judgment or to repatriate outside India any amount recovered.

As a result, it may be difficult for investors to effect service of process on the Company or such directors or officers outside India or to enforce judgments against them obtained from courts outside India, including judgments predicated on the civil liability provisions of the foreign federal securities laws.

Noteholders are required to rely on the procedures of the relevant clearing system and its participants while the Notes are cleared through the relevant clearing system.

The Notes will be represented on issue by one or more Global Notes that may be deposited with a common depositary for Euroclear and Clearstream, Luxembourg. Except in the circumstances described in each Global Note, investors will not be entitled to receive Notes in definitive form. Each of Euroclear and Clearstream, Luxembourg and their respective direct and indirect participants will maintain records of the beneficial interests in each Global Note held through it. While the Notes are represented by a Global Note, investors will be able to trade their beneficial interests only through the relevant clearing systems and their respective participants.

While the Notes are represented by Global Notes, the Company will discharge its payment obligation under the Notes by making payments through the relevant clearing systems. A holder of a beneficial interest in a Global Note must rely on the procedures of the relevant clearing system and its participants to receive payments under the Notes. The Company has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in any Global Note. Holders of beneficial interests in a Global Note will not have a direct right to vote in respect of the Notes so represented. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies. If definitive Notes are issued, holders should be aware that definitive Notes that have a denomination that is not an integral multiple of the minimum specified denomination may be illiquid and difficult to trade.

The Notes may have no established trading market upon issuance and may never develop an established trading market.

The Notes may have no established trading market when issued, and one may never develop. The Joint Lead Managers are not obligated to make a market in the Notes. Even though the Notes may be listed on an exchange, the Company cannot make any assurances that an active market will develop for the Notes or as to the liquidity of, or the trading market for, the Notes. If an active market does develop, future trading prices of the Notes will depend on many factors, including, among others, prevailing interest rates, the Group's operating results and the market for securities similar to the Notes.

The Notes are subject to risks resulting from fluctuations in currency conversion and exchange rates.

The Company will pay principal and interest on the Notes in US Dollars. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit other than US Dollars. These include the risk that exchange rates may significantly change (including changes due to devaluation of the US Dollar or revaluation of other currencies against the US Dollar) and the risk that authorities with jurisdiction over other currencies may impose or modify exchange controls. An appreciation in the value of other currencies relative to US Dollars would decrease (1) the equivalent yield on the Notes in other currencies, (2) the equivalent value of the principal payable on the Notes in other currencies and (3) the equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Fluctuations in interest rates may adversely affect the value of the Notes.

Investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes.

Legal investment laws and regulations, or the review and regulation of such by authorities, may restrict investment activities of certain investors.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Notes are legal investments for it, (2) the Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of the Notes. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

Economic developments and volatility in securities markets in other countries could adversely affect the price of the Notes.

Investors' reactions to developments in one country may have adverse effects on the market price of securities in other markets, including India and Singapore. Global markets and economic conditions have been negatively impacted by market perceptions regarding the ability of certain EU member states to service their sovereign debt obligations, notably Greece, Ireland, Portugal, Spain and Italy. These conditions have been exacerbated as a result of market perceptions regarding the level of sovereign debt, government shutdown and debt-ceiling debates in the United States. On 5 August 2011, Standard & Poor's lowered the long-term sovereign credit rating of US Government debt obligations from AAA to AA+. On 8 August 2011, Standard & Poor's also downgraded the long-term credit ratings of US government-sponsored enterprises. These actions initially had an adverse effect on financial markets and although the longer-term impact on global financial and credit markets and the participants therein are difficult to predict and may not be immediately apparent, such impact might be material and adverse. These developments could materially adversely impact financial markets generally and the price of the Notes in particular.

Corporate disclosure standards for debt securities listed on the SGX may be different from those applicable to debt securities listed elsewhere.

The Company will be subject to reporting obligations in respect of the Notes to be listed on the SGX-ST. The disclosure standards imposed by the SGX-ST may be different from those imposed by securities exchanges in other countries. The Company's equity securities are currently listed on the BSE and NSE. The Company is currently subject to the reporting obligations of these exchanges, but there can be no guarantee that the Company's securities will remain listed on those exchanges.

The liquidity and price of the Notes following the offering may be volatile.

The price and trading volume of the Notes may be highly volatile. Factors such as variations in the Company's revenue, earnings and cash flows and proposals of new investments, strategic alliances and/or acquisitions, prevailing interest rates and dividend rates of comparable securities, the market for similar securities and general economic conditions nationally or internationally could cause the price of the Notes to change. Any such developments may result in large and sudden changes in the trading volume and price of the Notes.

TERMS AND CONDITIONS OF THE NOTES

The following is the text of the Terms and Conditions of the Notes which (subject to completion and modification and except for the paragraphs in italics) will be endorsed on the Certificates issued in respect of the Notes. All capitalised terms that are not defined in these Terms and Conditions will have the meanings given to them in the Trust Deed.

*The owners shown in the records of Euroclear Bank SA/NV ("**Euroclear**") and Clearstream Banking, société anonyme ("**Clearstream, Luxembourg**") of book-entry interests in Notes are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and the Agency Agreement (both as defined in Condition 2 (Related Agreements) below) applicable to them.*

1. DEFINITIONS

The following definitions are used in these Terms and Conditions:

Issuer	Tata Motors Limited, a company incorporated under the laws of the Republic of India with registration number L28920MH1945PLC004520 with its registered office Bombay House, 24, Homi Mody Street, Mumbai, 400 001
Trustee	Citicorp International Limited Registered Office: 50/F Citibank Tower Citibank Plaza 3 Garden Road Central Hong Kong Correspondence Office: 39/F Citibank Tower Citibank Plaza 3 Garden Road Central Hong Kong Attention: Agency & Trust Fax: +852 2323 0279
Principal Paying Agent	Citibank, N.A., London Branch c/o Citibank, N.A., Dublin Branch Ground Floor 1 North Wall Quay Dublin 1 Ireland Attention: Agency & Trust Fax: +353 1 622 2212/2210
Registrar	Citigroup Global Markets Deutschland AG Reuterweg 16 60323 Frankfurt Germany Attention: Germany Agency and Trust Department Fax: +49 69 1366 1429

Transfer Agent	Citibank, N/A., London Branch c/o Citibank N/A, Dublin Branch Ground Floor 1 North Wall Quay Dublin 1 Ireland Attention: Agency & Trust Fax: +353 1 622 2212/2210 together with the Principal Paying Agent and the Registrar, (the "**Paying Agents**").
Notes	US$500,000,000 4.625 per cent. notes due 30 April 2020 (which term shall include, unless the context requires otherwise, any further Notes issued in accordance with Condition 18 (*Further Issues*) and consolidated and forming a single series therewith).
Closing Date	30 October 2014
Maturity Date	30 April 2020
Noteholder	The person in whose name a Note is registered in the Register of Noteholders.

2. RELATED AGREEMENTS

2.1 The Notes are constituted by a trust deed dated the Closing Date (the "**Trust Deed**") made between the Issuer and the Trustee.

2.2 These Conditions include summaries of, and are subject to, the detailed provisions of the Trust Deed (as amended and supplemented from time to time) which includes the form of the Notes. Copies of the Trust Deed and the agency agreement dated the Closing Date (the "**Agency Agreement**") made between the Issuer, the initial paying agents, the Registrar and the Trustee, are available for inspection by the Noteholders, during normal business hours at the specified office for the time being of the Trustee, and at the specified office of each of the Paying Agents. The Noteholders are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and the Agency Agreement applicable to them. References in these Conditions to the Trustee, the Registrar or the Paying Agent include any successor appointed under the Trust Deed or Agency Agreement, respectively.

3. FORM, DENOMINATION AND TITLE

The Notes are issued in registered form in amounts of US$200,000 each and integral multiples of US$1,000 in excess thereof (referred to as the "**principal amount**" of each Note) and integral multiples thereof. A note certificate (each a "**Certificate**") will be issued to each Noteholder in respect of its registered holding of Notes. Each Certificate will be numbered serially with an identifying number which will be recorded on the relevant Certificate and in the register of Noteholders which the Issuer will procure to be kept by the Registrar.

*Notes which are listed on Singapore Exchange Securities Trading Limited ("**SGX-ST**") will be traded on the SGX-ST in a minimum board lot size of S$200,000 (or its equivalent in other currencies) or such other amount as may be allowed or required from time to time.*

The Notes are not issuable in bearer form.

4. TRANSFER OF NOTES AND ISSUE OF CERTIFICATES

4.1 Title

Title to the Notes passes only by registration in the register of Noteholders. The holder of any Note will (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it, any writing on it, or the theft or loss of the Certificate issued in respect of it) and no person will be liable for so treating the holder.

For a description of the procedures for transferring title to book-entry interests in the Notes, see "Clearing and Settlement Arrangements".

4.2 Transfers

Subject to Condition 4.5 (*Closed Periods*) and Condition 4.6 (*Regulations*) and the terms of the Agency Agreement, a Note may be transferred by depositing the Certificate issued in respect of that Note, with the form of transfer on the back duly completed and signed, at the specified office of the Registrar or any of the Agents. No transfer of title to a Note will be valid or effective unless and until entered on the Register.

For a description of certain restrictions on transfers of interests in the Notes see "Subscription and Sale".

4.3 Delivery of new Certificates

Each new Certificate to be issued upon transfer of Notes will, within five business days of receipt by the Registrar or the relevant Paying Agent of the duly completed form of transfer endorsed on the relevant Certificate, be mailed by uninsured mail (and by airmail if overseas) at the cost of the Issuer and at the risk of the holder entitled to the Note to the address specified in the form of transfer. For the purposes of this Condition, "**business day**" shall mean a day on which banks are open for business in the city in which the specified office of the Agent with whom a Certificate is deposited in connection with a transfer is located.

Except in the limited circumstances described in "The Global Certificate — Registration of title", owners of interests in the Notes will not be entitled to receive physical delivery of Certificates. Issues of Certificates upon transfer of Notes are subject to compliance by the transferor and transferee with the certification procedures described above and in the Agency Agreement.

Where some but not all of the Notes in respect of which a Certificate is issued are to be transferred a new Certificate in respect of the Notes not so transferred will, within five business days of receipt by the Registrar or the relevant Paying Agent of the original Certificate, be mailed by uninsured mail (and by airmail if overseas) at the cost of the Issuer and at the risk of the holder of the Notes not so transferred to the address of such holder appearing on the register of Noteholders or as specified in the form of transfer.

4.4 Formalities free of charge

Registration of transfer of Notes will be effected without charge by or on behalf of the Issuer or any Agent or the Registrar but upon payment (or the giving of such indemnity as the Issuer or any Agent may reasonably require) in respect of any tax or other governmental charges which may be imposed in relation to such transfer.

4.5 **Closed Periods**

No Noteholder may require the transfer of a Note to be registered during the period of 15 days ending on the due date for any payment of principal, premium or interest on that Note.

The Issuer shall not be required in the event of a partial redemption of Notes under Condition 9.4 (*Provisions relating to Partial Redemption*):

4.5.1 to register the transfer of Notes (or parts of Notes) during the period beginning on the 65th day before the date of the partial redemption and ending on the day on which notice is given specifying the serial numbers of Notes called (in whole or in part) for redemption (both inclusive); or

4.5.2 to register the transfer of any Note, or part of a Note, called for redemption.

4.6 **Regulations**

All transfers of Notes and entries on the register of Noteholders will be made subject to the detailed regulations concerning transfer of Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Registrar and the Trustee. A copy of the current regulations will be mailed (at the cost of the Issuer and free of charge to the Noteholder) by the Registrar to any Noteholder who requests one.

5. STATUS OF THE NOTES

The Notes constitute direct, unconditional and (subject to Condition 6.1 (*Negative Pledge*)) unsecured and unsubordinated obligations of the Issuer and (subject as stated above) rank and will rank at all times *pari passu* without any preference among themselves and at least equally with all other present and future outstanding unsecured and unsubordinated obligations of the Issuer, present and future, but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights.

6. COVENANTS

6.1 **Negative Pledge**

So long as any of the Notes remains outstanding the Issuer will not create or permit to subsist any mortgage, charge, lien, pledge or other security interest ("**Security**") on the whole or any part of the undertaking, assets or revenue present or future of the Issuer to secure any Relevant Indebtedness (as defined below), unless the Issuer, in the case of the creation of the Security, at the same time or prior thereto takes any and all action necessary to ensure that:

6.1.1 all amounts payable by it under the Notes and the Trust Deed, or its equivalent in any other currency, are secured by the Security equally and rateably with the Relevant Indebtedness to the satisfaction of the Trustee; or

6.1.2 such other Security or other arrangement (whether or not it includes the giving of Security) is provided either (i) as the Trustee shall in its absolute discretion deem not materially less beneficial to the interests of the Noteholders (provided that the Trustee shall not be obliged to exercise such discretion) or (ii) as is approved by an Extraordinary Resolution (as defined in the Trust Deed) of the Noteholders.

6.2 **Limitation on Indebtedness**

So long as any of the Notes remains outstanding, subject to Condition 6.5 (Suspension of Covenants), the Issuer shall not Incur, directly or indirectly any Financial Indebtedness, unless, after giving effect to the application of the proceeds thereof

6.2.1 no Event of Default or Potential Event of Default would occur as a consequence of such Incurrence or be continuing following such Incurrence; and

6.2.2 the Total Net Long Term Debt to Total Net Worth ratio for the Issuer's most recently ended semi-annual or annual period for which unconsolidated financial statements are available immediately preceding the date on which such Financial Indebtedness is incurred shall not be greater than 3.0 : 1.0.

6.3 **Limitations on Asset Sales**

6.3.1 So long as any of the Notes remains outstanding, subject to Condition 6.5 (*Suspension of Covenants*), the Issuer shall apply any Net Cash Proceeds from an Asset Sale to:

(A) permanently repay unsubordinated Financial Indebtedness; or

(B) any business, services or activities engaged by the Issuer in its ordinary course of business; or

(C) invest in subsidiaries involved in Permitted Businesses; or

(D) pay a dividend, provided that, the Issuer shall not pay any such dividend in respect of or otherwise distribute such Net Cash Proceeds to its shareholders if such dividend or distribution, individually or when aggregated with all other dividends or distributions in respect of the Net Cash Proceeds from any Asset Sales in the twelve month period prior to the date of the declaration of such dividend or distribution, exceeds US$250,000,000 or its equivalent in other currencies.

6.4 **Total Net Worth**

So long as any of the Notes remains outstanding, the Issuer shall ensure that its Total Net Worth shall at all times be at least INR10,000 Crores (on a standalone basis).

6.5 **Suspension of Covenants**

6.5.1 Following the first day (the "**Suspension Date**") that (a) the Notes have Notes Investment Grade Status from at least two Rating Agencies and (b) no Event of Default has occurred and is continuing, the Issuer will not be subject to Condition 6.3 (*Limitation on Asset Sales*) and Condition 6.2 (*Limitation on Indebtedness*) (the "**Suspended Covenants**"). In the event that the Issuer is not subject to the Suspended Covenants for any period of time as a result of the preceding sentence and, on any subsequent date (the "**Reversion Date**"), either (i) two or more Rating Agencies have assigned ratings to the Notes below the required Notes Investment Grade Status or (ii) an Event of Default occurs and is continuing, then the Issuer will thereafter again be subject to the Suspended Covenants. The period of time between the Suspension Date and the Reversion Date is referred to in these Conditions as the "**Suspension Period**".

6.5.2 Notwithstanding that the Suspended Covenants may be reinstated, no Event of Default will be deemed to have occurred as a result of a failure to comply with the Suspended Covenants during the Suspension Period. On the Reversion Date, all Financial Indebtedness Incurred during a Suspension Period will be deemed to have been permitted. On the Reversion Date, for purposes of determining compliance with Condition 6.3, the amount of Net Cash Proceeds applied in the twelve month period prior to the Reversion Date under Condition 6.3.1(C) and 6.3.1(D) shall be deemed to be zero.

6.6 **Interpretation**

In these Conditions, the following terms have the following meaning:

6.6.1 "**Asset Sale**" means the sale, lease, conveyance or other disposition of any Fixed Assets by the Issuer. Notwithstanding the preceding, none of the following items will be deemed to be an Asset Sale:

(A) any sale, lease, conveyance or other disposition to any member of the Issuer Group;

(B) any single transaction or series of related transactions that involves Fixed Assets having a Fair Market Value of less than US$50 million;

(C) the sale, lease or other transfer of accounts receivable, inventory, trading stock and other assets in the ordinary course of business (including the abandonment, sale or other disposition of damaged, worn out or obsolete assets or assets or intellectual property that are, in the reasonable judgment of the Issuer, no longer economically practicable to maintain or useful in the conduct of business of the Issuer);

(D) licences, sub-licences, subleases, assignments or other disposition by the Issuer of software or intellectual property in the ordinary course of business;

(E) any surrender or waiver of contract rights or settlement, release, recovery on or surrender of contract, tort or other claims in the ordinary course of business;

(F) the sale or other disposition of cash or cash equivalents;

(G) the disposition of receivables in connection with the compromise, settlement or collection thereof in the ordinary course of business or in bankruptcy or similar proceedings and exclusive of factoring or similar arrangements;

(H) the foreclosure, condemnation or any similar action with respect to any property or other assets or a surrender or waiver of contract rights or the settlement, release or surrender of contract, tort or other claims of any kind;

(I) any unwinding or termination of hedging obligations not for speculative purposes;

(J) the disposition of assets of the Issuer which are seized, expropriated or compulsory purchased by or by the order of any central or local government authority;

(K) the disposition of assets to another person whereby the Issuer leases such assets back from such person; and

(L) operating leases of Fixed Assets.

6.6.2 "**Cash**" means, at any time, the amount of cash and bank balances as stated in the latest standalone balance sheet of the Issuer.

6.6.3 "**Cash Equivalent Investments**" means investments that are short term investments (excluding equity investments) which are readily convertible into cash without incurring any significant premium or penalty.

6.6.4 "**Crores**" means 10 million Rupees.

6.6.5 "**Event of Default**" has the same meaning given in Condition 11.1 (*Events of Default*).

6.6.6 "**Fair Market Value**" means, with respect to any asset or property, the price which could be negotiated in an arm's length, for cash, between a willing seller and a willing and able buyer, neither of whom is under undue pressure or compulsion to complete the transaction. Fair Market Value will be determined by an independent third party valuer of international repute appointed by the Issuer and approved by the issuer's management, whose determination will be conclusive and evidenced by a certificate from the same.

6.6.7 "**Financial Indebtedness**" means any indebtedness for or in respect of:

(A) moneys borrowed;

(B) any amount raised by acceptance under any acceptance credit facility or dematerialised equivalent;

(C) any amount raised pursuant to any note purchase facility or the issue of bonds, notes, debentures, loan stock or other similar instrument;

(D) the amount of any liability in respect of any lease or hire purchase contract which would, in accordance with GAAP, be treated as a finance or capital lease;

(E) receivables sold or discounted (other than any receivables to the extent they are sold on a non-recourse basis);

(F) any amount raised under any other transaction having the commercial effect of a borrowing and required by GAAP to be shown as a borrowing in the balance sheet;

(G) any derivative transaction entered into in connection with protection against or benefit from fluctuation in any rate or price (and, when calculating the value of any derivative transaction, only the marked to market value shall be taken into account);

(H) shares which are expressed to be redeemable;

(I) any counter-indemnity obligation in respect of a guarantee, indemnity, bond, standby or documentary letter of credit or any other instrument issued by a bank or financial institution; or

(J) the amount of any liability in respect of any guarantee or indemnity for any of the items referred to in paragraphs (A) to (I) above.

6.6.8 "**Fixed Assets**" refers to assets classified as such in the Issuer's unconsolidated financial statements prepared in accordance with GAAP.

6.6.9 "**GAAP**" means generally accepted accounting principles, standards and practices in India.

6.6.10"**Incur**" means to incur, create, issue, assume, guarantee or otherwise become liable for and "**Incurrence**," "**Incurred**" and "**Incurring**" have meanings correlative with the foregoing.

6.6.11"**Issuer Group**" means the Issuer and its subsidiaries.

6.6.12"**Notes Investment Grade Status**" exists as of any time if at such time the Notes have been assigned at least two of the three following ratings: (x) "BBB-" or higher by Fitch; (y) "BBB-" or higher by S&P; or (z) "Baa3" or higher by Moody's.

6.6.13"**Net Cash Proceeds**" with respect to any sale of any Fixed Assets of the Issuer means the cash proceeds of such sale net of payments to repay Financial Indebtedness or any other obligation outstanding at the time that either (1) is secured by a lien on such Fixed Assets or (2) is required to be paid as a result of such sale, legal fees, accountants' fees, agents' fees, discounts or commissions and brokerage, consultant fees and other fees actually incurred in connection with such sale and net of taxes paid or payable as a result thereof.

6.6.14"**Permitted Business**" means (i) any business, services or activities engaged in by the Issuer and its subsidiaries on the Closing Date and (ii) any business, services or activities engaged in by the Issuer or any of its subsidiaries that are related, complementary, incidental, ancillary or similar to any of the foregoing, or are extensions or developments of any thereof.

6.6.15"**Potential Event of Default**" means any condition, event or act which, with *the* lapse of time and/or the issue, making or giving of any notice, certification, declaration, demand, determination and/or request and/or the taking of any similar action and/or the fulfilment of any similar condition, would constitute an Event of Default.

6.6.16"**Rating Agency**" means any of Standard & Poor's Ratings Service, a division of theMcGraw Hill Companies Inc. ("**S&P**") Moody's Investors Service, Inc. ("**Moody's**") or Fitch Inc., a subsidiary of Fimalac, S.A. ("**Fitch**"), and any of their successors, as applicable.

6.6.17"**Relevant Indebtedness**" means (i) any present or future indebtedness (whether being premium, principal interest or other amounts) for or in respect of any notes, bonds, debentures, debenture stock, loan stock or other securities which (A) are payable, or confer a right to receive payment, in or by reference to any currency other than Rupees and (B) are or are intended to be or capable of being quoted, listed, ordinarily dealt in or traded on any stock exchange, over-the-counter or other securities market, and (ii) any guarantee or indemnity of any such indebtedness.

6.6.18"**Rupees**", "**Rs.**", "**INR**" and "**₹**" are a reference to the lawful currency of India.

6.6.19"**Total Net Long Term Debt**" means at any time:

(A) the aggregate amount of (a) long-term borrowing and (b) the portion of other current liabilities which comprise current maturities of long term borrowing of the Issuer (c) any guarantee or indemnity given by the Issuer in respect of an indebtedness with a maturity of more than 1 year of any person; and

(B) deducting the aggregate amount of Cash and Cash Equivalents,

each as stated, or derived from, in the latest standalone financial statements of the Issuer.

6.6.20 "**Total Net Worth**" means at any time the aggregate of the amounts paid up or credited as paid up on share capital of the Issuer, on a standalone basis, and the amount standing to the credit of the reserves and surplus of the Issuer, on a standalone basis but deducting (to the extent included) any amounts arising from an upward revaluation of assets made at any time after 31 March 2014.

7. INTEREST

7.1 Interest Rate and Interest Payment Dates

The Notes bear interest on their outstanding principal amount from and including Closing Date at the rate of 4.625 per cent. per annum, payable semi-annually in arrear on 30 April and 30 October of each year (each an "**Interest Payment Date**"). The first payment (for the period from and including Closing Date to but excluding 30 April 2015) will be made on 30 April 2015.

7.2 Interest Accrual

Each Note will cease to bear interest from and including its due date for redemption unless, upon due presentation, payment of principal in respect of the Note is improperly withheld or refused or unless default is otherwise made in respect of payment. In such event, interest will continue to accrue as provided in the Trust Deed.

7.3 Calculation of broken interest

When interest is required to be calculated in respect of a period of less than a full year, it shall be calculated on the basis of a 360 day year consisting of 12 months of 30 days each and, in the case of an incomplete month, the number of days elapsed on the basis of a month of 30 days.

8. PAYMENTS

8.1 Method of Payments

8.1.1 Payment of principal and interest will be made by transfer to the registered account of the Noteholder or by US dollar cheque drawn on a bank that processes payments in U.S dollars mailed to the registered address of the Noteholder if it does not have a registered account. Payments of principal and premium and payments of interest due otherwise than on an Interest Payment Date will only be made against surrender of the relevant Certificate at the specified office of any of the Agents. Interest on Notes due on an Interest Payment Date will be paid to the holder shown on the register of Noteholders at the close of business on the date (the "**record date**") being the fifteenth day before the relevant Interest Payment Date.

8.1.2 For the purposes of this Condition, a Noteholder's registered account means the US Dollar account maintained by or on behalf of it with a bank that processes payments in US Dollars, details of which appear on the register of Noteholders at the close of business, in the case of principal and premium and interest due otherwise than on an Interest Payment Date, on the second Business Day (as defined below) before the due date for payment and, in the case of interest due on an Interest Payment Date, on the relevant record date, and a Noteholder's registered address means its address appearing on the register of Noteholders at that time.

The record date for Notes represented by a Global Certificate will be one business day prior to the Interest Payment Date.

Payments of principal and interest in respect of Notes represented by a Global Certificate will be made upon presentation or, if no further payment falls to be made in respect of the Notes, against presentation and surrender of such Global Certificate to or to the order of the Registrar or such other Agent as shall have been notified to the holder of the Global Certificate for such purpose.

Distributions of amounts with respect to book-entry interests in the Notes held through Euroclear or Clearstream, Luxembourg will be credited, to the extent received by the Registrar, to the cash accounts of Euroclear or Clearstream, Luxembourg participants in accordance with the relevant system's rules and procedures.

A record of each payment made will be endorsed on the appropriate schedule to the relevant Global Certificate by or on behalf of the Registrar and shall be prima facie evidence that payment has been made.

8.2 **Partial Payments**

If the amount of principal, premium or interest which is due on the Notes is not paid in full, the Paying Agent or the Registrar, as the case may be, will annotate the register of Noteholders with a record of the amount of principal, premium or interest in fact paid.

8.3 **Payments subject to Applicable Laws**

Payments in respect of principal and interest on Notes are subject in all cases to any fiscal or other laws and regulations applicable in the place of payment, including but not limited to regulatory approvals prescribed by law or regulation, but without prejudice to the provisions of Condition 10 (*Taxation*). No commissions or expenses shall be charged to the Noteholders in respect of any such payments.

8.4 **Payment on Business Days**

8.4.1 Where payment is to be made by transfer to a registered account, payment instructions will be initiated (for value the due date or, if that is not a Business Day (as defined below), for value the first following day which is a Business Day) and where payment is to be made by cheque, the cheque will be mailed, on the Business Day preceding the due date for payment. In the case of a payment of principal and premium or a payment of interest due otherwise than on an Interest Payment Date, payment will be made on the Business Day on which the relevant Certificate is surrendered at the specified office of an Agent.

8.4.2 Noteholders will not be entitled to interest or other payment for any delay after the due date in receiving the amount due if (i) the due date is not a Business Day, (ii) the Noteholder is late in surrendering its Certificate (if required to do so) or (iii) a cheque mailed in accordance with this Condition arrives after the due date for payment.

8.4.3 If any Interest Payment Date would otherwise fall on a day which is not a Business Day, it shall be postponed to the next day which is a Business Day unless it would then fall into the next calendar month, in which event the Interest Payment Date shall be brought forward to the immediately preceding Business Day.

In this Condition "**Business Day**" means in relation to any place a day (other than a Saturday or Sunday) on which commercial banks are open for business in Hong Kong, New York City and Mumbai and, in the case of presentation of a Certificate, in the place in which the Certificate is presented.

8.5 **Default Interest**

If on or after the due date for payment of any sum in respect of the Notes, payment of all or any part of such sum shall not be made against due presentation of the Certificates, the Issuer shall pay interest on the amount so unpaid from such due date up to the day of actual receipt by the relevant Noteholders (as well after as before judgment) at a rate per annum equal to 6.625 per cent. per annum. The Issuer shall pay any unpaid interest accrued on the amount so unpaid on the last Business Day of the calendar month in which such interest accrued and any interest payable under this Condition which is not paid on the last Business Day of the calendar month in which it accrued shall be added to the overdue sum and itself bear interest accordingly. Interest at the rate(s) determined in accordance with this Condition shall be calculated on the basis of a 360 day year consisting of 12 months of 30 days each and, in the case of an incomplete month, the number of days elapsed on the basis of a month of 30 days.

8.6 **Agents**

The names of the initial Paying Agents and their initial specified offices are set out in Condition 1 (*Definitions*). The Issuer reserves the right, subject to the prior written approval of the Trustee and subject to the terms of the Agency Agreement under which any Paying Agent is appointed, at any time, to vary or terminate the appointment of any Paying Agent at any time and to appoint additional or other Paying Agents provided that:

8.6.1 there will at all times be a Principal Paying Agent;

8.6.2 so long as the Notes are listed on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and, if the rules of SGX-ST so require, if the Notes are issued in definitive form, there will at all times be a Paying Agent in Singapore unless the Issuer obtains an exemption from the SGX-ST;

8.6.3 the Issuer undertakes that it will maintain a Paying Agent in a Member State of the European Union that is not obliged to withhold or deduct tax pursuant to European Council Directive 2003/48/EC or any law implementing or complying with, or introduced in order to conform to, such Directive;

8.6.4 there will at all times be such other agents as may be required by any stock exchange on which the Notes may be listed;

8.6.5 there will at all times be a Registrar; and

8.6.6 there will at all times be a Transfer Agent.

Notice of any termination or appointment and of any changes in specified offices shall be given to the Noteholders promptly by the Issuer in accordance with Condition 15 (*Notices*).

9. REDEMPTION AND PURCHASE

9.1 **Redemption at Maturity**

Unless previously redeemed or purchased and cancelled as provided below, the Issuer will redeem the Notes at their principal amount (together with unpaid accrued interest thereon (if any)) on the Maturity Date.

9.2 **Redemption for Taxation Reasons**

9.2.1 The Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time on any Interest Payment Date, on giving not less than 30 nor more than 60 days' notice to the Noteholders, the Trustee and the Principal Paying Agent in accordance with Condition 15 (*Notices*) (which notice shall be irrevocable), at any time, at their principal amount (together with unpaid accrued interest thereon (if any)), if (i) the Issuer satisfies the Trustee (in accordance with Condition 9.2.2 below) immediately prior to the giving of such notice that it has or will become obliged to pay additional amounts as provided or referred to in Condition 10 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of a Relevant Jurisdiction (as defined in Condition 10.2.2 (*Interpretation*)), or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the Closing Date, and (ii) such obligation cannot be avoided by the Issuer taking reasonable measures available to it, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts where a payment in respect of the Notes is then due.

9.2.2 Prior to the publication of any notice of redemption pursuant to Condition 9.2.1, the Issuer shall deliver to the Trustee a certificate signed by two Directors of the Issuer stating that the obligation referred to in Condition 9.2.1(ii) above cannot be avoided by the Issuer taking reasonable measures available to it and the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment. The Trustee shall be entitled to accept such certificate and opinion without further enquiry as sufficient evidence of the satisfaction of the condition precedent set out in Condition 9.2.1(ii) above in which event it shall be conclusive and binding on the Noteholders.

9.3 **Redemption for Change of Control**

9.3.1 If a Change of Control (as defined below) occurs, each Noteholder shall have the right (the "**Change of Control Redemption Right**"), at such Noteholder's option, to require the Issuer to redeem all of such Noteholder's Note(s) in whole, but not in part on the Change of Control Redemption Date, at a price equal to the Change of Control Redemption Amount (as defined below). Neither the Paying Agents nor the Trustee shall be required to take any steps to ascertain whether a Change of Control or any event which could lead to the occurrence of a Change of Control has occurred and nor be liable to any person for any failure to do so.

9.3.2 To exercise the Change of Control Redemption Right attaching to a Note on the occurrence of a Change of Control, the holder thereof must complete, sign and deposit at its own expense at any time from 9:30 am to 5:30 pm (local time in the place of deposit) on any Business Day at the specified office of any Paying Agent a notice (a "**Change of Control Redemption Notice**") in the form (for the time being current) obtainable from the specified office of any Paying Agent together with the relevant Certificate evidencing the Notes to be redeemed. Such Change of Control Redemption Notice may be given on the earlier of the date on which the relevant Noteholder becomes aware of the occurrence of the Change of Control and the date on which the Change of Control Notice delivered by the Issuer under Condition 9.3.4 is received by such Noteholder. No Change of Control Redemption Notice may be given after 90 days from the date of the Change of Control Notice (as detailed below).

9.3.3 A Change of Control Redemption Notice, once delivered, shall be irrevocable except where, prior to the due date of redemption, an Event of Default has occurred and is continuing in which event such holder, at its option, may elect by notice to the Issuer to withdraw the Change of Control Redemption Notice and instead to give notice that the Note is immediately due and repayable under Condition 11 (*Events of Default*). The Issuer shall redeem the Notes (in whole but not in part) which form the subject of the Change of Control Redemption Notice which is not withdrawn on the Change of Control Redemption Date.

9.3.4 Not later than seven days after becoming aware of a Change of Control, the Issuer shall procure that notice (a "**Change of Control Notice**" regarding the Change of Control be delivered to the Trustee, the Paying Agents and the Noteholders (in accordance with Condition 15 (Notices) stating:

(A) that Noteholders may require the Issuer to redeem their Note under Condition 9.3;

(B) the date of such Change of Control and, briefly, the events causing such Change of Control;

(C) the names and addresses of all relevant Paying Agents;

(D) such other information relating to the Change of Control as any Noteholder may require; and

(E) that the Change of Control Redemption Notice pursuant to Condition 9.3.2 once validly given, may not be withdrawn and the last day on which a Change of Control Redemption Notice may be given.

9.3.5 In these Conditions:

(A) "**Control**" means (a) the acquisition or control of more than 50 per cent. of the Voting Rights of the issued share capital of the Issuer or (b) the right to appoint and/or remove all or the majority of the members of the Issuer's Board of Directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of Voting Rights, contract or otherwise, and "controlled" shall be construed accordingly;

(B) a "**Change of Control**" means the occurrence of any of the following:

(1) a person or persons, acting together, other than the Tata group, acquire Control, directly or indirectly, of the Issuer;

(2) the Issuer consolidates with or merges into or sells or transfers all or substantially all of its assets to any other person or persons, acting together; or

(3) the Issuer ceases to, directly or indirectly, Control Jaguar Land Rover; or

(4) the Issuer ceases to hold, directly or indirectly, at least 51 per cent. of the Voting Stock of Jaguar Land Rover;

(C) "**Change of Control Redemption Amount**" means an amount equal to 101 per cent. of the principal amount of the Notes redeemed plus accrued and unpaid interest, if any, to and including the redemption date;

(D) "**Change of Control Redemption Date**" means the date specified in the Change of Control Redemption Notice, such date may not be less than 14 nor more than 30 days after the date of the Change of Control Redemption Notice;

(E) "**Capital Stock**" means, with respect to any person, any and all shares, ownership interests, participation or other equivalents (however designated), including all ordinary shares or common or ordinary stock and all preferred shares or stock, of such person;

(F) for the purposes of the Change of Control Redemption Right, a "**person**" includes any person, firm, company, corporation, government, state or agency of a state or any association, trust or partnership (whether or not having separate legal personality) or two or more of the foregoing;

(G) "**Jaguar Land Rover**" means Jaguar Land Rover Automotive plc;

(H) "**shares**" or "**share capital**" includes equivalent ownership interests (and "**shareholder**" and similar expressions shall be construed accordingly);

(I) "**Tata group**" means Tata Sons Limited, Tata Power Company Limited, Tata Steel Limited, Tata Industries Limited, Tata Motors Limited, Tata Chemicals Limited, Tata Global Beverages Limited, Tata Tea Limited, The Indian Hotels Company Limited, Tata International Limited, Tata Consultancy Services Limited, Trent Limited, Tata Investment Corporation Limited and Panatone Finvest Limited (each of which is a company incorporated under the laws of India), their respective subsidiaries and holding companies and any other company, trust or entity which includes the word 'Tata' in its name pursuant to a brand equity promotion agreement with a member of the Tata group;

(J) "**Voting Rights**" means the right generally to vote at a general meeting of shareholders of the Issuer (irrespective of whether or not, at the time, stock of any other class or classes shall have, or might have, voting power by reason of the happening of any contingency); and

(K) "**Voting Stock**" means any class or classes of Capital Stock pursuant to which the holders thereof have the general voting power under ordinary circumstances to elect members of the board of directors, managers or trustees of any person (irrespective of whether or not, at the time, shares or stock of any other class or classes shall have, or might have voting power by reason of the happening of any contingency).

9.4 **Provisions relating to Partial Redemption**

If less than all of the Notes are to be redeemed at any time, selection of such Notes for redemption will be made in compliance with the rules, if any, of any clearing system through which the Notes are cleared or, if such Notes are not then listed or there are no such applicable rules, on a pro rata basis, provided that no Notes shall be redeemed in part not more than 30 days before the date fixed for redemption. Notice of any such selection will be given not less than 15 days before the date fixed for redemption. Each notice will specify the date fixed for redemption and the aggregate principal amount of the Notes to be redeemed, the serial numbers of the Notes called for redemption, the serial numbers of Notes previously called for redemption and not presented for payment and the aggregate principal amount of the Notes which will be outstanding after the partial redemption. Where some but not all of the Notes in respect of which a Certificate is issued are to be redeemed, the notice of redemption that relates to such Certificates shall state the portion of the principal amount of the Notes to be redeemed, and where applicable, a new Certificate in a principal amount equal to the unredeemed Notes will be issued in the name of the Noteholder thereof upon cancellation of the original Certificate. Any such new Certificate will be delivered to the specified office of a Paying Agent or (at the risk and, if mailed at the request of the Noteholders otherwise than by ordinary uninsured mail, at the expense of the Noteholder) sent by mail to the Noteholder.

9.5 **Purchases**

The Issuer or any of the Issuer's subsidiaries may at any time purchase Notes in any manner and at any price in the open market or otherwise. The Notes so acquired, while held on behalf of the Issuer or any of the Issuer's subsidiaries, shall not entitle the holders thereof to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders for the purposes of Conditions 11 (*Events of Default*), 13 (*Enforcemen*t) and 16 (*Meetings of Noteholders, Modification, Waiver and Authorisation*). If purchases are made by tender, tenders must be available to all Noteholders alike except where it is not possible to do so in order to qualify for exemptions from any offering restrictions imposed by any jurisdiction.

9.6 **Cancellations**

All Notes which are (a) redeemed or (b) purchased by or on behalf of the Issuer or any of the Issuer's Subsidiaries will forthwith be cancelled, and accordingly may not be reissued or resold.

9.7 **Notices Final**

Upon the expiry of any notice as is referred to in Conditions 9.2 (*Redemption for Taxation Reasons*) or 9.3 (*Redemption for Change of Control*) above the Issuer shall be bound to redeem the Notes to which the notice refers in accordance with the terms of such Condition.

10. TAXATION

10.1 **Payment without Withholding**

All payments in respect of the Notes by or on behalf of the Issuer shall be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature ("**Taxes**") imposed or levied by or on behalf of any of the Relevant Jurisdictions (as defined below), unless the withholding or deduction of the Taxes is required by law. In that event, the Issuer will pay such additional amounts as may be necessary in order that the net amounts received by the Noteholders after the withholding or deduction shall equal the amounts which would have been received by them had no such withholding or deduction been required; except that no additional amounts shall be payable in relation to any payment in respect of any Note:

10.1.1 presented for payment by or on behalf of a holder who is liable to the Taxes in respect of the Note by reason of his having some connection with any Relevant Jurisdiction other than the mere holding of the Note; or

10.1.2 presented for payment more than 30 days after the Relevant Date (as defined below) except to the extent that a holder would have been entitled to additional amounts on presenting the same for payment on the last day of the period of 30 days assuming (whether or not such is in fact the case) that day to have been a Business Day (as defined in Condition 8.4 (*Payment on Business Days*)); or

10.1.3 presented for payment by or on behalf of a holder who would not be liable or subject to the withholding or deduction by making a declaration of non-residence or other similar claim for exemption to the relevant tax authority; or

10.1.4 provided that the Issuer has appointed a Paying Agent in a Member State of the European Union that is not obliged to withhold or deduct tax pursuant to European Council Directive 2003/48/EC or any law implementing or complying with, or introduced in order to conform to, such Directive, where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to such Directive or any law implementing or complying with, or introduced in order to conform to, such Directive; or

10.1.5 presented for payment by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting the relevant Note to another Paying Agent.

10.2 **Interpretation**

In these Conditions:

10.2.1 "**Relevant Date**" means the date on which the payment first becomes due but, if the full amount of the money payable has not been received by a Paying Agent or the Trustee on or before the due date, it means the date on which, the full amount of the money having been so received, notice to that effect has been duly given to the Noteholders by the Issuer in accordance with Condition 15 (*Notices*); and

10.2.2 "**Relevant Jurisdiction**" means The Republic of India or any political subdivision or any authority thereof or therein having power to tax (in the case of payments by the Issuer) or any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax to which the Issuer becomes subject in respect of payments made by it of principal and interest on the Notes.

10.3 **Additional Amounts**

Any reference in these Conditions to any amounts in respect of the Notes shall be deemed also to refer to any additional amounts which may be payable under this Condition or under any undertakings given in addition to, or in substitution for, this Condition pursuant to the Trust Deed.

11. EVENTS OF DEFAULT

11.1 **Events of Default**

The Trustee at its discretion may (but it is not obliged to), and if so requested in writing by the holders of at least 25 per cent. in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders, shall (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction), give notice to the Issuer that the Notes are, and they shall immediately become, due and repayable at their principal amount, together with accrued interest as provided in the Trust Deed, if any of the following events occurs and is continuing ("**Events of Default**"):

11.1.1 **Non-payment**: If the Issuer fails to pay any principal, redemption amount or interest on any of the Notes when due and the default continues for a period of five days of its due date; or

11.1.2 **Breach of other obligations**: If the Issuer fails to perform or comply with any of its other obligations under these Conditions or the Trust Deed and (except where the Trustee considers the failure to be incapable of remedy, when no continuation or notice mentioned below will be required) the failure continues for the period of 30 days following the service by the Trustee on the Issuer of notice requiring the default to be remedied; or

11.1.3 **Cross-acceleration**: If (i) any Indebtedness for Borrowed Money (as defined below) of the Issuer is declared due and repayable prior to its stated maturity by reason of an event of default or potential event of default (however described); (ii) the Issuer fails to make any payment in respect of any Indebtedness for Borrowed Money on the due date for payment as extended by any originally applicable grace period; (iii) any security given by the Issuer for any Indebtedness for Borrowed Money becomes enforceable; or (iv) default is made by the Issuer in making any payment due under any guarantee and/or indemnity given by it in relation to any Indebtedness for Borrowed Money of any other person; provided that no event described in this Condition 11.1.3 shall constitute an Event of Default unless the Indebtedness for Borrowed Money or other relative liability due and unpaid, either alone or when aggregated (without duplication) with other amounts of Indebtedness for Borrowed Money and other liabilities due and unpaid relative to all (if any) other events specified in (i) to (iv) above which have occurred and are continuing, amounts to at least US$60,000,000 (or its equivalent in any other currency); or

11.1.4 **Winding-up**: If any order is made by any competent court or resolution is passed for the winding up or dissolution of the Issuer, save for the purposes of reorganisation on terms approved in writing by the Trustee or by an Extraordinary Resolution of the Noteholders; or

11.1.5 **Cessation of business**: If the Issuer ceases or threatens to cease to carry on the whole or a substantial part of its business, save for the purposes of any reorganisation on terms approved by an Extraordinary Resolution of the Noteholders; or

11.1.6 **Insolvency**: The Issuer stops or threatens to stop payment of, or is unable to, or admits inability to, pay, its debts (or any class of its debts) as they fall due or is deemed unable to pay its debts pursuant to or for the purposes of any applicable law, or is adjudicated or found bankrupt or insolvent; or

11.1.7 **Liquidation and insolvency proceedings**: If (i) proceedings are admitted against the Issuer under any applicable liquidation, insolvency, composition, reorganisation or other similar laws or an application is made (or documents filed with a court) for the appointment of an administrative or other receiver, manager, administrator or other similar official, or an administrative or other receiver, manager, administrator or other similar official is appointed, in relation to the Issuer or the whole or a substantial part of its assets or an encumbrancer takes possession of the whole or a substantial part of the assets of the Issuer, or a distress, execution, attachment, sequestration or other process is levied, enforced upon, sued out or put in force against the whole or a substantial part of the assets of the Issuer, and (ii) in any such case unless initiated by the relevant company is not discharged or stayed within 30 days; or

11.1.8 **Creditors arrangement**: If the Issuer (or its directors or shareholders) initiates or consents to judicial proceedings relating to itself under any applicable liquidation, insolvency, composition, reorganisation or other similar laws (including the obtaining of a moratorium) or makes a conveyance or assignment for the benefit of, or enters into any composition or other arrangement with, its creditors generally or any meeting is convened to consider a proposal for an arrangement or composition with its creditors generally; or

11.1.9 **Nationalisation**: Any step is taken by any person with a view to the seizure, compulsory acquisition, expropriation or nationalisation of all or a material part of the assets of the Issuer; or

11.1.10 **Validity**: If the validity of the Notes is contested by the Issuer, or the Issuer denies any of the Issuer's obligations under the Notes or it is or will become unlawful for the Issuer to perform or comply with any of its obligations under or in respect of the Notes or any of such obligations are or become unenforceable or invalid; or

11.1.11 **Analogous event**: If any event occurs which, under the laws of any Relevant Jurisdiction has an analogous effect to any of the events referred to in Conditions 11.1.4 to 11.1.10 above.

11.2 **Interpretation**

For the purposes of this Condition, "**Indebtedness for Borrowed Money**" means any indebtedness (whether being principal, interest or other amounts) for or in respect of any notes, bonds, debentures, debenture stock, loan stock or other securities or any borrowed money or any liability under or in respect of any acceptance or acceptance credit.

12. PRESCRIPTION

Claims in respect of principal and interest will become void unless presentation for payment is made as required by Condition 8 (*Payments*) within 10 years (in the case of principal) and five years (in the case of interest) from the Relevant Date, as defined in Condition 10 (*Taxation*).

13. ENFORCEMENT

13.1 The Trustee may at any time, at its discretion and without notice, take any proceedings or any other steps or actions (including lodging an appeal) against, in relation to or in connection with the Issuer as it thinks fit to enforce repayment of the Notes and to enforce the provisions of the Trust Deed and the Notes but it is not bound to take any such proceedings or steps or other action in relation to the Trust Deed and the Notes unless (a) it has been directed to do so by an Extraordinary Resolution of the Noteholders or requested to do so in writing by the holders of at least 25 per cent. in principal amount of the Notes then outstanding, and (b) it has been indemnified and/or secured and/or prefunded to its satisfaction.

13.2 No Noteholder will be entitled to take any steps, action or proceedings against the Issuer to (i) enforce any of the provisions of the Trust Deed or the Notes or (ii) take any proceedings (including the lodging of an appeal in respect of or concerning the Issuer) unless the Trustee, having become bound to do so itself, fails to do so within a reasonable period and the failure is continuing.

14. REPLACEMENT OF CERTIFICATES

If any Certificate is lost, stolen, mutilated, defaced or destroyed it may be replaced at the specified office of the Registrar upon payment by the claimant of the expenses incurred in connection with the replacement and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

15. NOTICES

15.1 Notices to the Noteholders

15.1.1 Notices to Noteholders will be valid if published in a leading newspaper having general circulation in Singapore (which is expected to be the Business Times). If at any time publication in such newspaper is not practicable, notices will be valid if published in such other manner as the Issuer, with the approval of the Trustee, shall determine. Notices will, if published more than once or on different dates, be deemed to have been given on the first date on which publication is made.

15.1.2 Notwithstanding the other provisions of this Condition, in any case where the identity and addresses of all the Noteholders are known to the Issuer, notices to such holders may be given individually by recorded delivery mail to such addresses and will be deemed to have been given when received at such addresses.

15.2 Notices from the Noteholders

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together with the relative Certificate, with the Registrar, or, if the Certificates are held in a clearing system, may be given through the clearing system in accordance with its standard rules and procedure. So long as all the Notes are represented by a Global Certificate and such Global Certificate is held on behalf of a clearing system, notices to Noteholders may be given by delivery of the relevant notice to that clearing system for communication by it to entitled Accountholders in substitution for notification as required by the Conditions.

16. MEETINGS OF NOTEHOLDERS, MODIFICATION, WAIVER AND AUTHORISATION

16.1 Meetings of Noteholders

The Trust Deed contains provisions for convening meetings of the Noteholders to consider any matter affecting their interests, including the modification or abrogation by Extraordinary Resolution of any of these Conditions or any of the provisions of the Trust Deed. The quorum at any meeting for passing an Extraordinary Resolution will be one or more persons present holding or representing more than 50 per cent. in principal amount of the Notes for the time being outstanding, or at any adjourned such meeting one or more persons present whatever the principal amount of the Notes held or represented by him or them, except that, at any meeting the business of which includes the modification or abrogation of certain of the provisions of these Conditions and certain of the provisions of the Trust Deed, the necessary quorum for passing an Extraordinary Resolution will be one or more persons present holding or representing not less than two-thirds, or at any adjourned meeting not less than one-third, of the principal amount of the Notes for the time being outstanding. An Extraordinary Resolution passed at any meeting of the Noteholders will be binding on all Noteholders, whether or not they are present at the meeting.

16.2 **Modification, Waiver, Authorisation and Determination**

The Trustee may agree, without the consent of the Noteholders, to any modification of, or to the waiver or authorisation of any breach or proposed breach of, any of these Conditions or any of the provisions of the Trust Deed or the Agency Agreement, or determine, without any such consent as aforesaid, that any Event of Default or Potential Event of Default (as defined in the Trust Deed) shall not be treated as such (provided that, in any such case, it is not, in the opinion of the Trustee, having regard to its rights under the Trust Deed to obtain advice from professional advisers, materially prejudicial to the interests of the Noteholders) or may agree, without any such consent as aforesaid, to any modification which, in its opinion, is of a formal, minor or technical nature or to correct a manifest error or an error which is, in the opinion of the Trustee, proven.

16.3 Trustee to have Regard to Interests of Noteholders as a Class In connection with the exercise by it of any of its functions (including, without limitation, any modification, waiver, authorisation, or determination), the Trustee shall have regard to the general interests of the Noteholders as a class but shall not have regard to any interests arising from circumstances particular to individual Noteholders (whatever their number) and, in particular, shall not have regard to the consequences of any such exercise for individual Noteholders (whatever their number) resulting from their being domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political sub-division thereof and the Trustee shall not be entitled to require, nor shall any Noteholder be entitled to claim, from the Issuer, the Trustee or any other person any indemnification or payment in respect of any tax consequence of any such exercise upon individual Noteholders.

16.4 **Notification to the Noteholders**

Any modification, waiver, authorisation, or determination shall be binding on the Noteholders and, unless the Trustee agrees otherwise, any modification shall be notified by the Issuer to the Noteholders as soon as practicable thereafter in accordance with Condition 15 (*Notices*).

17. INDEMNIFICATION OF THE TRUSTEE AND ITS CONTRACTING WITH THE ISSUER

17.1 **Indemnification and protection of the Trustee**

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility and liability towards the Issuer and the Noteholders including provisions relieving it from taking action unless indemnified and/or secured and/or pre-funded to its satisfaction.

17.2 **Trustee Contracting with the Issuer**

The Trust Deed also contains provisions pursuant to which the Trustee is entitled, inter alia, (i) to enter into business transactions with the Issuer and/or any of the Issuer's subsidiaries and to act as trustee for the holders of any other securities issued or guaranteed by, or relating to, the Issuer and/or any of the Issuer's other subsidiaries, (ii) to exercise and enforce its rights, comply with its obligations and perform its duties under or in relation to any such transactions or, as the case may be, any such trusteeship without regard to the interests of, or consequences for, the Noteholders, and (iii) to retain and not be liable to account for any profit made or any other amount or benefit received thereby or in connection therewith.

18. FURTHER ISSUES

The Issuer is at liberty from time to time without the consent of the Noteholders to create and issue further notes or bonds ranking *pari passu* in all respects (or in all respects save for the first payment of interest thereon) and so that the same shall be consolidated and form a single series with the outstanding notes or bonds of any series (including the Notes) constituted by the Trust Deed or any supplemental deed in form satisfactory to the Trustee.

19. GOVERNING LAW AND SUBMISSION TO JURISDICTION

19.1 Governing Law

The Trust Deed, the Agency Agreement and the Notes and any non-contractual obligations arising out of or in connection with them are governed by, and will be construed in accordance with, English law.

19.2 Jurisdiction of English Courts

The Issuer has, in the Trust Deed, irrevocably agreed for the benefit of the Trustee and the Noteholders that the courts of England are to have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Trust Deed or the Notes (including any dispute relating to any non-contractual obligations arising out of or in connection with the Trust Deed or the Notes and accordingly has submitted to the exclusive jurisdiction of the English courts.

The Issuer has, in the Trust Deed, waived any objection to the courts of England on the grounds that they are an inconvenient or inappropriate forum. The Trustee and the Noteholders may take any suit, action or proceeding arising out of or in connection with the Trust Deed or the Notes respectively (including any suit, action or proceedings relating to any non-contractual obligations arising out of or in connection with the Trust Deed or the Notes) (together referred to as "**Proceedings**") against the Issuer in any other court of competent jurisdiction and concurrent Proceedings in any number of jurisdictions.

19.3 Appointment of Process Agent

The Issuer has, in the Trust Deed, irrevocably and unconditionally appointed Tata Limited at 18 Grosvenor Place, London SW1X 7HS, United Kingdom as its agent for service of process in England in respect of any Proceedings and have undertaken that in the event of such agent ceasing so to act it will appoint such other person as the Trustee may approve as its agent for that purpose.

19.4 Sovereign Immunity

The Issuer has, in the Trust Deed, irrevocably and unconditionally waived and agreed not to raise with respect to the Notes any right to claim sovereign or other immunity from jurisdiction or execution and any similar defence, and has irrevocably and unconditionally consented to the giving of any relief or the issue of any process, including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment made or given in connection with any Proceedings.

20. RIGHTS OF THIRD PARTIES

No person shall have any right to enforce any term of this Note under the Contracts (Rights of Third Parties) Act 1999, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

THE GLOBAL CERTIFICATE

The Global Certificate contains the following provisions which apply to the Notes in respect of which they are issued whilst they are represented by the Global Certificate, some of which modify the effect of the Conditions of the Notes. Terms defined in the Conditions of the Notes have the same meaning as in the paragraphs below.

1. Accountholders

For so long as any of the Notes are represented by the Global Certificate, each person (other than another clearing system) who is for the time being shown in the records of Euroclear or Clearstream, Luxembourg (as the case may be) as the holder of a particular aggregate principal amount of such Notes (each an "**Accountholder**") (in which regard any certificate or other document issued by Euroclear or Clearstream, Luxembourg (as the case may be) as to the aggregate principal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes) shall be treated as the holder of such aggregate principal amount of such Notes (and the expression "**Noteholders**" and references to "**holding of Notes**" and to "**holder of Notes**" shall be construed accordingly) for all purposes other than with respect to the payments on such Notes, the right to which shall be vested, as against the Issuer and the Trustee, solely in the nominee for the relevant clearing system (the "**Relevant Nominee**") in accordance with and subject to the terms of the Global Certificate. Each Accountholder must look solely to the Euroclear or Clearstream, Luxembourg (as the case may be) for its share of each payment made to the Relevant Nominee.

2. Registration of Title

Each Global Certificate may be exchanged in whole but not in part (free of charge) for definitive certificates only upon the occurrence of an Exchange Event.

For these purposes, "**Exchange Event**" means that: (i) an Event of Default (as defined in Condition 11 (*Events of Default*)) has occurred and is continuing; (ii) the Issuer has been notified that both Euroclear and Clearstream, Luxembourg have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and no successor clearing system is available; or (iii) the Issuer has or will become subject to adverse tax consequences which would not be suffered were the Notes represented by a Global Certificate in definitive form. The Issuer will promptly give notice to the holders in accordance with Condition 16 (*Notices*) if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, Euroclear and/or Clearstream, Luxembourg (acting on the instructions of any holder of an interest in such Global Certificate) may give notice to the Registrar requesting exchange and, in the event of the occurrence of an Exchange Event as described in (iii) above, the Issuer may also give notice to the Registrar requesting exchange. Any such exchange shall occur no later than 10 days after the date of receipt of the relevant notice by the Paying Agent.

The Paying Agent will not register title to the Notes in a name other than that of the Relevant Nominee who is a holder appearing on the register at the close of the business day (being for this purpose a day on which Euroclear and Clearstream, Luxembourg are open for business) preceding the due date for any payment of principal, or interest in respect of the Notes.

3. **Cancellation**

Cancellation of any Note following its redemption or purchase by the Issuer will be effected by reduction in the aggregate principal amount of the Notes in the register of Noteholders and by the annotation of the appropriate schedule to the relevant Global Certificate.

4. **Payments**

Payments of principal, premium (if any) and interest in respect of Notes represented by a Global Certificate will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of this Global Certificate to the order of the Principal Paying Agent or such other Paying Agent as shall have been notified to the holders for such purposes.

Distributions of amounts with respect to book-entry interests in the Global Certificate will be credited, to the extent received by the Principal Paying Agent, to cash accounts of Euroclear or Clearstream, Luxembourg participants in accordance with the relevant system's rules and procedures.

A record of each payment made will be endorsed on the appropriate schedule to the relevant Global Certificate by or on behalf of the Registrar and shall be prima facie evidence that payment has been made.

5. **Notices**

So long as the Notes are represented by a Global Certificate and such Global Certificate is held on behalf of a clearing system, notices to holders may be given by delivery of the relevant notice to that clearing system for communication by it to the entitled Accountholders in substitution for notification as required by the Conditions. For so long as the Notes are listed on the SGX-ST, notices shall also be published in the manner required by the rules and regulations of the SGX-ST.

6. **Prescription**

Claims in respect of principal and interest will become void unless presentation for payment is made as required by Condition 8 (*Payments*) within 10 years (in the case of principal) and five years (in the case of interest) from the Relevant Date, as defined in Condition 10 (*Taxation*).

7. **Transfers**

Transfers of book-entry interests in the Notes will be effected through the records of Euroclear, Clearstream, Luxembourg and their respective participants in accordance with the rules and procedures of Euroclear, Clearstream, Luxembourg and their respective direct and indirect participants.

8. **Put Option**

For so long as all of the Notes are represented by Global Certificates and such Global Certificates are held on behalf of a clearing system, the option of the holders provided for in Condition 9.3 (*Redemption and Purchase - Redemption for Change of Control*) may be exercised by an Accountholder giving notice to the Principal Paying Agent in accordance with the standard procedures of that clearing system (which may include notice being given on his instructions by that clearing system or any common depositary for it to the Principal Paying Agent by electronic means) of the principal amount of the Notes in respect of which such option is exercised and at the same time presenting or procuring the presentation of the relevant Global Certificate to the Principal Paying Agent for notation accordingly within the time limits set forth in that Condition.

USE OF PROCEEDS

Notes will be used for refinancing the existing external commercial borrowing of the Company, and other permitted purposes as per RBI ECB guidelines.

CAPITALISATION

The following table sets forth the consolidated unaudited reviewed capitalisation of the Company as at 30 June 2014 on an actual and adjusted basis after giving effect to the issuance of Notes offered hereby, but not to the application of the proceeds thereof as described in "*Use of Proceeds*". The following table should be read in conjunction with the reviewed consolidated financial statements and related notes of the Company included in "*Financial Statements*".

	As at 30 June 2014(1)			
	Actual		As adjusted	
	Rs. (million)	US$ (million)	Rs. (million)	US$ (million) (2)
Indebtedness				
Short-term borrowings and current portion of long term borrowings	169,980.5	2,829.7	169,980.5	2,829.7
Long-term borrowings	470,385.8	7,830.6	470,385.8	7,830.6
2024 Notes(3)	—	—	15,017.5	250.0
Notes offered hereby	—	—	30,035.0	500.0
Total indebtedness	640,366.3	10,660.3	685,418.8	11,410.3
Share capital	6,437.8	107.2	6,437.8	107.2
Reserves and surplus	715,372.7	11,909.0	715,372.7	11,909.0
Total shareholders' equity	721,810.5	12,016.2	721,810.5	12,016.2
Total capitalisation	1,362,176.8	22,676.5	1,407,229.3	23,426.5

(1) Except as disclosed in this Offering Circular, there have been no material changes in the Company's capitalisation since 30 June 2014.

(2) Translations from US Dollars to Indian Rupees has been made at the rate of Rs.60.07 per US$1.00, as per the average of the telegraphic transfer buying and selling rates as on 30 June 2014 as quoted by the State Bank of India.

(3) US$250,000,000 5.75 per cent. notes due 2024 to be issued on the date of the Notes offered hereby.

BUSINESS DESCRIPTION

In this section, any references to "Jaguar Land Rover" are to Jaguar Land Rover Automotive plc and its subsidiaries on a consolidated basis. Jaguar Land Rover is a wholly-owned subsidiary of TML Holdings Pte. Ltd., which is a wholly-owned subsidiary of the Issuer. See "—Organisational Structure" for a description of the organisational structure of the Tata Motors Group.

In this Offering Circular, references to the "Company" or "Tata Motors Limited" are to Tata Motors Limited together with its subsidiaries on a consolidated basis, unless specified otherwise or the as the context requires. References to a particular "fiscal" year are to the Company's fiscal year ended 31 March of such year. See "Presentation of Financial Data".

Overview

The Company primarily operates in the automotive segment. The Company's automotive segment operations include all activities relating to the development, design, manufacture, assembly and sale of vehicles including financing thereof, as well as sale of related parts and accessories. With the acquisition of the Jaguar Land Rover business, the Company has entered into the premium car market in developed markets such as the United Kingdom, the United States and Europe as well as in growing markets such as China, Russia and Brazil.

In addition to its global operations in connection with the production and sale of Jaguar and Land Rover premium brand passenger vehicles, the Company has a substantial presence in India. The Company is the largest automobile manufacturer by revenue in India, the largest commercial vehicle manufacturer in terms of revenue in India and among the top four passenger vehicle manufacturers in terms of units sold in India during Fiscal 2014. The Company estimates that over eight million vehicles produced by it are being operated in India as of the date of this Offering Circular.

The Company offers a broad portfolio of automotive products, ranging from sub-1 tonne to 49 tonne GVW, trucks (including pickup trucks) to small, medium and large buses and coaches to passenger cars, including the world's most affordable car — the Tata Nano, premium luxury cars and SUVs. The Company ranks as the eighth largest truck manufacturer globally in the 6 tonnes plus category according to Automotive World, as measured by volume of vehicles produced in 2013.

The Company also provides financing for vehicles sold by dealers in India which has become an integral part of automotive business in India. The Company's automotive operations segment is further divided into Tata and other brand vehicles (including spares and financing thereof) and Jaguar Land Rover.

Apart from the automotive segment, the Company's 'other operations business segment' includes information technology services and machine tools and factory automation solutions.

The Issuer, on a standalone basis, sold 569,677 units and 110,612 units in the Fiscal 2014 and the first quarter of Fiscal 2015, respectively. The Company, on a consolidated basis, had revenues from operations less excise duty of Rs.2,328,336.6 million (US$38,857.4 million) and Rs.646,828.3 million (US$10,767.9 million) in the Fiscal 2014 and the first quarter of Fiscal 2015, respectively, and achieved profits after tax (post minority interest and share of profit/(loss) of associates (net)) of Rs.139,910.2 million (US$2,335.2 million) and Rs.53,982.1 million (US$898.7 million) in the Fiscal 2014 and the first quarter of Fiscal 2015, respectively.

History and Development of the Company

The Company was incorporated on 1 September 1945 as a public limited liability company under the Indian Companies Act VII of 1913 as Tata Locomotive and Engineering Company Limited. The Company's name was changed to Tata Engineering and Locomotive Company Limited on 24 September 1960 and to Tata Motors Limited on 29 July 2003. Tata Motors Limited is incorporated and domiciled in India. The Company commenced operations as a steam locomotive manufacturer. This business was discontinued in 1971. Since 1954, the Company has been in the business of manufacturing automotive vehicles. The automotive vehicle business commenced with the manufacture of commercial vehicles under financial and technical collaboration with Daimler-Benz AG (now Daimler AG) of Germany. This agreement ended in 1969. The Company produced only commercial vehicles until 1991, when it started producing passenger vehicles as well.

In September 2004, the Company became the first company from India's engineering sector to be listed on the New York Stock Exchange.

The Company operates six principal automotive manufacturing facilities in India. These are located at Jamshedpur in the state of Jharkhand, at Pune in the state of Maharashtra, at Lucknow in the state of Uttar Pradesh, at Pantnagar in the state of Uttarakhand, at Sanand in the state of Gujarat and at Dharwad in the state of Karnataka. The Company also operates three principal automotive manufacturing facilities in the United Kingdom through its Jaguar Land Rover business, which are located at Solihull in the West Midlands, Castle Bromwich in the West Midlands and Halewood in Liverpool. The Company also operates two advanced design and engineering facilities located at Whitley and Gaydon.

The Company has expanded its international operations through mergers and acquisitions and in India it has made strategic alliances involving non-Indian companies:

- In 2004, the Company acquired the Daewoo Commercial Vehicles Company (renamed as Tata Daewoo Commercial Vehicle Company Limited), which the Company believes, is South Korea's second largest truck maker in terms of revenue. Together with TDCV the Company has developed its next generation trucks called the 'Prima' range of trucks (also referred to as the World Truck).

- In Fiscal 2005, the Company acquired a 21 per cent. equity interest in Hispano Carrocera S.A. (renamed as Tata Hispano Motors Carrocera S.A.), a Spanish bus and coach manufacturer. During Fiscal 2010, the Company acquired the remaining 79 per cent. of the equity interests in Hispano. However, despite investments by Tata Motors since 2005, the impact of the 2008 global economic recession and the resultant shrinkage in demand in the segment in which Tata Hispano operates resulted in accumulated losses of over EUR60 million in the past five years. Due to the reduction in the size of the market year after year the industry was left with idle capacity making it very difficult to operate. Considering the untenable nature of the business and no or low visibility of a turnaround in the market, as well as the absence of any potential acquirers of the business, the Company decided to wind down operations in place of investing more over the next five years.

- The Company has a joint venture agreement with Fiat Group Automobiles S.p.A., Italy, located at Ranjangaon in Maharashtra to manufacture passenger cars, engines and transmissions for the Indian and overseas markets. Established in April 2008, the plant currently manufactures Fiat Linea, Fiat Punto, Tata Manza, Tata Indica and Tata Indica Vista vehicles as well as components for such vehicles, such as engines and transmissions. During May 2012, both the joint-venture partners decided to re-align their Indian joint-venture. Accordingly, in March 2013, the Company and Fiat Group signed a Restructuring Framework Agreement. As per the revised agreement:

- ➢ the joint venture shall manufacture and assemble Fiat products, Tata products and any new products (including for third parties) in accordance with the terms and conditions settled in the RFA. The current third party orders shall continue as per current terms.

- ➢ the distribution company, owned by Fiat Group shall be responsible for distribution of the Fiat vehicles and parts from 1 April 2013.

- In May 2006, the Company entered into a joint venture agreement with Brazil-based Marcopolo, to manufacture and assemble fully-built buses and coaches in India, wherein the Company has a 51 per cent. ownership, with the remainder held by Marcopolo. The joint venture, Tata Marcopolo Motors Limited, commenced production during Fiscal 2008.

- In December 2006, the Company entered into a joint venture agreement with Thonburi Automotive Assembly Plant Co. Ltd Thailand, to manufacture pickup trucks in Thailand. As of 31 March 2014, the Company owns 94.36 per cent. of the joint venture, while Thonburi Group owns the remaining 5.64 per cent. The joint venture, which began vehicle production in March 2008, enabled the Company to access the Thai market, which is a major market for pickup trucks, as well as other potential markets in the ASEAN region.

- The Company is also expanding its export operations for certain products. The Company's vehicles are being marketed in several countries in Europe, Africa, the Middle East, South East Asia and South Asia. During Fiscal 2008, Tata Motors (SA) Proprietary Ltd, a joint venture company in which the Company holds a 60 per cent. equity interest with the remaining 40 per cent. being held by Tata Africa Holdings (SA) (Pty.) Ltd, was formed for the manufacture and assembly operations of its LCVs and M&HCVs in South Africa. The Company has set up an assembly plant in South Africa at Rosslyn and commenced operations in July 2011.

- In June 2008, the Company acquired the Jaguar Land Rover business from Ford Motor Company. Jaguar Land Rover is a global automotive business, which designs, manufactures and sells Jaguar luxury sedans and sports cars and Land Rover premium all-terrain vehicles as well as related parts, accessories and merchandise. The Jaguar Land Rover business has internationally recognised brands, a product portfolio of award winning luxury performance cars and premium all-terrain vehicles, brand specific global distribution networks and research and development capabilities. The Company acquired three major manufacturing facilities located in Halewood, Solihull and Castle Bromwich and two advanced design and engineering facilities located at Whitley and Gaydon, all in the United Kingdom, together with national sales companies in several countries.

- In October 2010, the Company acquired an 80 per cent. equity interest in Trilix Srl., Turin (Italy), a design and engineering company, in line with its objective to enhance its styling/design capabilities to meet global standards. Trilix offers design and engineering services in the automotive sector, including styling, architecture, packaging, surfacing, macro- and micro-feasibility studies and detailed engineering development. Trilix continues to implement a strategic growth policy and in March 2013 moved to a new facility as part of its ongoing implementation of this growth policy.

- In December 2011, PT Tata Motors Indonesia was established as the Company's subsidiary, with the objective and purpose of conducting business activities of import, assembly and wholesale distribution of vehicles in Indonesia and to neighboring countries. In February 2013, PT Tata Motors Distribusi Indonesia was established as subsidiary of PT Tata Motors Indonesia, with the objective and purpose of conducting business activities of import and wholesale distribution of vehicles in Indonesia.

- Jaguar Land Rover has committed to a joint venture with Chery Automobile to build a factory in Changshu, China to supply the local market beginning in Fiscal 2015. The joint venture is expected to invest a total of RMB10.9 billion into the manufacturing plant, R&D center and engine production facility. Jaguar Land Rover is committed to invest RMB3.5 billion of equity capital in the joint venture company, representing a 50 per cent. of the share capital and voting rights of the joint venture company.

- In December 2013, Jaguar Land Rover signed an agreement to invest £240 million into a production facility in Rio de Janeiro in Brazil. Construction of the vehicle manufacturing facility commenced in September 2014 and the first vehicles are expected to come off the assembly line in 2016. The Company expects the new plant will have a capacity to build 24,000 vehicles annually for Brazil.

The Company produces a wide range of automotive products, including:

- **Passenger cars**: the Company's range of Tata branded passenger cars include the Nano (micro segment), the Indica (compact segment), the Vista (compact segment), the Indigo eCS (mid-sized segment) and the Manza (mid-sized segment) in the sedan category. The Company has expanded its car lines with several variants and fuel options to suit various customer preferences. In June 2013, the Company announced the Horizonext, a holistic customer-focused strategy for the Company, and in its passenger vehicles business unveiled eight newly upgraded and enhanced products across the five brands. In Fiscal 2014, the Company introduced new products including the E-max range of CNG vehicles (for Tata Indica, Tata Indigo eCS and Tata Nano) and the Nano Twist with electric power steering. During the Delhi Auto Expo 2014, Tata Motors showcased two new products, the Bolt hatchback and the Zest sedan. The Zest sedan has been launched in select cities in August 2014 and is currently being dispatched to various dealers. The Bolt hatchback will be launched in January 2015.

  Jaguar has an established presence in the premium car segment. Jaguar currently produces four car lines, including the Jaguar XK sports car (coupe and convertible), the Jaguar F-TYPE (coupe and convertible), the Jaguar XF sedan and the Jaguar XJ sedan. The 2013 Model Year Jaguar XF range includes for the first time an all-wheel drive version of the new V6 gasoline engine for the United States and European markets and a 2.0 litre gasoline version for the United States and Chinese markets. The 2013 Model Year for Jaguar XJ includes an all-wheel drive version and a 3.0 litre V6 gasoline version for the United States and European markets and a 2.0 litre gasoline version for the Chinese market. In September 2012, the Jaguar F-TYPE was at the Paris Motorshow, a two-seat sports car that was inspired by the 2011 C-X16 concept car. The Jaguar F-TYPE has an all-aluminium architecture and combines technological features such as all-aluminium double wishbone suspension and stop/start fuel economy measures with the power of Jaguar's latest 3.0 litre V6 and 5.0 litre V8 engines. The Jaguar F-TYPE convertible was made available to retail customers from April 2013 in select markets and the coupe went on sale from April 2014 onwards. The Jaguar F-TYPE Project 7 is Jaguar's fastest car to date and is powered by the most powerful engine Jaguar has ever produced, a 5 litre V8 supercharged engine delivering a power output of 575PS, supplying 680 Nm of torque resulting in a 0-60 mph in 3.8 seconds and a top speed of 186 mph. The C-X17 concept car was created as a design study to introduce Jaguar's all-new advanced aluminium architecture. The Company believes that this modular, scalable architecture will allow Jaguar to grow its product portfolio and target high-growth areas of the premium market, beginning with a new mid-sized sedan in 2015. The Company believes that the C-X17 concept car is one example of the diverse range of vehicles that could be produced using the new architecture.

The Jaguar XE was revealed at a special event held at Earls Court, London on 8 September 2014 and it will be the first Jaguar to be manufactured at a new purpose-built production facility at the Company's Solihull plant in the West Midlands. It is expected to go on sale in 2015. The Jaguar XE will be the only car in its class to use an aluminium-intensive monocoque body with lightweight aluminium accounting for 75 per cent. of the structure, and is projected to deliver fuel economy of over 75 mpg.

- **Utility vehicles**: the Company manufactures a range of Tata branded utility vehicles, including the Sumo and the Safari (SUVs), the Xenon XT (a lifestyle pickup), the Tata Aria (a crossover vehicle) and the Venture (a multipurpose utility vehicle, or MPV). Under the Safari brand, the Company offers two variants; the Dicor which is equipped with a 2.2 litre VTT DICOR engine and the Safari Storme, which is powered by 2.2 litre VariCOR engine. Under the Sumo brand the Company offers the Sumo Gold, which features a BS4 3.0 litre diesel CR4 engine. The new Tata Aria launched in April 2014 is equipped with a 2.2 litre VariCOR engine. Land Rover produces six car lines under the brands of Range Rover and Land Rover, and provides the Company with market share in the premium all-terrain vehicles segment. Range Rover is the premium range consisting of Range Rover, Range Rover Sport and Range Rover Evoque, and the Land Rover brand comprises the Defender, Discovery 4 and Freelander 2 vehicles. The Freelander 2 was significantly enhanced for the 2013 model year with the introduction of a turbocharged 2.0 litre gasoline engine, offering superior performance to the 3.2 litre engine it replaces while also reducing CO_2 emissions. At the 2013 New York International Auto Show, Land Rover introduced the new 2014 Model Year Range Rover Sport built on a weight saving aluminium architecture. The Range Rover Sport's new aluminium architecture achieves a weight saving of up to 420 kg, and when combined with a TDV6 engine, allows for improved agility and performance, with 15 per cent. CO_2 reduction and 24 per cent. improved fuel economy. The new Range Rover Sport is the fastest, most agile and most responsive Land Rover produced to date. The new Range Rover Sport was awarded "SUV of the Year" by Top Gear magazine in the United Kingdom in 2013, the Middle East Edition of EVO in 2013 and Car and Driver in China in 2014. The new Range Rover was launched in the third quarter of Fiscal 2013 on the same lightweight aluminium architecture. Further, diesel hybrid versions of Range Rover and Range Rover Sport have also been launched post the successful launch of the new Range Rover and Range Rover Sport. The Discovery Sport was digitally revealed at Spaceport America in New Mexico on 3 September 2014. It is the first member of the new Discovery family featuring 5+2 seating and will be equipped with a range of four-cylinder turbo-charged petrol and diesel engines. The Discovery Sport is expected to be produced at Land Rover's manufacturing facility at Halewood, Liverpool and to go on sale in 2015.

- **Light commercial vehicles**: the Company manufactures a variety of LCVs, including pickup trucks, and SCVs with a GVW (including payload) of between 1.2 tonnes and 7.5 tonnes. This also includes the Tata Ace, India's first indigenously developed mini-truck with a 0.75 tonnes payload with different fuel options, the Super Ace with a 1 tonne payload, the Ace Zip with a 0.6 tonnes payload, the Magic and Magic Iris, both passenger variants for commercial transportation developed on the Tata Ace platform, and the Winger. At the Delhi Auto Expo 2014, the Company unveiled the Ultra Narrow Cab and the Iris Electric. In Fiscal 2014 the Company marked its entry into two major markets — Australia and Indonesia with the Xenon and the SCV range of vehicles respectively. In Fiscal 2014 the Company's new launches included the Ace and Magic redesign, the Ace DICOR with common rail engine, and a new Ace Zip to tap the vast small three wheeler market. Additionally, the Company's pickup truck, the Tata Xenon received an award for LCV Cargo vehicle of the year 2013. In Fiscal 2014, the Company launched new features and designs across the SFC (semi-forward control) range, and also introduced mechanical suspended seats in the HEx2 (high power and extra features) range of ICV trucks. Besides this, the Company has introduced the new-generation Ultra LCV/ICV range of trucks which commenced sales in July 2013. In May 2014, the Company extended the Tata ULTRA ILCV range with the launch of Tata ULTRA 812 and Tata ULTRA 912. The new Tata ULTRA range of trucks will come in several variants with payload capacity between 5 and 15 tonnes. The Tata ULTRA truck featured a bolted design for increased modularity. The range is equipped with disc brakes for increased safety and tubeless radial tyres , first of its kind in the industry, for increased fuel efficiency, better road grip and gradual deflation in the event of puncture.

  The Company's commercial vehicles' business, in year 2011, initiated 'Project Neev', a growth program for rural India designed to promote self-employment. Through a rigorous skill building exercise, local, unemployed rural youth have been enrolled and trained to work from homes as promoters of the Company's commercial vehicles. Project Neev is currently operational in nine states of India and has engagement in 2,437 sub-districts, within 307 districts, covering more than 350,000 villages. The rural penetration drive initiated through Project Neev has additionally deployed an approximately 5,000 strong dedicated rural team and 604 dedicated rural outlets in towns and villages with populations of less than 50,000. More than 50,000 small commercial vehicles have been sold since the commencement of this program, which the Company attributes to a 19 per cent. increase in volumes. Project Neev currently completed its third wave of expansion, and the Company anticipates that it will operate in all major states across the country within the next couple of years. This programme has been appreciated and recognised in various forums such as Rural Marketing Association of India Flame Awards for excellence in the field of rural marketing.

  Another initiative pioneered by the Company's commercial vehicles business is 'TATA-OK'. TATA-OK seeks to promote the Company's commercial vehicles through capturing new customer segments, for example economical and used vehicle buyers, promoting the sale of new vehicles through the exchange of used vehicles at the Company's dealerships, increasing the resale value of the Company's commercial vehicle products and developing deeper customer engagement, thereby promoting brand loyalty. TATA-OK has completed three years of operation, including a pilot year, with more than 15,000 transactions across all customer segments through 150 affiliated retailers across all regions.

- **Medium and heavy commercial vehicles**: the Company manufactures a variety of M&HCVs, which includes trucks, tractors, buses, tippers, and multi-axled vehicles with GVW (including payload) of between 8 tonnes and 49 tonnes. In addition, through TDCV, the Company manufactures a range of trucks ranging from 215 horsepower to 560 horsepower, including dump trucks, tractor-trailers, mixers and cargo vehicles. During Fiscal 2010, the Company unveiled a new range of trucks, referred to as the 'Tata Prima' line in India and South Korea, and have partially extended the offering by providing various products off the 'Prima' line. The Company also expects to gradually export these 'Prima' products to other countries such as South Africa, Russia, the SAARC countries, the Middle East and various countries in Africa. The Company showcased at the Delhi Auto Expo 2012, the Tata LPT 3723, India's first 5-axle rigid truck, the Tata Paradiso G7 Multi-axle Coach, jointly developed by Tata Motors and Tata Marcopolo Motors Limited, and the Tata Starbus Fuel Cell Concept (Hydrogen). In September 2012, the Company launched six new heavy trucks and a telematics and fleet management service, Tata FleetMan. Targeted at commercial vehicle fleet owners and large consigners of goods, the service offers advanced telematics solutions, which provides the Company's customers with tools for improving productivity and profitability. The 'Tata Prima' line has now been further extended with the launch of two new engine capacities of 380HP and 230HP. In the 380HP range, two new models have been launched — the Prima 4938 tractor and the Prima 3138K tipper. The new 230HP LX range has two new products — the Prima 4923 and the Prima 4023 tractors. The LX range was further expanded with the launch of eight more products in Fiscal 2014 — Prima 2523T LX, Prima 3123T LX, Prima 4028.S LX (Single reduction and Hub reduction), Prima 4928.S LX (Single reduction and Hub reduction), Prima 4923.S LX, and Prima LX series of Tippers were launched — 2523K, 3123K, 2528K and 3128K. The Company's Construck range has been further supplemented with the launch of the Tata LPK 3118 tipper.

  In Fiscal 2014, the Company expanded the 'Tata Alert' service across all national highways. 'Tata Alert' provides breakdown assistance across all national highways in India by promising to respond to the breakdown site within four hours of notification and to return the vehicle to the road within 48 hours. This was coupled with the introduction of new services such as the 'Tata On-site' service and parts support through the use of "Container Workshops". These workshops are an onsite service support system where a container is deployed onsite and houses the repair equipment while the repairs are done in the open. In addition, the Company introduced the 'on-demand AMC (annual maintenance contracts)' service, which provides customised AMC support for significant customers such as large fleet owners. 'Triple Benefit Insurance' products were also introduced for both the cargo and Construck ranges (providing coverage for zero depreciation, loss of revenue, and replacement for total loss in case of accident). In January 2013, to further strengthen the core proposition of lowest total cost of ownership, the Company introduced warranty of four years/400,000 kms on drivelines for the Company's entire range of heavy trucks with 25 tonnes and higher GVW and extended the same to its 16T GVW truck range effective from March 2014 onwards.

  For M&HCV buses, several marketing and brand building initiatives have been undertaken. In order to cultivate safe practices in school bus riders, promote the brand image and build connections with school bus riders and stakeholders such as children, parents and school authorities, the 'Dream it to Win it' school bus campaign was organised across 2,070 schools in 11 cities across India, in Fiscal 2013. Owing to positive responses received for the campaign, in Fiscal 2014 this campaign was further extended to 1,967 schools across 22 Indian cities. Through this event, students from different regions were educated on safety while travelling in school buses. Another major initiative undertaken was the 'Good Citizen Program' which was designed to promote education and awareness of safety in school bus travel to school bus staff. Since its inception the program has aimed at creating a sense of involvement among participants, increasing awareness about their duties and responsibilities, for example maintaining personal hygiene, general etiquette and behavior and taking necessary measures in case of accidents.

In February 2013, in the SIAM International Bus & Utility Vehicles Show, at Greater Noida, the Company showcased two new applications from its line-up of buses for the MCV market for intercity transportation and staff transportation: a 45-seater front-engine luxury air-conditioned intercity coach and a luxury non-air-conditioned 41-seater staff bus. Other new vehicles on display included the Divo Coach, Semi Deluxe Starbus Ultra Contract Bus, the Starbus Ultra intended for use as school transportation and an ambulance based on the Tata Venture platform. The new MCV buses are fully built offerings catering to both air-conditioned and non-air-conditioned contract and intercity applications. The world-class body has been built to meet international standards by Tata Motors Marcopolo Limited, on the Tata LPO 1618 and LPO 1512 chassis.

At the Delhi Auto Expo 2014, the Company unveiled Starbus Urban Parallel Hybrid Bus and the Starbus Urban Articulated Bus. The Starbus Urban Parallel Hybrid bus is intended for urban transportation and offers improved mileage with lower emissions relative to the conventional Starbus buses. The Starbus Urban Articulated Bus is targeted at bus rapid transit systems. With its two sections, it offers a carrying capacity of up to 70 passengers alongside the maneuverability needed for city transportation.

The Company believes that the foundation of its growth over the last five decades has been a deep understanding of economic conditions and customer needs, and the ability to translate this understanding into desirable products though research and development. The Company's ERC, established in 1966, has enabled it to successfully design, develop and produce its own range of vehicles. As a consequence of the acquisition of Jaguar Land Rover, the Company now has state-of-the-art engineering and design facilities. The Company believes the ERC along with the capabilities of its Jaguar Land Rover business will enhance its product engineering capability and facilitate rapid introduction of new products. Furthermore, the Company has a wholly-owned subsidiary, TMETC, in the United Kingdom, which is engaged in automobile research and engineering.

See "*Business Description — Business Strategy — Capital and Product Development Expenditures*" for details on the Company's principal capital expenditures.

Through the Company's other subsidiary and associate companies, it is engaged in providing engineering and automotive solutions, construction equipment manufacturing, automotive vehicle components manufacturing and supply chain activities, machine tools and factory automation solutions, high-precision tooling and plastic and electronic components for automotive and computer applications, and automotive retailing and service operations.

Operations of other subsidiaries

Tata Technologies Limited, the Company's 72.32 per cent. owned subsidiary, is engaged in providing specialised engineering and design services, product lifecycle management, and product-centric IT services to leading global manufacturers. TTL's customers are among the world's premier automotive, aerospace and consumer durables manufacturers. TTL had 17 subsidiary companies and one joint venture as at 30 June 2014.

TML Distribution Company Limited, the Company's wholly-owned subsidiary, was incorporated on 28 March 2008. TDCL provides distribution and logistics support for distribution of the Company's products throughout India. TDCL commenced its operations in Fiscal 2009.

Tata Motors Finance Limited, the Company's wholly-owned subsidiary, was incorporated on 1 June 2006, with the objective of becoming a preferred financing provider for the Company's dealer's customers by capturing customer spending over the vehicle life-cycle relating to vehicles sold by it. TMFL commenced operations on 1 September 2006. In India, TMFL is registered with the RBI as a Systemically Important Non-Deposit Taking Non-Banking Financial Company and is classified as an Asset Finance Company under the RBI's regulations on Non-Banking Financial Companies.

Tata Motors Insurance Broking and Advisory Services Limited, the Company's wholly-owned subsidiary, is a licensed Direct General Insurance Broker for the Indian market with plans to branch out globally to explore better opportunities. It commenced business in Fiscal 2008 and provides end-to-end retail insurance solutions with special focus on the automobile sector. TMIBASL offers services to various original equipment manufacturers in the passenger vehicle, commercial and construction equipment segments, including the Company.

Business Strategy

The Company believes that it has established a strong position in the Indian automobile industry by launching new products, investing in research and development, strengthening its financial position and expanding its manufacturing and distribution network. It has pursued the strategy of increasing its presence in the global automotive markets and enhancing its product range and capability through strategic acquisitions/alliances. The Company's goal is to position itself as a major international automotive company by offering products across various markets by combining its engineering and other strengths as well as through strategic acquisitions.

To execute this vision, the Company focuses on several strategic objectives, including the following:

Continued focus on new product development

In Fiscal 2014, the Company launched 89 new products or variants of its existing vehicle lines. The Company offers an extensive range of commercial vehicles (for both goods and passenger transport) as well as passenger vehicles. The Company has plans to expand the range of its product base further supported by its strong brand recognition in India, its understanding of local consumer preferences, in-house engineering capabilities and extensive distribution network. With growing competition, changing technologies and evolving customer expectations, the Company understands the importance of bringing new platforms to address market gaps and further enhance its existing range of vehicles to ensure customer satisfaction. The Company's capital expenditures totalled Rs.282,790 million (US$4,720 million), Rs.214,673 million (US$3,583 million) and Rs.149,071 million (US$2,488 million) during Fiscal 2014, 2013 and 2012, respectively, and the Company currently plans to invest approximately Rs.380 billion (US$6,326 million) in Fiscal 2015 in new products and technologies.

Jaguar Land Rover has aimed to enhance its technological strengths through in-house R&D activities, including the development of two new engineering and design centres which centralise Jaguar Land Rover's capabilities in product design and engineering. Furthermore, Jaguar Land Rover participates in advanced research consortia that bring together leading manufacturers, suppliers or academic specialists in the United Kingdom and are supported by funding from the UK Government's Technology Strategy Board, such as the Evoque_e program, which aims to design and develop hybrid and electric vehicle powertrain systems, and the VARCITY project, which aims to develop the supply chains for vehicle body architectures using carbon fibre technology.

Leveraging the Company's capabilities

The Company believes that its in-house research and development capabilities, including those of its subsidiaries Jaguar Land Rover and TDCV and its joint ventures with Marcopolo of Brazil in India, with Thonburi in Thailand and with Tata Africa Holdings (SA) (Pty.), Ltd in South Africa, Trilix Srl., Turin (Italy), and TMETC in the United Kingdom will enable the Company to expand its product range and extend its geographical reach. The Company continually strives to achieve synergies wherever possible with its subsidiaries and joint ventures.

In Fiscal 2012, the Company showcased at the Delhi Auto Expo 2012: (i) the Tata Ultra, a new LCV and ICV range platform, allowing flexibility of multiple wheel bases and multiple payload points, (ii) the Tata LPT 3723, India's first 5-axle rigid truck (launched in September 2012) and the Tata Paradiso G7 multi-axle coach, jointly developed by Tata Motors and Marcopolo, and (iii) the Company's alternate fuel technology capability through the following concept vehicles - the Tata Starbus Fuel Cell (hydrogen) and the Tata Magic Iris CNG.

The Company's product portfolio of Tata brand vehicles, which includes the Nano, Indica, Indica Vista, Indigo, Indigo Manza, Sumo, Sumo Grande, Safari, Safari Storme, Aria and Venture, enables it to compete in various passenger vehicle market segments. The Company also offers alternative fuel vehicles under the Nano and Indigo brands.

The Company has continued modernising its facilities to meet demand for its vehicles. The Company's Jamshedpur plant, which manufactures its entire range of M&HCVs, including the Tata Prima, both for civilian and defense applications, was its first, set up in 1945 to manufacture steam locomotives. It led the Company's foray into commercial vehicles in 1954. The Jamshedpur plant has been modernised through the decades, with a particularly intense scale in the last 10 years. In Fiscal 2013, the Jamshedpur plant produced its two millionth truck.

Jaguar Land Rover aims to invest substantially to develop new products in new and existing segments by introducing new powertrains and technologies that satisfy both customer preferences and regulatory requirements. Complementing this, Jaguar Land Rover invests in manufacturing capacity in the United Kingdom and internationally to meet customer demand. In line with other premium automotive manufacturers Jaguar Land Rover aims to maintain an allocation of 10 to 12 per cent. of revenue on capital expenditure. However, in Fiscal 2015 and 2016, the Company anticipates that Jaguar Land Rover will make higher capital spending in order to take advantage of the growth opportunities. For Fiscal 2015, capital expenditure at the

Jaguar Land Rover business is expected to be approximately £3.5 billion to £3.7 billion (allocated approximately 40 per cent. for R&D and 60 per cent. for expenditure on tangible fixed assets such as facilities, tools and equipment as well as investment in the Company's China joint venture).

In Fiscal 2015, Jaguar Land Rover will expect to start full production at its Engine Manufacturing Centre at Wolverhampton, UK. The Company's aim is that the plant will manufacture a family of premium, technologically advanced engines, "Ingenium". These will be entirely designed and built in-house for exclusive use. The Company expects that the Jaguar XE, debuting in 2015, will be the first vehicle equipped with these four-cylinder engines. Jaguar Land Rover's state-of-the-art Engine Manufacturing Centre is the first new facility that it has built from the ground up. Situated at Wolverhampton in the heart of the UK, the Company believes that it is ideally located between the Jaguar Land Rover's three other manufacturing sites at Halewood, Castle Bromwich and Solihull. The Company expects that the plant will employ almost 1,400 people by the time it reaches full capacity and the first phase of recruitment commenced in January 2014. Representing an investment of more than £500 million, the Company believes that the plant will manufacture Jaguar Land Rover's most advanced engines ever.

Continuing focus on high quality and enhancing customer satisfaction

One of the Company's principal goals is to achieve international quality standards for its products and services. The Company has established a procedure for ensuring quality control of outsourced components. Products purchased from approved sources undergo a supplier quality improvement process. The Company also has a program for assisting vendors from whom the Company purchases raw materials or components to maintain quality. Each vendor is reviewed on a quarterly basis on parameters of quality, cost and delivery and preference is given to vendors with TS 16949 certification. The Company is pursuing various quality improvement programs, both internally and at its suppliers' operations, in an effort to enhance customer satisfaction and reduce its future warranty costs. The Company has also established a procedure for ensuring quality control of outsourced components, and products purchased from approved sources undergo a supplier quality improvement process. Reliability and other quality targets are built into the Company's new product introduction process. Assurance of quality is further driven by the design team, which interacts with downstream functions like process-planning, manufacturing and supplier management to ensure quality in design processes and manufacturing. Through close coordination supported by the Company's IT systems, it monitors quality performance in the field and implements corrections on an ongoing basis to improve the performance of its products, thereby improving customer satisfaction. In India, the Company improved its Customer Service Index score to 799 in 2013 from 796 in 2012. The Company maintained the 6th ranking in the 2013 J.D. Power India Customer Service Index survey. It continues to focus on high quality customer satisfaction. The Company believes its extensive sales and service network has also enabled it to provide quality and timely customer service. The Company is encouraging focused initiatives at both sales and service touch points to enhance customer experience and strive to be best in class.

Jaguar and Land Rover collectively received over 195 awards from leading international motoring writers, magazines and commentators in 2013, reflecting the strength of their design capabilities and distinctive model line-up. The Jaguar XF is Jaguar's best-selling model across the world by volume and has received more than 100 international awards since its launch, including being named "Best Executive Car" by What Car? magazine for four consecutive years. The Jaguar XJ has received more than 20 international awards since its launch, including "Best Luxury Car" from China's Auto News in 2010, "Annual Limousine King" from Quattroroute (Italy), "Luxury Car of the Year" from Top Gear (UK), Automobile Magazine's "2011 Design of the Year" and "Best Executive Sedan" at the Bloomberg Awards in the United States. The Jaguar F-TYPE has been voted the winner of a prestigious Golden Steering Wheel award by readers of the respected German newspapers Bild am Sonntag and Auto Bild. The

F-TYPE competed in the "coupé and cabriolet" category, finishing ahead of the Porsche Cayman and BMW 4 Series Coupé. Range Rover achieved the Highest Automotive Performance, Execution and Layout score of any model in the J.D. Power 2013 APEAL survey — the first time a model outside of the large premium car segment has ranked highest among all models in the industry. The New Range Rover Sport was awarded "SUV of the Year" by Top Gear magazine in the United Kingdom in 2013, the Middle East Edition of EVO in 2013 and Car and Driver in China in 2014.

Products and environmental performance

The Company's strategy is to invest in products and technologies that position its products ahead of expected stricter environmental regulations and ensure that the Company benefits from a shift in consumer awareness of the environmental impact of the vehicles they drive. The Company believes that they are the largest investor in automotive research and development in the United Kingdom. The Company also believes that it is the leader in development of automotive green-technology in the United Kingdom. The Company's environmental vehicle strategy focuses on new propulsion technology, weight reduction and reducing parasitic losses through the driveline.

The Company has developed diesel hybrid versions of the Range Rover and Range Rover Sport, without compromising the vehicles' off road ability or load space. The Company is currently conducting trials of an electric Defender, as part of its research into the electrification of premium sedan and all-terrain vehicles.

The Company believes that it is a global leader in the use of aluminium and other lightweight materials to reduce vehicle weight and improve fuel and CO_2 efficiency, and it believes that it is ahead of many of its competitors in the implementation of aluminium construction. The Company offers five aluminium monocoque vehicles: the Jaguar F-TYPE, the Range Rover, the Range Rover Sport, the Jaguar XJ and Jaguar XK. It plans to deploy its core competency in aluminium construction across more models in its range.

The Company is also developing more efficient powertrains and other technologies. This includes smaller and more efficient diesel and gasoline engines, stop start and hybrid engines, starting with a diesel hybrid engine available in the Range Rover and Range Rover Sport this year and the introduction of the Company's own four cylinder engines beginning in 2015.

The Company's current product line up is the most efficient it has ever been, in terms of fuel efficiency and CO_2 emissions. The most efficient version of the Range Rover Evoque emits less than 130 g/km. The all aluminium Jaguar XJ 3.0 V6 twin turbo diesel has CO_2 emissions of 159 g/km. The new 3.0 litre TDV6 Range Rover offers similar performance to the previous 4.4 litre TDV8 Range Rover while fuel consumption and CO_2 emissions have been reduced (now 196 g/km). The new "downsized" 2.0 litre turbocharged gasoline engine options in the Range Rover Evoque, the 2013 Model Year Freelander, and the Jaguar XF and XJ will also offer improved fuel efficiency. In the case of the latest Freelander Si4, fuel consumption and CO_2 emissions have been reduced over the outgoing 3.2 litre Freelander Si6. Equipped with stop start and an 8 speed automatic transmission, the XF 2.2 litre diesel, already the most fuel efficient Jaguar to date was further improved for 2014 Model Year with CO_2 emissions cut to 129 g/km. In 2014, the Company intends to launch its first hybrid electric vehicles in the Range Rover and Range Rover Sport 3.0 litre TDV6 Hybrid with emissions of 169 g/km.

The Company is also taking measures to reduce emissions, waste and the use of natural resources from all of its operations. The Company recognises the need to use resources responsibly, produce less waste and reduce its carbon footprint. The Company has reduced its energy use per vehicle by 23 per cent. from 2007 levels. The Company has implemented life cycle techniques so that it can evaluate and reduce its environmental footprint throughout the value chain. The Company has been certified to the international environmental management standard, ISO 14001, since 1998. As part of its integrated CO_2 management strategy, the Company has one of the largest voluntary CO_2 offset programs. Through CO_2 offset schemes, the Company offsets all of its own manufacturing CO_2 emissions and has provided customer programs to enable its customers to offset the emissions from vehicle use.

Mitigating cyclicality

The automobile industry is impacted by cyclicality. To mitigate the impact of cyclicality, the Company plans to continually strengthen its operations through gaining market share across different segments, and to offer a wide range of products in diverse geographies. The Company also plans to continue to strengthen its business operations other than vehicle sales, such as financing of its vehicles, spare part sales, service and maintenance contracts, sales of aggregates for non-vehicle businesses, reconditioning of aggregates and sale of castings, production aids and tooling/fixtures, to reduce the impact of cyclicality of the automotive industry.

Expanding the Company's international business

The Company's international expansion strategy involves entering new markets where the Company has an opportunity to grow and introducing new products to existing markets in order to grow its presence in such markets. The Company's international business strategy has already resulted in the growth of its international operations in select markets and chosen segments over the last five years. In recent years, the Company has grown its market share across various African markets such as Kenya, Nigeria, Tanzania, Congo and Senegal, and has also introduced certain products in Australia.

The Company has also expanded its product and geographic range through acquisitions and joint ventures. The Company's acquisition of Jaguar Land Rover has expanded its geographical presence significantly. Through Jaguar Land Rover, the Company now offers products in the premium performance car and premium all-terrain vehicle segments with globally recognised brands and the Company has diversified its business across markets and product segments. The Company will continue to build upon the internationally recognised brands of Jaguar Land Rover. TDCV continues to be the largest exporter of heavy commercial vehicles from South Korea. The Company has established a joint venture along with Thonburi in Thailand to manufacture pickup trucks and any other product lines that would be suitable for the market, going forward. During Fiscal 2008, the Company established a joint venture company to undertake manufacture and assembly operations in South Africa, which has been one of its largest export markets from India in terms of unit volume. The joint venture company, Tata Motors (SA) Proprietary Limited, commenced operations in July 2011. Currently, Tata Motors (SA) Proprietary Limited caters to the domestic South African market, and up to March 2014 it had produced and sold over 2,000 chassis.

Reducing operating costs

The Company believes that its scale of operations provides it with a significant advantage in reducing costs and the Company plans to continue to sustain and enhance this cost advantage.

The Company's ability to leverage its technological capabilities and its manufacturing facilities among its commercial vehicle and passenger vehicle businesses enables it to reduce cost. For example, the diesel engine used in its Indica was modified to engineer a new variant for use in the Ace platform, which helped to reduce the project cost. Similarly, platform sharing for the manufacture of pickup trucks and UVs enables the Company to reduce capital investment that would otherwise be required, while allowing the Company to improve the utilisation levels at its manufacturing facilities. Where it is advantageous for it to do so, the Company intends to add its existing low cost engineering and sourcing capability to vehicles manufactured under the Jaguar and Land Rover brands.

The Company's vendor relationships also contribute to its cost reductions. For example, the Company believes that the vendor rationalisation program that the Company is undertaking will provide economies of scale to its vendors which would benefit its cost programs. The Company is also undertaking various internal and external benchmarking exercises that would enable it to improve the cost effectiveness of its components, systems and sub-systems.

The Company has intensified efforts to review and realign its cost structure through a number of measures such as reduction of manpower costs and rationalisation of other fixed costs. The Jaguar Land Rover business has undertaken several cost control and cost management initiatives such as increased sourcing of materials from low cost countries, reduction in number of suppliers, rationalisation of marketing setups, reduction of manpower costs through increased employee flexibility between sites and several other initiatives. Further, the Jaguar Land Rover business is exploring opportunities through reduction in number of platforms, reduction in engineering costs, increased use of off-shoring and several other initiatives.

Enhancing capabilities through the adoption of superior processes

Tata Sons and the entities promoted by Tata Sons, including the Company, aim at improving quality of life through leadership in various sectors of national economic significance. In pursuit of this goal, Tata Sons and the Tata Sons promoted entities have institutionalised an approach, called the Tata Business Excellence Model, which has been formulated along the lines of the Malcolm Baldridge National Quality Award to enable the Company to improve performance and attain higher levels of efficiency in its businesses and in discharging its social responsibility. The model aims to nurture core values and concepts embodied in various focus areas such as leadership, strategic planning, customers, markets and human resources, and to translate them to operational performance. The Company's adoption and implementation of this model seeks to ensure that its business is conducted through superior processes.

The Company has deployed a balance score card, management system, developed by Dr. Robert Kaplan and Dr. David Norton of the Harvard Business School for measurement based management and feedback. The Company has also deployed a new product introduction, process for systematic product development and a PLM system for effective product data management across its organisation. On the human resources front, the Company has adopted various processes to enhance the skills and competencies of its employees. The Company has also enhanced its performance management system, with appropriate mechanisms to recognise talent and sustain its leadership base. The Company believes these will enhance its way of doing business, given the dynamic and demanding global business environment.

Expanding customer financing activities

With financing increasingly being a critical factor in vehicle purchases and in response to the rising aspirations of consumers in India, the Company intends to expand its vehicle financing activities to enhance its vehicle sales. Further, in a scenario where there is a lack of sufficient finance availability for vehicle sales in the Indian market, as was witnessed during the financial crisis, its finance business is expected to play a significant role in filling the gap created when financing from other banks and non-banking financial companies dries up. In addition to improving the Company's competitiveness in customer attraction and retention, the Company believes that expansion of its financing business would also contribute towards moderating the impact on its financial results from the cyclical nature of vehicle sales.

Continuing to invest in technology and technical skills

The Company believes that it is one of the most technologically advanced indigenous vehicle manufacturers in India. Over the years, the Company has enhanced its technological strengths through extensive in-house research and development activities. Further, the Company's research and development facilities at its subsidiaries, like TMETC, TDCV, TTL, and Trilix, together with the two advanced engineering and design centers of Jaguar Land Rover, have increased its capabilities in product design and engineering. In the Jaguar Land Rover business, the Company is committed to continue to invest in new technologies to develop products that meet the opportunities of the premium segment, including developing sustainable technologies to improve fuel economy and reduce CO_2 emissions. The Company considers technological leadership to be a significant factor in continued success, and therefore intends to continue to devote significant resources to upgrade its technological base.

Maintaining financial strength

The Company's cash flows from operating activities in the first quarter of Fiscal 2015, Fiscal 2014 and 2013 was Rs.48,429 million (US$806 million), Rs.361,512 million (US$6,034 million) and Rs.221,626 million (US$3,699 million), respectively. The improved position in the Company's operating cash flows is primarily due to an increase in volumes at its Jaguar Land Rover business, implementation of cost reduction programs, and prudent working capital management. The Company has established processes for project evaluation and capital investment decisions with an objective to enhance its long term profitability.

Leveraging brand equity

The Company believes customers associate the Tata name with reliability, trust and ethical values, and its brand name is gaining significant international recognition due to the international growth strategies of various Tata companies. The Tata brand is used and its benefits are leveraged by Tata companies to their mutual advantage. The Company recognises the need for enhancing its brand recognition in highly competitive markets in which the Company competes with internationally recognised brands. The Company, along with Tata Sons and other Tata companies, will continue to promote the Tata brand and leverage its use in India, as well as in various international markets where the Company plans to increase its presence. Supported by the corporate level "Tata" brand, the Company believes its product brands like Indica, Indigo, Sumo, Safari, Aria, Venture Nano, Prima, Ace, Magic along with Daewoo, Jaguar, Range Rover and Land Rover are highly regarded, and will be nurtured and promoted. At the same time, the Company will continue to build new brands such as the newly launched Ultra range of LCVs to further enhance its brand equity.

Automotive Operations

The Company sold 233,099, 1,020,546, 1,192,742, and 1,270,211 vehicles in the first quarter of Fiscal 2015, Fiscal 2014, 2013 and 2012 respectively, consisting of 117,489 and 588,657 units of Tata and other brand vehicles, 115,610 and 431,889 units of Jaguar Land Rover vehicles in the first quarter of Fiscal 2015 and Fiscal 2014, respectively. In terms of units sold the Company's largest market is India where it sold 104,008, 527,378 and 756,444 units during the first quarter of Fiscal 2015, Fiscal 2014 and 2013 (constituting 44.6 per cent., 51.7 per cent. and 63.4 per cent. of total sales in the first quarter of Fiscal 2015, Fiscal 2014 and Fiscal 2013, respectively), followed by PRC where the Company sold 32,912 units, 103,910 units and 79,458 units in the first quarter of Fiscal 2015, Fiscal 2014 and Fiscal 2013 respectively (constituting 14.1 per cent., 10.2 per cent. and 6.7 per cent. of total sales).

The Company's total sales (including international business sales and Jaguar Land Rover sales) in the first quarter of Fiscal 2015, Fiscal 2014, 2013 and 2012 are set forth in the table below:

Category	Q1 Fiscal 2015		Fiscal 2014		Fiscal 2013		Fiscal 2012	
	Units	**%**	**Units**	**%**	**Units**	**%**	**Units**	**%**
Passenger Cars . . .	43,381	18.6%	204,075	20.0%	237,023	19.9%	353,709	27.9%
Utility Vehicles . . .	102,174	43.8%	383,871	37.6%	361,822	30.3%	316,589	24.9%
Light Commercial Vehicles	53,551	23.0%	296,873	29.1%	428,708	35.9%	365,677	28.8%
Medium and Heavy Commercial Vehicles	33,993	14.6%	135,727	13.3%	165,189	13.9%	234,236	18.4%
Total	233,099	100.0%	1,020,546	100.0%	1,192,742	100.0%	1,270,211	100.0%

Revenues from the Company's automotive operations were Rs.2,316,018 million (US$38,652 million), Rs.1,876,239 million (US$31,312 million) and Rs.1,646,043 million (US$27,471 million) in Fiscal 2014, 2013 and 2012, respectively and accounted for 99.5 per cent., 99.3 per cent. and 99.4 per cent., respectively of the Company's total revenues. Tata and other brand vehicles (including spares and financing thereof) constituted 17.8 per cent. of the Company's total automotive revenues before inter-segment elimination in Fiscal 2014, while Jaguar Land Rover constituted 82.2 per cent. Revenues from the Company's automotive operations were Rs.643,043 million (US$10,705 million) in the first quarter of Fiscal 2015.

Tata and other brand vehicles (including spares and financing thereof)

The Company sold 117,489, 588,657, 820,686, and 955,961 units of Tata and other brand vehicles in the first quarter of Fiscal 2015, Fiscal 2014, 2013 and 2012, respectively. Of the 588,657 units sold in Fiscal 2014, 527,378 units were sold in India while 61,279 units were sold outside of India, compared to 756,444 units and 64,242 units respectively, in Fiscal 2013. The Company's share of the Indian four-wheeler automotive vehicle market (i.e. automobile vehicles other than two and three wheeler categories) decreased from 22.1 per cent. in Fiscal 2013 to 16.6 per cent. in Fiscal 2014. The Company maintained its leadership position in the commercial vehicle segment in the industry, which was characterised by increased competition during the year. The passenger vehicle market also continued to be subject to intense competition. The principal reason for the decline in volume of sales of Tata and other brand vehicles was the lack of fund availability for potential customers. There was a high default rate in loans alongside early delinquencies which led financiers to tighten lending norms, such as lowering the loan-to-value ratio on new financings while focusing on collection of existing loans which impacted vehicle sales.

The following table sets forth the Company's total sales of Tata and other brand vehicles:

Category	Q1 Fiscal 2015		Fiscal 2014		Fiscal 2013		Fiscal 2012	
	Units	%	Units	%	Units	%	Units	%
Passenger Cars	23,492	20.0%	123,431	21.0%	179,257	21.9%	299,719	31.4%
Utility Vehicles	6,453	5.5%	32,626	5.5%	47,532	5.8%	56,329	5.9%
Light Commercial Vehicles	53,551	45.6%	296,873	50.4%	428,708	52.2%	365,677	38.2%
Medium and Heavy Commercial Vehicles	33,993	28.9%	135,727	23.1%	165,189	20.1%	234,236	24.5%
Total	117,489	100.0%	588,657	100.0%	820,686	100.0%	955,961	100.0%

The following table sets forth the Company's market share in various categories in the Indian market-based on wholesale volumes:

Category	Fiscal 2014	Fiscal 2013	Fiscal 2012
Passenger Cars*.	6.1%	9.6%	13.6%
Utility Vehicles**	5.0%	7.1%	10.9%
Light Commercial Vehicles***	53.7%	62.2%	60.2%
Medium and Heavy Commercial Vehicles.	54.9%	53.3%	59.3%
Total Four-Wheel Vehicles	16.6%	22.1%	25.1%

* Passenger cars market shares include sales of Fiat vehicles distributed by the Company and Jaguar Land Rover vehicles sold in India.

** UV market share includes the market share for Vans V1 segment (i.e. Tata Venture) and excludes Vans V2 segment (i.e. Tata Ace Magic).

*** LCV market shares include the market shares for Vans V2 segment (i.e. Tata Ace Magic) in accordance with SIAM's classification of passenger vehicles.

Performance in Indian Market

Overview

According to the Department of Economic Studies of Tata Sons, India's GDP growth continues to remain weak at 4.7 per cent. in Fiscal 2014 after growing at 4.5 per cent. in Fiscal 2013. However, it increased to 5.7 per cent. in the first quarter of Fiscal 2015. Industrial activity continued to remain weak in Fiscal 2014. The IIP declined by 0.1 per cent. during Fiscal 2014. The stagnation in the industrial activity was broad-based. While mining output declined by 1.1 per cent., manufacturing output declined by 0.7 per cent. during the same period. The IIP has shown some early signs of revival in the first quarter of Fiscal 2015 as it grew by 3.9 per cent., and a notable increase was seen in manufacturing, mining and electricity, which increased by 3.1 per cent., 3.2 per cent. and 11.3 per cent. respectively.

Fiscal 2014 witnessed a decline in investments in new projects in line with a slowdown in overall growth. On the back of tight monetary policy, limited fiscal spending, rising inflation and slowing investments, over the previous year, Fiscal 2014 saw many of the same challenges continuing into the year. Fiscal 2014 was marked by efforts of the GoI to contain the fiscal deficit, and expenditure on infrastructure and other key sectors suffered. With the continued high interest rates and inflation, households were forced to spend more on essentials and reduce discretionary spending, leading to deferral of purchasing decisions. The consistent stagnation of the industrial growth mainly in the areas of mining and quarrying, manufacturing and infrastructure adversely impacted the domestic auto industry.

- *Passenger cars*: The passenger vehicle industry recorded a negative growth of 4.7 per cent. for the first time in the last five years in Fiscal 2014. The last such instance was during the economic slowdown of Fiscal 2009, when it remained close to flat at a negative growth of 0.5 per cent. The decline in sales volumes is seen across segments, with the sedan segment witnessing the largest decline. The Hatchbacks and UV segments are historically the volume drivers. The high growth in UV segment last year, with the onset of softroaders, did not witness similar growth in Fiscal 2014. Further, tightening of credit norms, higher interest rate, and a rise in fuel prices have contributed to low consumer confidence and has resulted in deferral of purchasing decision, however the industry sales have witnessed a growth of 3.4 per cent. in the first quarter of Fiscal 2015.

  The GoI has deregulated gasoline prices in the recent past and continued to subsidise diesel prices. This resulted in a preference for diesel vehicles. During the year, the GoI started correcting the diesel prices in measured manner with a view to minimise government subsidies. This has resulted in the lowering of the gap between diesel prices and gasoline prices to some extent. Hence, the share of gasoline vehicles in the overall industry has gone up, especially in hatchbacks and sedans. The hatchback segment, which is the largest volume segment in the industry, declined in Fiscal 2014. Hyundai launched the Grand i-10 in the hatchback segment this year, which received an overwhelming response in the market. Maruti Suzuki launched its new hatchback Celerio with an automated manual transmission at the Delhi Auto Expo 2014. Nissan launched its budget brand Datsun in India. The first vehicle launched under the Datsun brand is the 'Datsun Go' hatchback.

  The sedan segment (or the A3 segment according to SIAM) has grown by around 7 per cent. in Fiscal 2014 as compared to Fiscal 2013 due to new launches such as Honda Amaze, New Honda City, Hyundai Xcent, New Elantra and New Skoda Octavia. Sub 4-m compact sedans continue to remain in demand.

  Increase in marketing initiatives and network actions continued in the face of weak industry trends. The Company's performance within the industry was also impacted unfavourably. During the first quarter of Fiscal 2015, the Company recorded sales of 22,799 vehicles in the domestic market. The overall market share of passenger cars was lower at 6.1 per cent. in Fiscal 2014 as compared to 9.6 per cent. during Fiscal 2013. The negative growth of industry, competition from new models and declining preference for diesel vehicles, severely affected the Company's market share.

  Consequent to the signing of the Restructuring Framework Agreement, as agreed therein, the distribution agreement between TML, FIAL and FGA for the distribution of the Fiat vehicles in India was terminated with effect from 1 April 2013 and the distribution of the Fiat vehicles was taken over by Fiat Group Automobiles India Private Limited, a wholly-owned subsidiary of FGA, Italy.

  Since the commencement of distribution of Jaguar and Land Rover vehicles through the Company's exclusive dealerships in India in June 2009, the brands have witnessed significant growth in the Indian market. The sales volumes in Fiscal 2014 have grown approximately 12.5 per cent. to 2,805 vehicles compared to Fiscal 2013 despite the adverse impact of more than 17 per cent. depreciation in the value of rupee versus the Pound. Aided by the start of local manufacturing in India, the sales of Jaguar XF grew by

119 per cent. in Fiscal 2014. The sales volumes in the first quarter of Fiscal 2015 stood at 604 units. The Company expects that continued efforts towards dealership network expansion and local manufacturing of Jaguar Land Rover products will enable it to further penetrate the premium/luxury automotive passenger car market in India.

- *Utility Vehicles*: The utility vehicle segment, which had grown more than 50 per cent. in Fiscal 2013, witnessed a decline in Fiscal 2014 and a growth of 4.1 per cent. in the first quarter of Fiscal 2015. The soft roader segment continued to grow with new launches by competition like Ecosport, Terrano and Enjoy. The offroader segment has declined, mainly after an increase in the excise duty on SUVs in February 2013. The Company's share in the overall UV segment has declined mainly due to lack of presence in the growing compact SUV and softroader segment. The subsequent reduction in the excise duty has not resulted in a substantial improvement in the UV segment.

- *Commercial Vehicles:* The commercial vehicles market in India in Fiscal 2014 and the first quarter of Fiscal 2015 recorded a decline of 22.4 per cent. and 20.8 per cent. respectively. Limited government spending on infrastructure activity, weak industrial activity, low freight/cargo availability, rising diesel prices and weak consumer demand, have contributed to this decline. The Company registered a decrease in sales in Fiscal 2014 and the first quarter of Fiscal 2015 by 29.5 per cent. and 29.8 per cent. to 378,028 units and 75,044 units, respectively.

- *Light Commercial Vehicles (including pickups)*: The Company's range of LCVs includes SCVs, pickup trucks, trucks and commercial passenger carriers with a GVW (including payload) of between 1.2 tonnes and 7.5 tonnes. The LCV market segment declined by 21.2 per cent. in Fiscal 2014 to 498,483 units from 632,450 units in Fiscal 2013. The decline in LCV market segment is particularly significant when compared to its growth rate of 17.9 per cent. in Fiscal 2013. The Company's sales in the LCV segment declined by 31.9 per cent. to 268,041 units from 393,726 units in Fiscal 2014. The Company's sales in the LCV segment declined by 36.9 per cent. and stood at 47,769 units in the first quarter of Fiscal 2015.

- *Medium and Heavy Commercial Vehicles*: The Company's M&HCVs have a wide range of applications and are generally configured as trucks, tippers, buses, tankers, tractors or concrete mixers. The Company sold 109,987 units and 27,275 unitsduring Fiscal 2014 and the first quarter of Fiscal 2015, resulting in a market share of 54.9 per cent. and 54.0 per cent. respectively.

  M&HCV truck sales have been declining for most of Fiscal 2013 and Fiscal 2014 and the first quarter of Fiscal 2015, due to a weak economic environment in India, bans on mining, fleet underutilisation (estimated at above 40 per cent.), rising diesel prices, unchanged freight rates and sharp fall in resale prices. But a partial lifting of the mining bans, the excise duty cut, the increase in fleet utilisation and the increase in the freight rates in January and February have revived sales in the last few months of Fiscal 2014. A complete ban on iron ore mining in the states of Karnataka in Fiscal 2011 and Goa in Fiscal 2012 had been put in place by the Supreme Court of India to suppress illegal mining where the licenses of many mines were cancelled. A small percentage of mines in these areas have resumed mining in the recent past upon receiving clearances from the authorities.

Sales and Distribution

The Company's sales and distribution network in India as of June 2014 comprises approximately 2,420 sales contact points for its passenger and commercial vehicle business. In line with its growth strategy, the Company formed a 100 per cent. owned subsidiary, TDCL, in March 2008, to act as a dedicated distribution and logistics management company to support the sales and distribution operations of its vehicles in India. The Company believes this has improved the efficiency of its selling and distribution operations and processes.

TDCL provides distribution and logistics support for vehicles manufactured at the Company's facilities and has set up stocking points at some of its plants and at different places throughout India. TDCL helps the Company to improve planning, inventory management, transport management and timely delivery. The Company has completed the initial rollout of a new customer relations management system, at all of its dealerships and offices across the country and has been certified by Oracle as the largest Siebel deployment in the automotive market. The combined CRM initiative supports users both within the Company and among its distributors in India and abroad.

Through the Company's vehicle financing division and wholly owned subsidiary, TMFL, the Company also provides financing services to purchasers of its vehicles through its independent dealers, who act as the Company's agents for financing transactions, and through its branch network. TMFL, disbursed Rs.87,676 million (US$1,463 million) and Rs.111,800 million (US$1,866 million) during Fiscal 2014 and 2013, respectively. During Fiscal 2014 and 2013, approximately 32 per cent. and 33 per cent., respectively, of the Company's vehicle unit sales in India were made by the dealers through financing arrangements where its captive vehicle financing divisions provided the support. Total vehicle finance receivables outstanding as at 31 March 2014 and 2013 amounted to Rs.182,943 million (US$3,053 million) and Rs.182,268 million (US$3,042 million) respectively.

The Company markets its commercial and passenger vehicles in several countries in Africa, Middle East, South East Asia, South Asia, Australia and Russia/Commonwealth of Independent States countries. The Company has a network of distributors in all such chosen countries where it exports its vehicles. Such distributors have created a network of dealers and branch offices and facilities for sales and after-sales servicing of the Company's products in their respective markets. The Company has also stationed overseas resident sales and service representatives in various countries to oversee its operations in the respective territories. The Company uses a network of service centres on highways and a toll-free customer assistance centre to provide 24-hour on-road maintenance (including replacement of parts) to vehicle owners.

In Fiscal 2013, the Company introduced Tata FleetMan. Targeted at commercial vehicle fleet owners and large consigners of goods, the service offers advanced telematics solutions, which the Company anticipates will help in increasing productivity and profitability. Through advanced telematics solutions like fuel management, driver management and remote diagnostics, Tata FleetMan combines information technology and telecommunications equipment and software, with Tata Motors Limited expertise in automobile technology, providing features like real time fleet tracking, SMS alerts, geo-fencing and trip management.

The Company believes that the reach of its sales, service and maintenance network provides it with a significant advantage over its competitors.

Competition

The Company faces competition from various domestic and foreign automotive manufacturers in the Indian automotive market. Improving infrastructure and robust growth prospects compared to other mature markets have attracted a number of international companies to India who have either formed joint ventures with local partners or have established independently owned operations in India. Global competitors bring with them decades of international experience, global scale, advanced technology and significant financial resources, and as a result, competition is likely to further intensify in the future. The Company has designed its products to suit the requirements of the Indian market based on specific customer needs such as safety, driving comfort, fuel efficiency and durability. The Company believes that its vehicles are suited to the general conditions of Indian roads and the local climate. The vehicles have also been designed to comply with applicable environmental regulations currently in effect. The Company also offers a wide range of optional configurations to meet the specific needs of its customers. The Company intends to develop and is developing products to strengthen its product portfolio in order to meet the increasing customer expectation of owning world class products.

Seasonality

Demand for the Company's vehicles in the Indian market is subject to seasonal variations. Demand generally peaks between January and March, although there is a decrease in demand in February just before release of the Government of India's fiscal budget. Demand is usually lean from April to July and picks up again in the festival season from September onwards, with a decline in December due to model year change.

Exports

The Company is expanding its export operations, which have been ongoing since 1961. The Company markets its commercial and passenger vehicles in several countries in Europe, Africa, the Middle East, South East Asia and South Asia and have recently commenced exports of certain products to Australia. Despite efforts to expand its exports, the Company's exports of vehicles manufactured in India decreased by 2.5 per cent. in Fiscal 2014 to 46,983 units from 48,196 units in Fiscal 2013 impacted by external environment influences in Europe, the Middle East and South Asia.

In Fiscal 2014, the Company's top five export destinations, namely Bangladesh, Sri Lanka, South Africa, Nepal and Thailand, from India accounted for approximately 73 per cent. and 88 per cent. of the Company's exports of commercial vehicles and passenger vehicle units, respectively. The Company is strengthening its position in the geographic areas that it is currently operating in and exploring possibilities of entering new markets with similar market characteristics to the Indian market.

The Company's exports of vehicles manufactured in India stood at 10,020 units in the first quarter of Fiscal 2015.

Tata Daewoo Commercial Vehicle Co. Ltd., Korea

TDCV recorded an increase of 5.1 per cent. in its overall vehicle sales to 10,594 units in Fiscal 2014 from 10,080 units in Fiscal 2013. In the South Korean market, TDCV's unit sales in the M&HCV category in Fiscal 2014 increased by 21.9 per cent. to 6,584 units as compared to 5,400 units in Fiscal 2013, mainly due to strong performance of the Company as well as the gradual recovery in the economy. However, TDCV's export performance in Fiscal 2014 decreased by 14.3 per cent. to 4,010 units compared to 4,680 units in Fiscal 2013, due to adverse economic conditions in its major export markets.

TDCV overall vehicle sales stood at 2,648 units in the first quarter of Fiscal 2015.

Jaguar Land Rover

The strengths of the Jaguar Land Rover business include its internationally recognised brands, strong product portfolio of award winning luxury performance cars and premium all-terrain vehicles, global distribution network, strong research and development capabilities, and a strong management team. The Company's total sales of Jaguar Land Rover in Fiscal 2014, 2013 and 2012 are set forth in the table below:

	Q1 2015		Fiscal 2014		Fiscal 2013		Fiscal 2012	
	Units	**%**	**Units**	**%**	**Units**	**%**	**Units**	**%**
Jaguar	19,889	17.0	80,644	18.7%	57,766	15.5%	53,990	17.2%
Land Rover. . . .	95,721	83.0	351,245	81.3%	314,290	84.5%	260,260	82.8%
Total	115,610	100.0	431,889	100.0%	372,056	100.0%	314,250	100.0%

Jaguar

Jaguar designs, develops and manufactures a range of premium cars and sports cars recognised for their design, performance and quality. Jaguar's range of products comprises the XF and XJ sedans, the F-TYPE two seater sports car and the XK coupe and convertible.

- The XF, launched in 2008, is a premium executive car that merges sports car styling with the sophistication of a luxury sedan. The 2013 model year XF range also included for the first time an all-wheel drive version of the new V6 gasoline engine for the US and European markets and a 2.0 litre gasoline version for the US and Chinese markets which helped to grow the volume of sales for Jaguar in FY 2014.

- The XJ is Jaguar's largest luxury sedan vehicle, powered by a range of supercharged and naturally aspirated 5.0 litre V8 gasoline engine and a 3.0 litre diesel engine. Using Jaguar's aerospace inspired aluminium body architecture, the new XJ's lightweight aluminium body provides improved agility, and fuel and CO_2 efficiency. The 2013 Model Year also included an all-wheel drive version and a 3.0 litre V6 gasoline version for the US and European markets excluding the United Kingdom and a 2.0 litre gasoline version for the Chinese market.

- The F-TYPE, a two seat sports car, inspired by the 2011 C-X16 concept cars, with an all-aluminium structure and enhanced technology with the power of Jaguar's latest 3.0 litre V6 and 5.0 litre V8 engines, was available for retail customers from April 2013 onwards and since then, has received numerous awards and appreciation by the auto media. In November 2013, Jaguar unveiled the F-TYPE coupe which went on sale in April 2014. The Jaguar F-TYPE Project 7 is Jaguar's fastest car to date and is powered by the most powerful engine Jaguar has ever produced, a 5 litre V8 supercharged engine delivering a power output of 575PS, supplying 680 Nm of torque resulting in a 0-60 mph in 3.8 seconds and a top speed of 186 mph.

- In March 2013, Jaguar unveiled two new additions to its R performance range, the XJR sedan and the XKR-S GT. The 550PS XJR - Jaguar's new flagship sports sedan - combines a supercar performance and assertive looks with the luxury features already associated with the XJ range. The XKR-S GT is the road-going but track-ready version of the XK coupe.

- At the Frankfurt Motor Show in September 2013, Jaguar revealed its first ever crossover concept vehicle, the Jaguar C X17, based on a new modular and scalable aluminium architecture, which is adaptable to different vehicle designs and may be used in different models. Jaguar Land Rover has also announced the new Jaguar XE, a mid-sized sedan which will be built on this new modular architecture.

  The Jaguar XE was revealed at a special event held at Earls Court, London on 8 September 2014 and it will be the first Jaguar to be manufactured at a new purpose-built production facility at the Company's Solihull plant in the West Midlands. It is expected to go on sale in 2015. The Jaguar XE will be the only car in its class to use an aluminium-intensive monocoque body with lightweight aluminium accounting for 75 per cent. of the structure projected to deliver fuel economy of over 75 mpg.

The Company anticipates that this will allow Jaguar to grow its product portfolio and target high growth areas of the premium market.

Land Rover

Land Rover designs, develops and manufactures premium all-terrain vehicles that aim to differentiate themselves from the competition by their capability, design, durability, versatility and refinement. Land Rover's range of products comprises the Defender, Discovery, Freelander 2, Range Rover (including the new Range Rover), Range Rover Evoque and Range Rover Sport (including the new Range Rover Sport).

- The Defender is one of Land Rover's most capable SUVs, and targets extreme all-terrain capabilities and payload/towing capability.

- The Freelander 2 is a vehicle intended for active lifestyles, matching style with technological features and off-road capability. The Freelander 2 offering was enhanced for the 2013 model year with the introduction of a turbocharged 2.0 litre gasoline engine, giving superior performance as compared to the 3.2 litre engine it replaces, while also reducing CO_2 emissions.

- The Land Rover Discovery Sport replaces the Freelander 2 in the Land Rover product range. Digitally revealed at Spaceport America in New Mexico on 3 September 2014, the new Discovery Sport is the first member of the new Discovery family featuring 5+2 seating and will be equipped with a range of four-cylinder turbo-charged petrol and diesel engines. The Discovery Sport is expected to be produced at Land Rover's manufacturing facility at Halewood, Liverpool and to go on sale in 2015.

- The Range Rover is the flagship product under the Land Rover brand. The new all-aluminium version was launched in the third quarter of Fiscal 2013. The new Range Rover won Top Gear magazine's "Luxury Car of the Year" in 2012 and was awarded the maximum 5-star safety rating by Euro NCAP in 2012. The new "Discovery Vision" Concept car was unveiled at New York International Auto Show in April 2014 to an enthusiastic response amongst auto media and journalists.

- The Range Rover Evoque is the smallest, lightest and most fuel-efficient Range Rover to date, available in 5-door and coupe body styles and in both front-wheel drive and all-wheel drive derivatives. Since its launch in September 2011, consumer demand has been consistent across the globe and the car has been a major success for Jaguar Land Rover. The volumes have grown to 120,911 units in Fiscal 2014 as compared to 116,291 units in Fiscal 2013.

- The Range Rover Sport aims to combine the performance of a sports tourer with the versatility of a Land Rover. At the 2013 New York International Auto Show, Land Rover debuted the 2014 model year Range Rover Sport built on a weight saving aluminium architecture that is capable of reducing the weight of the All New Range Rover Sport by up to 420 kg. 2014 model year Range Rover Sport is the fastest, most agile and most responsive Land Rover to date.

Special Operations

In June 2014, Jaguar Land Rover announced a Special Operations business unit which comprises Special Vehicle Operations, Heritage, Personalisation and Branded Goods divisions. Jaguar Land Rover's Special Vehicle Operations division focuses on the creation of iconic or "halo" vehicles that showcase the highest standards of performance, luxury and all-terrain capability, including the limited-edition Jaguar F-TYPE Project 7 and the Range Rover Sport SVR. These vehicles have unique branding and are targeted towards Jaguar Land Rover's most discerning and devoted customers.

Jaguar Land Rover has also created a Heritage division which recently announced the re-creation of six original Jaguar E-type vehicles from 1963-1964 into new Jaguar Lightweight E-Type vehicles and intends to deliver further high-end vehicle re-creations, maintenance and renovation. The Heritage division is based at Browns Lane, the historical home of Jaguar car manufacturing. This division will also provide Heritage parts, servicing the growing Jaguar Land Rover Heritage customer base globally.

To support Jaguar Land Rover's Special Operations activities, Jaguar Land Rover announced in August 2014 its intention to invest approximately £20 million in a Special Vehicle Operations Technical Centre in Prologis Park, Ryton, near Coventry. Within this facility, Jaguar Land Rover's Personalisation division will enable Jaguar Land Rover's customers to create their own bespoke specifications and is scheduled to begin operations from the third quarter of Fiscal 2015. Jaguar Land Rover's Branded Goods business unit will be responsible for delivering merchandising and licensing arrangement with selected partners, for example, the recent clothing collaboration between Land Rover and Barbour.

Performance in key geographical markets on retail basis

United States

In Fiscal 2014, industrial activity in the United States increased and the unemployment rate fell. Consumer spending recovered with rising asset prices and consumer confidence. However, consumer spending patterns were disrupted by weather patterns between December and March as well as the shutdown of the U.S. Federal Government.

In Fiscal 2014, total passenger car sales expanded by 6.2 per cent. Alongside a strong expansion of business in Canada, total Jaguar Land Rover sales in North America grew 20.2 per cent. United States retail volumes in Fiscal 2014 for the combined brands totalled 75,671 units. Jaguar retail volumes in Fiscal 2014 grew by 49 per cent. compared to Fiscal 2013, leading to an increase in market share. Land Rover retail volumes in Fiscal 2014 increased by 13 per cent. compared to Fiscal 2013.

United States retail volumes for the combined brands increased by 14.5 per cent. to 18,536 units in the first quarter of Fiscal 2015 from 16,195 units in the first quarter of Fiscal 2014, with Jaguar down by 12.3 per cent., and Land Rover up by 24.9 per cent.

United Kingdom

In Fiscal 2014 labour market conditions in the United Kingdom improved as the employment rate increased. Rising consumer and business confidence helped to underpin stronger retail sales and investment spending, while the recovery in house prices helped to improve household wealth. UK vehicle sales increased 12.5 per cent. compared to the previous year.

UK retail volumes in Fiscal 2014 for the combined brands totalled 76,721 units. Jaguar retail volumes in Fiscal 2014 increased by 10 per cent. compared to Fiscal 2013, broadly maintaining market share. Land Rover retail volumes in Fiscal 2014 increased by 5 per cent. compared to Fiscal 2013, increasing market share.

United Kingdom retail volumes for the combined brands increased by 15.2 per cent. to 18,884 units in the first quarter of Fiscal 2015 from 16,392 units in the first quarter of Fiscal 2014, with Jaguar up by 17.9 per cent., and Land Rover up by 14.4 per cent.

Europe (excluding Russia)

The European economy continues to struggle, with austerity measures in place in a number of countries. The economic situation continues to create uncertainty around Eurozone stability, the Euro and borrowing costs. Credit continues to be difficult to obtain for customers and the outlook remains volatile.

European retail volumes in Fiscal 2014 for the combined Jaguar Land Rover brands totalled 82,854 units, representing a 2.3 per cent. increase compared to Fiscal 2013. Jaguar retail volume in Fiscal 2014 grew by 5 per cent., and Land Rover retail volume in Fiscal 2014 increased by 1.8 per cent. compared to Fiscal 2013.

European retail volumes for the combined brands increased by 13.4 per cent. to 22,622 units in the first quarter of Fiscal 2015 from 19,950 units in the first quarter of Fiscal 2014, with Jaguar down by 9.1 per cent., and Land Rover up by 16.8 per cent.

China

The Chinese economy continued to grow in Fiscal 2014, however GDP growth is likely to slow in the future.

The joint venture established to manufacture cars in China with Chery Automobile, a Chinese automotive manufacturer, was approved by the National Development and Reform Commission of the People's Republic of China in October 2012 and GBP 71 million was invested in Fiscal 2013. Jaguar Land Rover and Chery Automobile intend to accelerate plans to build a joint venture manufacturing plant in Changshu, near Shanghai, as part of a 10.9 billion RMB investment that will also include a new research and development centre and engine production facility. The project includes the creation of a new partnership brand to assemble models tailored specifically for the Chinese market, including the marketing and distribution. The two companies have completed the Changshu facility in Jiangsu province and the commercial production is expected to commence from the last quarter of Fiscal 2015. Construction of a new engine plant for production of fuel efficient engines is also contemplated in the joint venture partnership agreement.

Chinese retail volumes in Fiscal 2014 reached 103,077 units for the combined brands units up from 77,075 units in Fiscal 2013. Jaguar volumes more than doubled from 9,496 to 19,891 units, while Land Rover sales reached 83,186 units.

Chinese retail volumes for the combined brands increased by 61.1 per cent. to 32,912 units in the first quarter of Fiscal 2015 from 20,427 units in the first quarter of Fiscal 2014, with Jaguar up by 56.9 per cent. and Land Rover up by 62.1 per cent. The Chinese market continued to grow strongly, with a notable increase in both Jaguar and Land Rover retail volumes in the first quarter of Fiscal 2015.

Asia Pacific (excluding China)

The Asia Pacific region main markets are Japan, Australia and New Zealand. These regions were less affected by the economic crisis compared to the United States, the United Kingdom and Europe, and recovered more favourably during Fiscal 2014, partly due to increased trade with China and other growth economies.

The Asia Pacific retail volumes in Fiscal 2014 for the combined brands totalled 22,795 units. Jaguar retail volume in Fiscal 2014 increased by 30 per cent. compared to Fiscal 2013. Land Rover retail volume in Fiscal 2014 increased by 27 per cent. compared to Fiscal 2013.

The Asia Pacific retail volumes for the combined brands increased by 18.9 per cent. to 6,442 units in the first quarter of Fiscal 2015 from 5,416 units in the first quarter of Fiscal 2014, with Jaguar up by 9.4 per cent. and Land Rover up by 21.4 per cent.

Other markets

The major constituents of the other markets category are Russia, South Africa and Brazil, along with the rest of Africa and South America. These economies were not affected as significantly by the 2008 global economic crisis as more developed economies and have had continued GDP growth in recent years, partially due to increased commodity and oil prices.

The other markets retail volumes in Fiscal 2014 for the combined Jaguar and Land Rover brands totalled 73,193 units, reflecting an increase of 15 per cent. from Fiscal 2013. Jaguar retail volumes in Fiscal 2014 increased 27 per cent. from 6,402 units in Fiscal 2013 to 8,135 in Fiscal 2014, while Land Rover retail volume increased 14 per cent. from 57,087 units in Fiscal 2013 to 65,058 in Fiscal 2014.

The other markey retail volumes for the combined brands was flat at 16,200 units in the first quarter of Fiscal 2015 against 16,339 units in the first quarter of Fiscal 2014 with Jaguar down by 1.4 per cent. and Land Rover down by 0.8 per cent.

Sales & Distribution

The Company markets Jaguar Land Rover products in 170 markets, through a global network of 18 national sales companies, 84 importers, 53 export partners and 2,560 franchise sales dealers, of which 828 are joint Jaguar and Land Rover dealers.

Jaguar Land Rover has established robust business processes and systems to ensure that its production plans meet anticipated retail sales demand and to enable the active management of its inventory of finished vehicles and dealer inventory throughout its network. Jaguar Land Rover has robust arrangements in place with: Black Horse (part of the Lloyds Bank Group) in the UK, FGA Capital (a joint venture between Fiat Auto and Credit Agricole) in Europe and Chase Auto Finance in the USA for the provision of dealer and consumer financial services products. Jaguar Land Rover has similar arrangements with local automobile financial services providers in other key markets. Jaguar Land Rover's financing partners offer its customers a range of consumer financing options.

Sales locations for Jaguar Land Rover vehicles are operated as independent franchises. Jaguar Land Rover is represented in its key markets through national sales companies as well as third party importers. Jaguar Land Rover has regional offices in certain select countries that manage customer relationships, vehicle supplies and provide marketing and sales support to their regional importer markets. The remaining importer markets are managed from the United Kingdom.

Jaguar Land Rover products are sold through the Company's dealerships to retail customers. Jaguar Land Rover products are also sold to fleet customers, including daily rental car companies, commercial fleet customers, leasing companies, and governments. As a consequence, Jaguar Land Rover has a diversified customer base, which reduces its independence on any single customer or group of customers.

Competition

Jaguar Land Rover operates in a globally competitive environment and face competition from established premium and other vehicle manufacturers who aspire to move into the premium performance car and premium SUV markets, some of which are much larger than the Company is. Jaguar vehicles compete primarily against other European brands such as Audi, BMW and Mercedes Benz. Land Rover and Range Rover vehicles compete largely against SUVs manufactured by Audi, BMW, Infiniti, Lexus, Mercedes Benz, Porsche and Volkswagen. The Land Rover Defender competes with vehicles manufactured by Isuzu, Nissan and Toyota.

Seasonality

Jaguar Land Rover sales volume is impacted by the bi-annual registration of vehicles in the United Kingdom where the vehicle registration number changes every six months, which in turn has an impact on the resale value of the vehicles. This leads to a concentration of sales during the periods when the change occurs. Seasonality in most other markets is driven by introduction of new model year derivatives, for example in the US market. Additionally in the US market there is some seasonality around the purchase of vehicles in northern states where the purchase of Jaguar vehicles is concentrated in the spring /summer months, and the purchase of 4x4 vehicles is concentrated in the autumn/winter months. In China there is an increase in vehicle purchases during the fourth Fiscal quarter, which includes the Chinese New Year holiday. Furthermore, western European markets tend to be impacted by summer and winter holidays. The resulting sales profile influences operating results on a quarter to quarter basis.

Research and Development

Over the years, the Company has devoted significant resources towards its research and development activities. The Company's research and development activities focus on product development, environmental technologies and vehicle safety. The Company's ERC, established in 1966, is one of the few in-house automotive research and development centres in India recognised by the GoI. ERC is integrated with all of the Tata Motors global automotive product design and development centres in South Korea, Italy and the United Kingdom. In addition to this, the Company leverages key competencies through various engineering service suppliers and design teams of the Company's suppliers.

The Company has a crash test facility for passive safety development towards meeting regulatory and consumer group test requirements and evaluating occupant safety, which includes a full vehicle crash test facility, a sled test facility for simulating the crash environment on subsystems, a pedestrian safety testing facility, a high strain rate machine and a pendulum impact test facility for goods carrier vehicles. This facility is also supported by computer-aided engineering infrastructure to simulate tests in a digital environment. The Company's safety development facilities also incorporate other equipment that it believes will help improve the safety and design of its vehicles as well as assist in the compliance with regulatory requirements, including transient dynamometer test beds, a mileage accumulation chassis dynamometer and emission labs engine development, a hemi-anechoic chamber testing facility for developing vehicles with lower noise and vibration levels, an engine emission and performance development facility, an eight poster test facility that helps to assess structural durability of M&HCVs, and a new passenger car infotainment system and dedicated labcar testing facility. In addition, the Company is installing a new engine noise test facility and transmission control unit which it expects will aid in powertrain development. Other key facilities include an environmental testing facility, heavy duty dynamometers and aggregate endurance test rigs.

The Company's product design and development centres are equipped with hardware, software and other information technology infrastructure, which the Company believes is conducive to creating a digital product development and virtual testing and validation environment, which the Company expects to reduce product development cycle-time and to increase ability to create multiple design options. These centres are growing with increased vehicle development programs targeted at improving the breadth and depth of technology. The Company's product development infrastructure also includes prototype development systems, testing cycle simulators and styling studios. The Company has made investments in its product development infrastructure which it expects will enhance its product development capabilities especially with respect to computer-aided design, computer-aided manufacturing, computer-aided engineering, knowledge-based engineering, product life cycle management, manufacturing planning and specific engineering review processes, such as production of digital mockups. The Company's product lifecycle management system provides vital processes, including manufacturing feasibility studies, for product development. In order to track and fix various issues arising in vehicle design and development processes, the Company has institutionalised 'issue tracking' systems at various points in the product development cycle which the Company believes will manage issues that arise in the product development cycle effectively.

In addition, the Company's research and development activities focus on developing vehicles running on alternative fuels, including CNG, liquefied petroleum gas, bio-diesel and compressed air and electric cars. The Company is continuing to develop green-technology vehicles and is presently developing an electric vehicle on the Indica Vista platform. The Company is also pursuing alternative fuel options such as ethanol blending for development of vehicles fuelled by hydrogen.

In addition, the Company is pursuing various initiatives, such as the introduction of premium lightweight architecture, to enable the its business to comply with the existing and evolving emissions legislation in the developed world, which the Company believes will be a key enabler of both reduction in CO_2 and further efficiencies in manufacturing and engineering.

Initiatives in the area of vehicle electronics such as engine management systems, in-vehicle network architecture and multiplexed wiring were deployed in the Company's range of vehicles. Technologies such as electronic stability programs, automated and automatic transmission systems, telematics for communication and tracking, anti-lock braking systems intelligent transportation systems are in the process of various phases of deployment on the Company's future range of vehicles. Likewise, various new technologies and systems that would improve safety, performance and emissions of the Company's product range are being implemented in its passenger cars and commercial vehicles.

The Company is developing an enterprise level vehicle diagnostics system for achieving faster diagnostics of complex electronics in its vehicles in order to provide prompt service to customers. Furthermore, the Company's initiative in telematics has spanned into a fleet management, driver information and navigation system — Tata FleetMan, as well as a vehicle tracking system using Global Navigation Satellite Systems.

The Company established a wholly-owned subsidiary, TMETC, in 2006, to augment the abilities of its ERC with an objective to obtain access to leading technologies to support its product development activities. In October 2010, the Company also acquired a design house in Italy, Trilix, that has been working with the Company on many of its projects and which is now a part of the Tata Motors design organisation.

The Company's Jaguar Land Rover research and development operations currently consist of a single engineering team, operating within co-managed engineering facilities, sharing premium technologies, power train designs and vehicle architecture. In its Jaguar Land Rover products, the Company is pursuing several initiatives including alternative energy technologies to meet the targeted reduction in CO_2 emissions in the next five years. Over recent years, the Company believes that Jaguar Land Rover has made significant progress in reducing its development cycle times. The ERC in India and Jaguar Land Rover engineering and development operations in the United Kingdom have identified areas to leverage their facilities and resources to enhance the product development process and achieve economies of scale.

The Company endeavours to absorb the best of technologies for its product range to meet the requirements of a globally competitive market. All of the Company's vehicles and engines are compliant with the prevalent regulatory norms in the respective countries in which they are sold. The Company's strategy to invest and develop its development capabilities has helped it in attaining significant achievements such as the design and development of India's first indigenously developed compact car, the segment creating mini-truck — the 'Tata Ace' and the world's most affordable family car — the Tata Nano. In collaboration with the Company's subsidiary TDCV, the Company developed the "World Truck", now referred to as 'Prima', a sophisticated and contemporary M&HCV range with performance standards similar to those in developed markets, which the Company launched in India and in South Korea during Fiscal 2010. In Fiscal 2011, the Company launched the Tata Aria, India's first premium crossover and the Tata Venture, a multipurpose van in India. In Fiscal 2013, the Company launched the Indigo Manza Club Class, the Vista D90, and the Safari Storme in the passenger cars segment and launched the Xenon Pickup, the Tata LPT 3723, and the Prima tipper and tractor variants in the commercial vehicle segment. In Fiscal 2014, the Company launched the Vista Tech, Nano CNG emax, Nano Twist and updated the current range of products like Indica, Indigo, Sumo, Aria, and Nano in the passenger cars segment and launched the Ultra Truck 912 and 812 with different wheel base, Prima 4928 6x4 and 4028 4x2, 3138 for domestic and 3338 for South Africa. in the commercial vehicle segment.

Intellectual Property

The Company creates, owns, and maintains a wide array of intellectual property assets throughout the world that are among its most valuable assets. The Company's intellectual property assets include patents, trademarks, copyrights designs, trade secrets and other intellectual property rights. Patents relate to the Company's innovations and products; trademarks secured relate to its brands and products, copyrights are secured for creative content; and designs are secured for aesthetic features of products/components. The Company proactively and aggressively seeks to protect its intellectual property in India and other countries.

The Company owns a number of patents and has applied for new patents which are pending for grant in India as well as in other countries. The Company has also filed a number of patent applications outside India under the Patent Cooperation Treaty, which it expects will be effective in other countries going forward. The Company also obtains new patents as part of its ongoing research and development activities.

The Company owns registrations for a number of trademarks and has pending applications for registration of these in India as well as other countries. The registrations mainly include trademarks for the Company's vehicle models and other promotional initiatives. The Company uses the Tata brand, which has been licensed to it by Tata Sons. The Company believes that establishment of the Tata word mark and logo mark in India and around the world is material to its operations. As part of its acquisition of TDCV, the Company has rights to the perpetual and exclusive use of the "Daewoo" brand and trademarks in South Korea and overseas markets for the product range of TDCV.

As part of the acquisition of the Jaguar Land Rover business, ownership (or co-ownership, as applicable) of core intellectual property associated with Jaguar Land Rover was transferred to the Company. Additionally, perpetual royalty free licenses to use other essential intellectual property have been granted to the Company for use in Jaguar and Land Rover vehicles. Jaguar and Land Rover own registered designs to protect the design of their vehicles in several countries.

In varying degrees, all the Company's intellectual property is important to it. In particular, the Tata brand is integral to the conduct of its business, a loss of which could lead to dilution of its brand image and have a material adverse effect on the Company's business.

Components and Raw Materials

The principal materials and components required by the Company for use in Tata and other brand vehicles are: steel sheets (for in-house stampings) and plates; iron and steel castings and forgings; items such as alloy wheels, tires, fuel injection systems, batteries, electrical wiring systems, electronic information systems and displays; interior systems such as seats, cockpits, doors, plastic finishers and plastic functional parts, glass and consumables (paints, oils, thinner, welding consumables, chemicals, adhesives and sealants) and fuels. The Company also requires aggregates like axles, engines, gear boxes and cams for its vehicles, which are manufactured in-house or by its subsidiaries, affiliates, joint ventures/operations and strategic suppliers. The Company has long term purchase agreements for some critical components such as transmissions and engines. The Company has established contracts with some commodity suppliers to cover its own as well as its suppliers' requirements in order to moderate the effect of volatility in commodity prices. The Company has also undertaken special initiatives to reduce material consumption through value engineering and value analysis techniques.

The Company has reorganised the sourcing department in India under four divisions, namely, Purchasing, Supplier Quality, Supply Chain and Production and Planning Management. The reorganisation was done with a view to establish and define responsibility and accountability in the sourcing department. Purchasing oversees the commercial aspects of product sourcing; supplier quality is primarily responsible for maintaining the quality of supplies that the Company purchases; supply chain oversees the logistics of the supply and delivery of parts for the Company's vendors while Production and Planning Management oversees execution of new projects.

As part of the Company's strategy to become a low-cost vehicle manufacturer, the Company has undertaken various initiatives to reduce its fixed and variable costs. In India the Company started an e-sourcing initiative in 2002, pursuant to which the Company procures some supplies through reverse auctions. The Company also uses external agencies as third party logistic providers. This has resulted in space and cost savings. The Company's initiatives to leverage information technology in supply chain activities have resulted in improved efficiency through real time information exchange and processing with its suppliers.

The Company has an established sixteen step supplier quality control process in order to ensure quality of outsourced components. The Company formalised the component development process using AIAG guidelines. The Company also has a program for assisting vendors from whom it purchases raw materials or components to maintain quality. Preference is given to vendors with TS 16949 certification. The Company also maintains a stringent quality assurance program that includes random testing of production samples, frequent re-calibration of production equipment and analysis of post-production vehicle performance, as well as an ongoing dialogue with workers to reduce production defects.

The Company is also exploring opportunities for increasing the global sourcing of parts and components from low cost countries, and have in place a vendor management program that includes vendor base rationalisation, vendor quality improvement and vendor satisfaction surveys. The Company has begun to include its supply chain in its initiatives on social accountability and environment management activities, including supply chain carbon footprint measurement and knowledge sharing on various environmental aspects.

The principal materials and components required by the Company for use in its Jaguar and Land Rover vehicles are steel and aluminium in sheet (for in-house stamping) or externally pre-stamped form, aluminium castings and extrusions, iron and steel castings and forgings and items such as alloy wheels, tires, fuel injection systems, batteries, electrical wiring systems, electronic information systems and displays, leather trimmed interior systems such as seats, cockpits, doors, plastic finishers and plastic functional parts, glass and consumables (paints, oils, thinner, welding consumables, chemicals, adhesives and sealants) and fuels. The Company also requires certain highly functional components such as axles, engines and gear boxes for its vehicles, which are mainly manufactured by strategic suppliers. The Company has long term purchase agreements with its key suppliers. The components and raw materials in its cars include steel, aluminium, copper, platinum and other commodities. The Company has established contracts with certain commodity suppliers to cover its own and its suppliers' requirements to mitigate the effect of such high volatility in commodity prices. Special initiatives were also undertaken to reduce material consumption through value engineering and value analysis techniques.

The Jaguar Land Rover business works with a range of strategic suppliers to meet its requirements for parts and components. The Jaguar Land Rover business has established quality control programs to ensure that externally purchased raw materials and components are monitored and meet its quality standards. Such programs include site engineers who regularly interface with suppliers and carry out visits to supplier sites and ensure that the relevant quality standards are being met. Site engineers are also supported by persons in other functions, such as program engineers who interface with new model teams as well as resident engineers located at the Jaguar Land Rover plants, who provide the link between the site engineers and the Jaguar Land Rover plants. The Company has in the past worked, and expects to continue to work, with its suppliers to optimise its procurements, including by sourcing certain raw materials and component requirements from low cost countries.

Suppliers

The Company has an extensive supply chain for procuring various components. The Company also outsources many manufacturing processes and activities to various suppliers. In such cases, the Company provides training to external suppliers who design and manufacture the required tools and fixtures.

The Company's associate company Tata AutoComp Systems Ltd., manufactures automotive components and encourages the entry of internationally acclaimed automotive component manufacturers into India by setting up joint ventures with them.

The Company's other suppliers include some of the large Indian automotive supplier groups with multiple product offerings, such as the Anand Group, the Sona Group, and the TVS Group, as well as large multinational suppliers, such as Bosch, Continental, Delphi and Denso, Johnson Controls Limited for seats, Yazaki AutoComp Limited for wiring harnesses. The Company continues to work with its suppliers for the Jaguar Land Rover business to optimise procurements and enhance its supplier base, including the sourcing of certain of its raw material and component requirements from low cost countries. In addition, the co-development of various components, such as engines, axles and transmissions are also being evaluated, which the Company believes may lead to the development of a low-cost supplier base for Jaguar Land Rover.

In India, the Company has established vendor parks in the vicinity of its manufacturing operations and vendor clusters have been formed at its facilities at Pantnagar (Uttarakhand) and Sanand (Gujarat). This initiative is aimed at ensuring flow of component supplies on a real-time basis, thereby reducing logistics and inventory costs as well as reducing uncertainties in the long distance supply chain. Efforts are being taken to replicate the model at other existing plant locations and are intended for certain contemplated future locations as well.

As part of the Company's pursuit of continued improvement in procurement, it has integrated its system for electronic interchange of data with its suppliers with the Enterprise Resource Planning. This has facilitated real time information exchange and processing, which enables the Company to manage its supply chain more effectively.

The Company has established processes to encourage improvements via knowledge sharing among its vendors through an initiative called Vendor Council, which consists of its senior executives and representatives of major suppliers. The Vendor Council also helps in addressing common concerns through joint deliberations. The Vendor Council works on four critical aspects of engagement between the Company and the suppliers, namely, quality, efficiency, relationship and new technology development.

The Company imports some components that are either not available in the domestic market or when equivalent domestically-available components do not meet its quality standards. The Company also imports products to take advantage of lower prices in foreign markets, such as special steels, wheel rims and power steering assemblies.

Ford has been and continues to be a major supplier of parts and services to Jaguar Land Rover. In connection with the Company's acquisition of Jaguar Land Rover in June 2008, long term agreements were entered with Ford for technology sharing and joint development providing technical support across a range of technologies focused mainly around power train engineering such that the Company may continue to operate according to its existing business plan. Supply agreements, ranging in duration from seven to nine years, were entered into with Ford for (i) the long term supply of engines developed by Ford, (ii) engines developed by the Company but manufactured by Ford, and (iii) engines from Ford-PSA co-operation.

Based on the global financial crisis and its effect on the financial performance of its suppliers, the Company has begun the process of assessing its suppliers' financial risk.

Suppliers are appraised based on or long term requirements through a number of platforms such as Vendor Council meetings, council regional chapter meetings, national vendor meetings and location-specific vendor meetings.

Capital and Product Development Expenditures

The Company's capital expenditure totalled Rs.282,790 million (US$4,720 million), Rs.214,673 million (US$3,583 million) and Rs.149,071 million (US$2,488 million) during Fiscal 2014, 2013 and 2012, respectively and the Company currently plans to invest approximately Rs.380 billion (US$6,326 million) in Fiscal 2015 in capital expenditure, new products and technologies. The Company's capital expenditure during the past three Fiscal years related primarily to new product development and capacity expansion for new and existing products to meet market demand as well as investments towards improving quality, reliability and productivity that are each aimed at increasing operational efficiency.

The Company intends to continue to invest in its business units in general, and in research and product development in particular, over the next several years in order to improve its existing product range, develop new products and platforms and to build and expand its portfolio in the passenger vehicle and commercial vehicle categories. The Company believes this would strengthen its position in the Indian automotive market and help the Company to grow its market share internationally.

As part of this future growth strategy, the Company plans to make investments in product development, capital expenditure in capacity enhancement, plant renewal and modernisation and to pursue other growth opportunities. The Company's subsidiaries also have their individual growth plans and related capital expenditure plans. These expenditures are expected to be funded largely through cash generated from operations, existing investible surplus in the form of cash and cash equivalents, investment securities and other external financing sources.

Other Operations

In addition to the Company's automotive operations, it is also involved in other business activities, including information technology services. Before inter-segment elimination, net revenues from these activities totalled Rs.25,190 million (US$420 million), Rs.22,659 million (US$378 million) and Rs.19,486 million (US$325 million) in Fiscal 2014, 2013 and 2012, respectively, representing nearly 1.1 per cent., 1.2 per cent. and 1.2 per cent. of the Company's total revenues before inter-segment elimination in the corresponding Fiscal periods. Before inter-segment elimination, net revenues from these activities totalled Rs.6,235 million (US$104 million) in the first quarter of Fiscal 2015.

Information Technology Services

As of 30 June 2014, the Company owned a 72.32 per cent. equity interest in its subsidiary, TTL. TTL, founded in 1994 and a part of Tata Motors Group, is a global leader in engineering services outsourcing, and product development IT services solutions for PLM and Enterprise Resource Management, to the world's leading automotive, aerospace and consumer durables manufacturers and their suppliers. TTL's services include product design, analysis and production engineering, knowledge-based engineering, PLM, ERM and CRM systems. TTL also distributes implements and supports PLM products from leading solution providers in the world such as Dassault Systems and Autodesk.

TTL has its international headquarters in Singapore, with regional headquarters in the United States (Novi, Michigan), India (Pune) and the United Kingdom (Coventry). In Fiscal 2014, TTL acquired Cambric Corporation, a premier engineering services organisation, to achieve greater domain expertise and presence in the industrial equipment sector. TTL has a combined global workforce of around 7,020 professionals serving clients worldwide from facilities in the North America, Europe, and Asia Pacific regions. TTL responds to customers' needs through its subsidiary companies and through its six offshore development centres in India, Thailand and Romania. TTL had 17 functional subsidiary companies and one joint venture as of 30 June 2014.

The consolidated revenues of TTL in Fiscal 2014 were Rs.23,445 million (US$391 million) reflecting a growth of 17.5 per cent. against Rs.19,950 million (US$333 million) in the previous year with traction in the automotive and aerospace markets. TTL recorded profit after tax of Rs.2,732 million (US$46 million) in Fiscal 2014, reflecting a decrease of 9.2 per cent. over

Rs.3,007 million (US$50 million) in Fiscal 2013. The consolidated revenues and profit after tax of TTL in the first quarter of Fiscal 2015 were Rs.5,939 million (US$99 million) and Rs.764 million (US$13 million) respectively, reflecting an increase of 14.7 per cent. and 43.9 per cent. from the same period last year.

Indian Government Regulations

Indian Automotive Sector

Automotive Mission Plan, 2006-2016

The automotive mission plan (the "**Plan 2006**"), promulgated by the Ministry of Heavy Industries and Public Enterprises of the GoI in December 2006, consists of recommendations to the task force of the Development Council on Automobile and Allied Industries constituted by the GoI, in relation to the preparation of the mission plan for the Indian automotive industry. Plan 2006 recommends that a negative list of items, such as no duty concessions for the import of used or re-manufactured vehicles, or the treatment of remanufactured automotive products as old products, should be negotiated for free trade agreements or regional trade agreements, on a case-by-case basis with other countries. It recommends the adoption of appropriate tariff policies to attract more investment into the automobile industry, the improvement of power infrastructure to facilitate faster growth of the automotive sector both domestically and internationally, policy initiatives such as encouragement of collaboration between the automotive industry and research and academic institutions, tax concessions and incentives to enhance competitiveness in manufacturing and promotion of research and technology development. For the promotion of exports in the automotive components sector, among other things, it recommends the creation of special automotive component parks in special economic zones and the creation of virtual special economic zones, which would enjoy certain exemptions on sales tax, excise and customs duties. Strengthening the inspection and certification system by encouraging public-private partnerships and rationalisation of the motor vehicles regulations, are also among the major recommendations of the plan.

A committee set up under the chairmanship of the Secretary of the Ministry of Heavy Industries and Public Enterprises, consisting of all stakeholders including representatives of the Ministry of Finance, and of other interested parties relating to road transport, the environment, commerce, industrial policy and promotion, labour, shipping, railways, human resource development, science and technology, new and renewable energy, petroleum and natural gas and the automotive industry, will monitor the implementation and progress of Plan 2006.

Plan 2006 is being reviewed by Ministry of Heavy Industries and Public Enterprises of the GoI.

The Auto Policy, 2002

The Auto Policy was introduced by the Department of Heavy Industry, Ministry of Heavy Industries and Public Enterprises of the Government of India in March 2002 with the aims, among others, of promoting a globally competitive automotive industry that would emerge as a global source for automotive components, establishing an international hub for manufacturing small, affordable passenger cars, ensuring a balanced transition to open trade at a minimal risk to the Indian economy and local industry, encouraging modernisation of the industry, facilitating indigenous design, research and development, and developing domestic safety and environment standards on par with international standards.

Emission Norms in India

In 1992, the GoI issued emission and safety standards, which were further tightened in April 1996, under the Indian Motor Vehicle Act. Currently Bharat Stage IV norms (equivalent to Euro IV norms) are in force for four wheelers in 13 cities and Bharat Stage III norms (equivalent to

Euro III norms) are in effect in the rest of India. The Company's vehicles comply with these norms. As required by the draft Notification on the Gazetted Statutory Rule numbered G.S.R 278 E, Bharat Stage IV norms will be extended in 20 additional cities. The next change in emission regulations remains to be discussed by the Government of India.

Auto Fuel Vision & Policy 2025

The Ministry of Petroleum and Natural Gas constituted an expert committee under the Chairmanship of Shri Saumitra Chaudhuri, Member Planning Commission on 19 December 2012. Its objective was to recommend auto fuel quality applicable through model year 2025. The committee in its draft report has recommended Bharat Stage IV compliant fuel across the country by 2017. Bharat Stage V compliant fuel with 10ppm of sulphur will be made available from 2020 onwards. The draft report proposes nationwide Bharat Stage V emission norms for new 4 wheelers from model year 2020 and for all 4 wheelers from model year 2021. It also recommends Bharat Stage VI emissions norms from 2024 onwards. In April 2014, the expert committee submitted its recommendations to the Ministry of Petroleum and Natural Gas.

Central Motors Vehicles Rules, 1989

The CMV rules lay down provisions relating to construction and maintenance of motor vehicles and specifications pertaining to dimensions, gears, indicators, reflectors, lights, horns, safety belts and others. The CMV rules govern emission standards for vehicles operating on CNG, gasoline, liquefied petroleum gas and diesel.

In addition, pursuant to the CMV rules, every manufacturer must submit the prototype of every vehicle to be manufactured by it for testing by the Vehicle Research and Development Establishment of the Ministry of Defense of the Government of India, or Automotive Research Association of India, Pune, or the Central Machinery Testing and Training Institute, Budni (MP), or the Indian Institute of Petroleum, Dehradun, or the Central Institute of Road Transport, Pune, or the International Center for Automotive Technology, Manesar or such other agencies as may be specified by the central government for granting a certificate by that agency as to the compliance of provisions of the Motor Vehicles Act, 1988 and these rules.

In case of CNG fitments by vehicle manufacturers on new gasoline vehicles, each model manufactured must be of a type approved pursuant to the prevailing mass emission norms as applicable for the category of new vehicle in respect of the place of its use.

The CMV rules also require the manufacturers to comply with notifications in the Official Gazette, issued by Government of India to use such parts, components or assemblies in manufacture of such vehicle, of such standards as may be specified or the relevant standards as specified by the Bureau of Indian Standards.

Emission and Safety in India

In 1992, the GoI issued emission and safety standards, which were further tightened in April 1996 under the Indian Motor Vehicle Act.

The Company is also working towards meeting all applicable regulations which it believes are likely to come into effect in various markets in the near future. The Company's vehicle exports to Europe comply with Euro V norms, and it believes that its vehicles also comply with the various safety regulations in effect in the other international markets where the Company operates.

The Indian automobile industry is progressively harmonising its safety regulations with international standards in order to facilitate sustained growth of the Indian automobile industry as well as to encourage export of automobiles from India.

India has been a signatory to the 1998 UNECE Agreement on Global Technical Regulations since 22 April 2006 and has voted in favour of all eleven Global Technical Regulations. The Company works closely with the GoI to participate in WP 29 World Forum Harmonization activities.

India has a well-established regulatory framework administered by the Indian Ministry of Road Transport and Highways. The Ministry issues notifications under the CMV rules and the Motor Vehicles Act. Vehicles manufactured in India must comply with applicable Indian standards and automotive industry standards. In January 2002, the Indian Ministry of Road Transport and Highways has finalised plans on implementing automobile safety standards. The plans are based on traffic conditions, traffic density, driving habits and road user behaviour in India and are generally aimed at increasing safety requirements for vehicles under consideration for Indian markets.

The Essential Commodities Act, 1955

The Essential Commodities Act, 1955, as amended by the Essential Commodities (Amendment and Validation) Act, 2009, or the Essential Commodities Act, authorises the GoI, if it finds it necessary or expedient to do so, to provide for regulating or prohibiting the production, supply, distribution, trade and commerce in the specified commodities under the Essential Commodities Act, in order to maintain or increase supplies of any essential commodity or to secure their equitable distribution and availability at fair prices, or to secure any essential commodity for the defence of India or the efficient conduct of military operations. The definition of “essential commodity” under the Essential Commodities Act includes “component parts and accessories of automobiles”.

Environmental Regulations

Manufacturing units or plants must ensure compliance with environmental legislation, such as the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, the Environment Protection Act, 1986 and the Hazardous Wastes (Management and Handling) Rules, 1989. The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, PCBs, which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that units or plants are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation.

The Company’s manufacturing plants have received or are in the process of obtaining the GoI’s environmental clearances required for its operations. The Company is fully committed to its role as a responsible corporate citizen with respect to reducing environmental pollution. The Company treats effluents at its plants and has made significant investments towards lowering the emissions from its products.

In addition, the Ministry of Environment and Forests conducts environment impact assessments. The Ministry receives proposals for expansion, modernisation and establishment of projects and the impact of such projects on the environment are assessed by the Ministry, before it grants clearances for the proposed projects.

Regulation of Imports and Exports

Quantitative restrictions on imports into India were removed with effect from 1 April 2001, pursuant to India's World Trade Organization obligations, and imports of capital goods and automotive components were placed under the open general license category.

Automobiles and automotive components may, generally, be imported into India without a license from the GoI subject to their meeting Indian standards and regulations, as specified by designated testing agencies. As a general matter, cars, UVs and SUVs in completely built up, or CBU, condition may be imported at 60 per cent. basic customs duty. However, cars with cost, insurance and freight value of more than US$40,000 or with engine capacities more than 3000 cc for diesel variants and 2500 cc for gasoline variants, may be imported at a 100 per cent. basic customs duty. Commercial vehicles may be imported at a basic customs duty of 10 per cent. and components may be imported at basic customs duty ranging from at 10 to 7.5 per cent. (for engine components).

The FDI Policy

Automatic approval for foreign equity investments up to 100 per cent. is allowed in the automobile manufacturing sector under the FDI Policy.

Indian Taxes

For further information on Indian taxation, see "— *Taxation*" section of this Offering Circular.

Excise Duty

The GoI imposes excise duty on cars and other motor vehicles and their chassis, which rates vary from time to time and across vehicle categories reflecting the policies of the GoI. The chart below sets forth a summary of historical changes and the current rates of excise duty.

	Excise Duty (per vehicle or chassis)						
Change of Tax Rate	**Small cars***	**Cars other than small cars****	**Motor vehicles for more than 13 persons**	**Chassis fitted with engines for vehicles of more than 13 persons**	**Trucks**	**Chassis with engines fitted for trucks**	**Safari, SUVs and UVs**
March 2008	12%	22% or 22% + Rs.15,000*	12%	12% + Rs.10,000	14%	14% + Rs.10,000	20% + Rs.20,000
December 2008	8%	—	8%	8% + Rs.10,000	10%	10%+ Rs.10,000	—
March 2009	—	—	—	—	8%	8% + Rs.10,000	—
July 2009.	—	—	—	—	—	—	20% + Rs.15,000
February 2010	10%	—	10%	10% + Rs.10,000	10%	10% + Rs.10,000	22% + Rs.15,000
March 2012	12%	24% or 27%*	12%	15%	12%	15%	27%
May 2012.	—	—	—	—	—	14%	—
March 2013	—	—	—	—	—	13%	27% or 30%
February 2014 (valid until 31 December 2014)	8%	20% or 24%*	8%	10%	8%	9%	24%

* Small cars - cars with length not exceeding 4,000mm and an engine capacity not exceeding 1,500 cc for cars with diesel engines and not exceeding 1,200 cc for cars with gasoline engines. The higher rate is applicable if engine capacity exceeds 1,500 cc.

** Cars other than small cars - motor vehicles for transport of more than 13 persons, trucks, jeeps, SUVs and UVs and chassis fitted with such engines.

(—) indicates no change during the relevant year.

All vehicles/chassis are subjected to Automobile Cess assessed at 0.125 per cent., Education Cess assessed at 2 per cent. and Secondary and Higher Education Cess assessed at 1 per cent. in addition to the excise duty indicated above. Certain passenger vehicles are also subject to National Calamity Contingent Duty, assessed at 1 per cent.

Value Added Tax

VAT has been implemented throughout India. VAT enables set-off from sales tax paid on inputs by traders and manufacturers against the sales tax collected by them on behalf of the GoI, thereby eliminating the cascading effect of taxation. Two main brackets of 5 per cent. and 12.5 per cent., along with special brackets of 0 per cent., 1 per cent., 3 per cent., 4 per cent., 13. per cent., 14 per cent. 14.5 per cent., 15 per cent., 20 per cent. and 23 per cent. have been announced for various categories of goods and commodities sold in the country and certain states have also introduced additional VAT of 1 per cent. to 3 per cent. on specified commodities, including automobiles. In some of the states, surcharges of 5 per cent. to 10 per cent. on VAT have been introduced on automobiles. Since its implementation, VAT has had a positive impact on the Company's business. Prior to the implementation of VAT, a major portion of sales tax paid on purchases formed part of the Company's total cost of materials. The implementation of VAT has resulted in savings on the sales tax component, as VAT paid on inputs may generally be set-off against tax paid on outputs.

In addition to VAT, a Central Sales Tax, however, continues to exist, although it is proposed to be abolished in a phased manner. In the Indian Union Budget 2008-09, the Central Sales Tax rate was reduced to 2 per cent. which remained unchanged in Fiscal 2014.

Goods and Services Tax

The GoI is proposing to reform the indirect tax system in India with a comprehensive national goods and services tax, covering the manufacture, sale and consumption of goods and services. The date of introduction of GST is not yet known. The proposed GST regime will combine taxes and levies by the central and state governments into one unified rate structure. The GoI has publicly expressed the view that following the implementation of the GST, indirect tax on domestically manufactured goods is expected to decrease along with prices on such goods.

The Company has benefitted and continues to benefit from excise duty exemptions for manufacturing facilities in the state of Uttarakhand and other incentives such as subsidies or loans from other states where the Company has manufacturing operations. While both the GoI and other state governments of India have publicly announced that all committed incentives will be protected following the implementation of the GST. Given the limited availability of information in the public domain concerning the GST, the Company is unable to provide any assurance as to the effect of this or any other aspect of the tax regime following implementation of the GST.

Proposed Direct Tax Code

The DTC, aims to replace the existing Income Tax Act, 1961 and other direct tax laws, with a view to simplify and rationalise the tax provisions into one unified code. The various proposals included in DTC are subject to review by the new government and as such impact if any, is not quantifiable at this stage.

Insurance Coverage

The Indian insurance industry is predominantly state-owned and insurance tariffs are regulated by the Indian Insurance Regulatory and Development Authority. The Company has insurance coverage which it considers reasonably sufficient to cover all normal risks associated with its operations (including business interruptions) and which the Company believes are in accordance with industry standards in India. The Company has obtained coverage for product liability for some of its vehicle models in several countries to which the Company exports vehicles. TDCV has insurance coverage as is required and applicable to cover all normal risks in accordance with industry standards in South Korea, including product liability. The Company has also taken insurance coverage on Directors and Officers liability to minimise risks associated with international litigations for the Company and its subsidiaries.

Jaguar Land Rover has global insurance coverage which the Company considers to be reasonably sufficient to cover normal risks associated with its operations and insurance risks (including property, business interruption, marine and product/general liability) and which the Company believes is in accordance with commercial industry standards and statutory requirements.

Economic Stimulus Package and Incentives

In January 2009, the GoI announced an economic stimulus package targeting the automotive industry. Public sector banks were encouraged to fund the automotive sector along with providing a line of credit to non-bank financial companies, specifically aimed at commercial vehicles. The states were to be provided a one-time assistance to purchase 15,000 buses for their urban transport systems.

There was a 4 per cent. cut in the central value added tax rate, on cars and trucks and a 2 per cent. cut in Cenvat rate on motor vehicles for transport of more than 13 persons, including the driver. Further, in February 2009, the Cenvat rate was reduced from 10 to 8 per cent. for trucks and buses and service tax was also reduced from 12 to 10 per cent. The GoI has also provided for an accelerated tax depreciation of 50 per cent. for commercial vehicles purchased between 1 January and 30 September 2009. The Cenvat rate was restored to 10 per cent. since 1 April 2010 and was further revised to 12 per cent. with effect from 16 March 2012. The GoI has made changes in Excise duty in February 2014 which will be in effect until 31 December 2014 as follows:

- Cenvat on small cars, trucks and buses reduced to 8 per cent. in February 2014 whereas Cenvat on cars other than small cars has been reduced to 20 per cent. or 24 per cent. from 24 per cent. or 27 per cent.

- Cenvat on UVs has been reduced from 27 per cent. or 3 per cent. to 24 per cent. The Cenvat for chassis which was increased from 12 per cent. to 14 per cent. in the budget for the Indian fiscal year 2012-2013, has since been revised to 13 per cent. in the budget for the Indian fiscal year 2013-2014 and further reduced to 9 per cent. in February 2014.

In the United Kingdom, the Bank of England base (interest) rate has been maintained at 0.5 per cent. in order to provide monetary/economic stimulus to the UK economy. However a recent improvement in UK GDP growth, improving labour market conditions and a return to inflation levels close to the long term target (2 per cent.) may encourage the Bank of England to begin raising interest rates towards the end of the year, although rate rises are likely to be small and gradual.

The European Central Bank has progressively reduced its interest rates since July 2011 prompted by the developing sovereign debt crisis of peripheral Eurozone economies and more recently, in May 2014, the main refinancing rate was cut down to 0.15 per cent. to address persistent low growth across the European Union. In addition, the main refinancing rate was cut to 0.05 per cent., effective 10 September 2014.

The US Federal Reserve began tapering off its quantitative easing programme in December 2013. Base interest rates in the United States have been maintained at historically low levels of 0.25 per cent.

The GoI has launched a National Electric Mobility Mission plan 2020 (the "**NEMMP**"), to encourage reliable, affordable and efficient electric vehicles that meet consumer performance and price expectations. Through collaboration between the government and industry for promotion and development of indigenous manufacturing capabilities, required infrastructure, consumer awareness and technology, the NEMMP aims to help India to emerge as a leader in the electric vehicle market in the world by 2020 and contribute towards national fuel security.

Furthermore, the Ministry of Road Transport & Highways and the Bureau of Energy Efficiency in India finalised labelling regulations for the M1 category of vehicles, which includes all passenger vehicles, such as cars, UVs, SUVs, Vans, up to less than or equal to 10 seats.

The GoI's plan to encourage India's transition to hybrid/electric mobility consists of the following initiatives:

- *Demand Side*: Mandating the use of electric vehicles in areas such as public transportation and government fleets in order to create initial demand for OEMs and provide incentives for the sales of electric vehicles to consumers.

- *Supply Side*: Linking incentives to localisation of the production of key components of electric vehicle in a phased manner.

- *Research & Development*: Funding R&D, programmes along with OEMs/component suppliers to develop optimal solutions for India at low cost.

- *Infrastructure support*: Executing pilot programs to support hybrid/electric vehicles and test their effectiveness and make modest investments to build public charging infrastructure to support electric vehicles (especially for buses).

Environmental, Fiscal and Other Governmental regulations around the world

The Company's Jaguar Land Rover business has significant operations in the United States and Europe, which have stringent regulations relating to vehicular emissions. The proposed tightening of vehicle emissions regulations by the European Union will require significant costs of compliance for Jaguar Land Rover.

Greenhouse gas / CO_2 / fuel economy legislation

Legislation is in place limiting the manufacturer fleet average greenhouse gas emissions in Europe for passenger cars starting January 2012. Similarly, the U.S. federal government imposes greenhouse gas emissions standards that apply to 2012-2016 model year vehicles and issued regulations in 2012 for tightened fuel economy and emissions standards for model years 2017-2025. In addition, many other markets either have or will shortly define similar greenhouse gas emissions standards such as Canada, Mexico, China, Japan, South Korea, Switzerland, Brazil, Saudi Arabia, Turkey, Taiwan and Australia. In Europe, implementation of LCV CO_2 standards would impact the Defender and a small number of commercial Freelander and Discovery vehicles. In India, fuel efficiency labelling legislation is being finalised by the Ministry of Road Transport and Highways and the Bureau of Energy Efficiency, under the Ministry of Power. This matter is also being discussed under the Auto Policy committee in order to create a framework for implementation in 2025.

In Europe, monetary fines are imposed as penalties for non-compliance with emissions standards. In the United States, non-compliance with the fuel economy standards require by the National Highway Traffic Safety Administration CAFE standards may result in monetary fines. Failure to comply with the Environmental Protection Agency standards on greenhouse gas emissions may result in market exclusion.

California has developed a zero emissions vehicle regulation mandating increased penetration of electric and plug in hybrid electric vehicles beginning with model year 2012 and the Advanced Clean Car package of regulations, which tightened previous standards on emissions and evaporative emissions beginning with model year 2017, that are more stringent than the requirements of the U.S. federal greenhouse gas standards.

Jaguar Land Rover undertakes technology deployment plans directed to achieving these standards. These plans include the use of lightweight materials, including aluminium, which will contribute to the manufacture of lighter vehicles with improved fuel-efficiency, reducing parasitic losses through the driveline and improvements in aerodynamics. They also include the development and installation of smaller engines in the Company's existing vehicles and other drive train efficiency improvements, including the introduction of eight-speed transmissions in the majority of the Company's vehicles, and nine speed transmissions available in the Land Rover Evoque. The Company also plans to expand the introduction of smaller vehicles, which commenced with the introduction of the Range Rover Evoque, the most fuel-efficient vehicle in the Land Rover line-up. The technology deployment plans include the research, development and deployment of hybrid and plug-in hybrid electric vehicles initially in Europe and the United States, both of which require significant investment.

Additionally, local excise tax initiatives are also a key consideration in ensuring the Company's products meet customer needs for environmental footprint and cost of ownership concerns.

Non-greenhouse gas emissions legislation

Existing European Union 5 (the "**EU5 regulations**") and planned EU6 regulations in Europe, and existing Low Emission Vehicle 2 (the "**LEV2 regulations**") and planned LEV3 regulations in California, place ever stricter limits on particulate emissions, oxides of nitrogen and hydrocarbons for passenger and light duty trucks. These regulations require ever increasing levels of technology in engine control systems, on-board diagnostics and after treatment systems that increase the base costs of the Company's power trains. The stringency of such evaporative emissions regulations also require more advanced materials and joints solutions to eliminate fuel evaporative losses, all for much longer warranted periods (up to 150,000 miles in the United States). While Europe and California lead the implementation of these emissions programs, other nations and states tend to follow with adoption of these regulations within a short period thereafter.

To comply with the current and future environmental laws, rules, regulations and standards, the Company may have to incur substantial capital expenditure and research and development expenditure, to upgrade products and manufacturing facilities, which would have an impact on the Company's cost of production and results of operation.

Imposition of any additional taxes and levies by the GoI designed to limit the use of automobiles could adversely affect the demand for the Company's products and its results of operations.

Vehicle safety

Vehicles sold in Europe are subject to vehicle safety regulations established by the European Union or by individual member states. In 2009, the European Union enacted a new regulation to establish a simplified framework for vehicle safety, repealing more than 50 existing directives and replacing them with a single regulation aimed at incorporating relevant United Nations standards. Further new regulations on advanced safety systems are to be introduced. The European Commission plans to require (i) new model cars from 2011 to have electronic stability control systems; (ii) to introduce regulations relating to low-rolling resistance tires in 2013; and (iii) to require tire pressure monitoring systems starting in 2012. From April 2009, the criteria for whole vehicle type approval were extended to cover all new road vehicles, to be phased in over five years depending on vehicle category. The extension clarifies the criteria applicable to small commercial vehicles.

In the United States, the NHTSA issues federal motor vehicle safety standards covering a wide range of vehicle components and systems such as airbags, seatbelts, brakes, windshields, tires, steering columns, displays, lights, door locks, side impact protection and fuel systems. The Company is required to test new vehicles and equipment and ensure their compliance with these standards before selling them in the United States. The Company is also required to recall vehicles found to have defects that present an unreasonable risk to safety or which do not conform to the required Federal Motor Vehicle Safety Standards, and to repair them without charge to the owner. The financial cost and impact on consumer confidence of such recalls can be significant depending on the repair required and the number of vehicles affected. The Company has no pending investigations relating to alleged safety defects or potential compliance issues before NHTSA.

These standards add to the cost and complexity of designing and producing vehicles and equipment. In recent years NHTSA has mandated, among other things:

- a system for collecting information relating to vehicle performance and customer complaints, and foreign recalls to assist in the early identification of potential vehicle defects as required by the Transportation Recall Enhancement, Accountability, and Documentation Act;

- enhanced requirements for frontal and side impact, including a lateral pole impact; and

- enhanced requirements for vehicle roof strength and rollover safety requirements.

Furthermore, the Cameron Gulbransen Kids Transportation Safety Act of 2007, or Kids and Cars Safety Act, passed into law in 2008, and requires NHTSA to enact regulations related to rearward visibility which were implemented in 2014 and begin to take effect starting in model year 2016. The act also requires manufacturers to install brake-to-shift interlocks in vehicles with automatic transmissions. NHTSA has proposed regulations requiring brake — throttle override systems, for the installation of event data recorders in vehicles and for approaching vehicle audible systems. The costs to meet these regulatory requirements may be significant.

Many other countries have vehicle regulatory requirements which differ from those in the United States. Different requirements in different countries create complexity and increase costs such that the development of a common product that meets the country regulatory requirements of all countries is not possible. Global Technical Regulations, developed under the auspices of the United Nations, continue to have an increasing impact on automotive safety activities, as indicated by EU legislation. In 2008, Global Technical Regulations on electronic stability control, head restraints and pedestrian protection were adopted by the UN

World Forum for the Harmonization of Vehicle Regulations, and are now in different stages of national implementation. While global harmonisation is fundamentally supported by the automobile industry in order to reduce complexity, national implementation may still introduce subtle differences into the system.

At present, India is a signatory of the 1998 UNECE Agreement on Global Technical Regulations, which makes the global technical regulations alternate standards to national regulations. The transition of finalised global technical regulations into national standards remains in progress.

Export Promotion Capital Goods

Since Fiscal 1997, the Company has benefited from participation in the Export Promotion Capital Goods Scheme (the "**EPCG Scheme**") which permits it to import capital equipment under a special licence at a substantially reduced customs duty. The Company's participation in this scheme is subject to the Company fulfilling an obligation to export goods manufactured or produced by the use of capital equipment imported under the EPCG Scheme to the value of a multiple of the cost plus insurance and freight value of these imports or customs duty saved over a period of 6, 8 and 12 years from the date of obtaining the special licence. The Company currently holds 95 licences which require it to export its products of a value of approximately Rs.74.47 billion (US$1.24 billion) between the years 2002 to 2020, and the Company carefully monitors its progress in meeting its incremental milestones. After fulfilling some of the export obligations as per the provisions of Foreign Trade Policy, as on 31 March 2014, the Company has remaining obligations to export products of a value of approximately Rs.5.98 billion (US$99.80 million) by March 2020. In the event that the export obligation under the EPCG Scheme is not fulfilled, the Company would have to pay the differential between the reduced and normal duty on the goods imported along with interest. In view of the Company's past record of exceeding its export milestones, and its current plans with respect to its export markets, the Company does not currently foresee any impediments to meeting its export obligation in the required time frame.

Organisational Structure

Tata Sons - Promoter and its Promoted Entities

Tata Sons holds equity interests in promoted companies engaged in a wide range of businesses. The various companies promoted by Tata Sons, including the Company, are based substantially in India and had combined revenues of approximately US$103 billion in Fiscal 2014. The businesses of Tata Sons promoted entities can be categorised under seven business sectors, namely, engineering, materials, energy, chemicals, consumer products, services, communications and information systems.

Tata Sons promoted entities have their origins in the trading business founded by the founder Mr. Jamsetji Tata in 1868, which was developed and expanded in furtherance of his ideals by his two sons, Sir Dorabji Tata and Sir Ratan Tata, following their father's death in 1904. The family interests subsequently vested largely in the Sir Ratan Tata Trust, the Sir Dorabji Tata Trust and other related trusts. These trusts established for philanthropic and charitable purposes and together own a significant percentage of the share capital of Tata Sons Limited.

Over the years, the operations of Tata Sons promoted entities had expanded to encompass a number of major industrial and commercial enterprises including Indian Hotels Company Limited (1902), Tata Steel Limited, or Tata Steel (1907), which became the sixth largest steel maker in the world after it acquired Corus, Tata Power Company Limited (1910), Tata Chemicals Limited (1939), which is the world's second largest manufacturer of soda ash and Tata Motors Limited, the Company (1945), which is the seventh largest manufacturer of buses and the eight largest manufacturer of trucks in the world and which acquired Jaguar Land

Rover in 2008. The Company made India's first indigenously developed car, the Indica, in 1998, and introduced the world's lowest-cost car, the Tata Nano in Fiscal 2010. Other Tata entities include Voltas Limited (1954), and Tata Global Beverages Ltd, or Tata Tea Limited (1962), which is the second largest branded tea producing company in the world, along with its UK-based subsidiary Tetley.

Tata Consultancy Services Limited ("**TCS**"), a subsidiary of Tata Sons which started its operations in the 1960s as a division of Tata Sons and later converted to a listed public company, is leading software service provider and exporter and the first Indian software firm to exceed sales of US$4 billion. TCS has delivery centres around the globe including in the United States, the United Kingdom, Hungary, Brazil, Uruguay and China, as well as India.

Tata Sons promoted entities promoted India's first airline, Tata Airlines, which later became Air India (India's national carrier), as well as India's largest general insurance company, New India Assurance Company Limited, both of which were subsequently taken over by the government as part of the GoI's nationalisation program. In 1999, entities promoted by Tata Sons also invested in several telephone and telecommunication ventures, including acquiring a significant portion of the GoI's equity stake in the then state owned Videsh Sanchar Nigam Limited ("**VSNL**"), which was subsequently renamed, Tata Communications Limited and is one of the world's largest wholesale voice carriers. Tata Sons promoted companies are building multinational businesses that aspire to achieve growth through excellence and innovation, while balancing the interests of shareholders, employees and society.

The Company has for many years been a licensed user of the "**Tata**" brand owned by Tata Sons, and thus have both gained from the use of the Tata brand and common brand equity as well as helped to grow and sustain its brand equity. Tata Sons instituted a corporate identity program to re-position the brand to compete in a global environment. A substantial ongoing investment and recurring expenditure is undertaken by Tata Sons planned to develop and promote a strong, well-recognised and common brand equity, which is intended to represent for the consumer a high level of quality, service and reliability associated with products and services offered by the Tata Sons promoted entities.

Each of the Tata Sons promoted entities which have subscribed to the Tata Brand Equity & Business Promotion Scheme pays a subscription fee to use the "Tata" business name and trademarks and participate in and gain from the Tata brand equity as well as avail themselves of various services including legal, human resources, economics and statistics, corporate communications, public affairs services. The Company believes that it benefits from the use of and association with the "Tata" brand identity and accordingly, Tata Motors Limited and certain of its subsidiaries have subscribed to the Tata Brand Equity & Business Promotion Agreement and agreed to pay an annual subscription fee to Tata Sons which is in the range of 0.15-0.25 per cent. of the annual net income (defined as net revenues exclusive of excise duties and other governmental taxes and non-operating income), subject to a ceiling of 5 per cent. of annual profit before tax (defined as profit after interest and depreciation but before income tax). In some of the past years, Tata Sons has lowered the absolute amount of subscription fee, considering its outlay for activities related to brand promotion and protection in those years. In Fiscal 2012, 2013 and 2014 Tata Motors Limited on a standalone basis paid an amount less than 0.25 per cent. of its annual net income as per Indian GAAP. Pursuant to the Company's licensing agreement with Tata Sons, it has also undertaken certain obligations for the promotion and protection of the Tata brand identity licensed to the Company under the agreement. The agreement can be terminated by written agreement between the parties, by Tata Sons upon a breach of the terms of the agreement by the Company and its failure to remedy the same, or by Tata Sons upon providing six months' notice for reasons to be recorded in writing. The agreement can also be terminated by Tata Sons upon the occurrence of certain specified events, including liquidation.

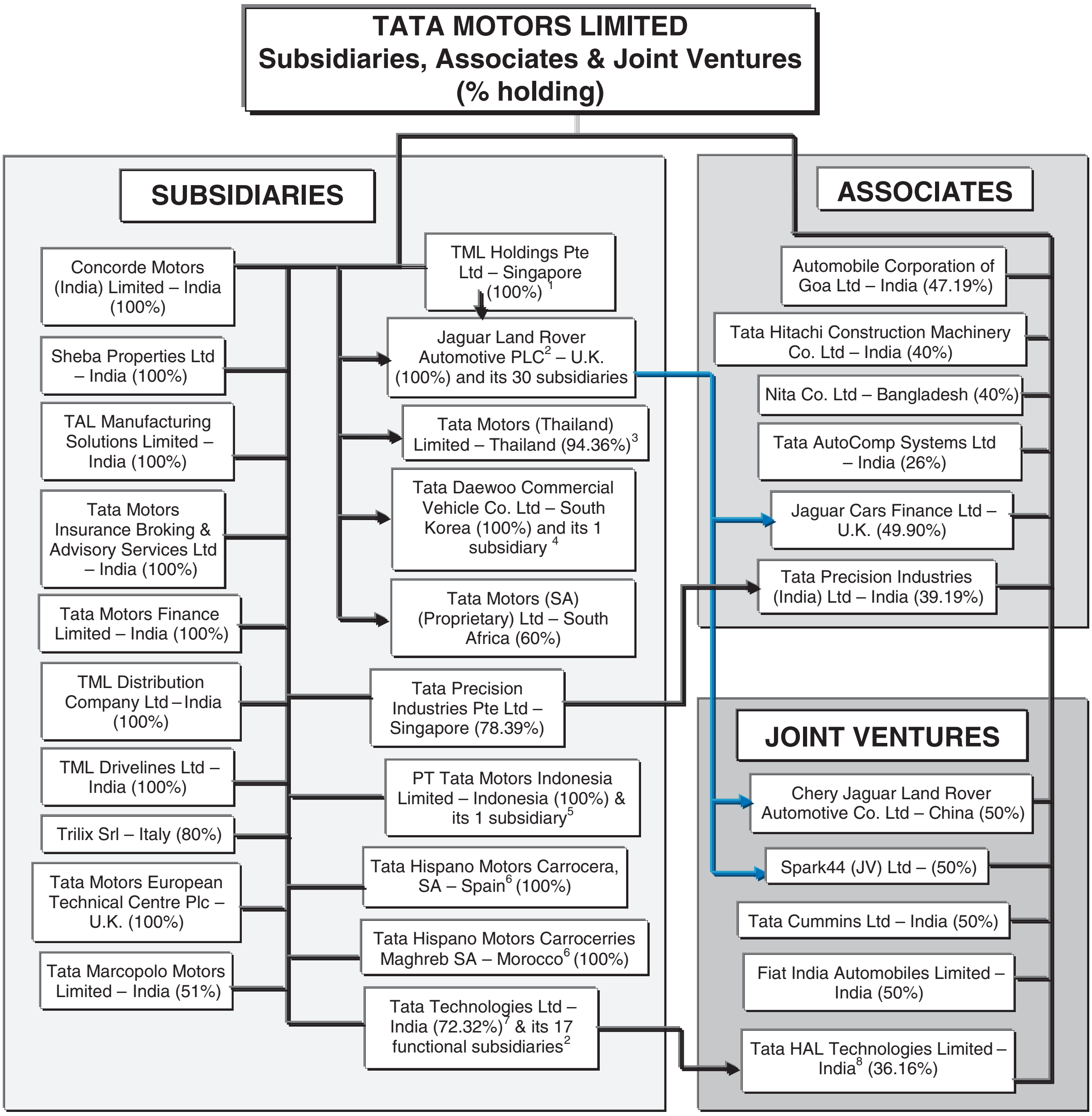
The Tata Sons promoted entities have sought to continue to follow the ideals, values and principles of ethics, integrity and fair business practices espoused by the founder of Tata Sons, Mr. Jamsetji Tata, and his successors. To further protect and enhance the Tata brand equity, these values and principles have been articulated in the Tata Code of Conduct, which has been adopted by Tata promoted entities. The Tata Trust have also made significant contributions towards national causes through promotion of public institutions in the field of science, such as the Indian Institute of Science and the Tata Institute of Fundamental Research and in the field of social services through the Tata Institute of Social Sciences, the Tata Memorial Hospital and the National Center for the Performing Arts and more recently the Tata Medical Center at Kolkata for cancer patients set up by the Tata Trusts and supported by Tata Sons and promoted companies. The Tata Trust is one among the largest charitable foundations in India.

Some of the Tata Sons promoted entities hold shares in other companies promoted by Tata Sons. Similarly, some of the Company's directors hold directorships on the boards of Tata Sons and/or other Tata Sons promoted entities. However, there are no voting agreements, material supply or purchase agreements or any other relationships or agreements that have the effect of binding the Company with other Tata Sons promoted entities at management, financial or operational levels. With the exception of Tata Steel, which under the Company's Articles of Association has the right to appoint one director on the Company's Board, Tata Sons or its subsidiaries do not have any special contractual or other power to appoint the Company's directors or management. They have only the voting power of their shareholdings in the Company. Except as set forth in the table below under the heading "*Tata Motors Group — Subsidiaries and Affiliates*" and except for approximately a 15.38 per cent. equity interest in Tata Services Ltd, a 12.47 per cent. equity interest in Tata International Limited, a 9.55 per cent. equity interest in Tata Industries Limited and a 6.67 per cent. equity interest in Tata Projects Ltd, the Company's shareholdings in other Tata Sons promoted entities are generally insignificant as a percentage of their respective outstanding shares or in terms of the amount of the Company's investment or the market value of its shares of those companies.

Tata Motors Group

Subsidiaries, Joint Ventures and Associates

The subsidiaries, associates and joint ventures of the Company together with the Company forms the Tata Motors Group under Indian Law as of 30 June 2014, the details of which are set forth in the chart below:



Note: With respect to certain subsidiaries and affiliates, where the Company has a joint venture partner, voting on certain items of business may be based on affirmative voting provisions and Board participation clauses in the relevant joint venture agreement(s).

(1) Holding Company of Jaguar Land Rover Automotive Plc, Tata Daewoo Commercial Vehicle Co. Limited with effect from 23 December 2013, Tata Motors (Thailand) Limited with effect from 30 January 2014 and Tata Motors (SA) (Proprietary) Limited with effect from 27 March 2014.

(2) These subsidiaries are based in many countries outside India.

(3) Shareholding increased from 90.82% to 94.36% with effect from 11December 2013.

(4) Holding in its subsidiary, Tata Daewoo Commercial Vehicle Sales and Distribution Co. Ltd. is 100%.

(5) Holding in PT Tata Motors Distribusi Indonesia subsidiary is 99.99%.

(6) Winding down of operations with effect from 20 September 2013.Sold and transferred shares of Tata Hispano Motors Carrocerries Maghreb SA, its 100% Moroccan subsidiary, with effect from 23 June 2014 to the Company.

(7) The holdings in these 17 subsidiaries range between 72.32% and 72.52%.

(8) Is a Joint Venture of Tata Technologies Limited.

Employees

As of 30 June 2014, the Company's operations included 70 consolidated subsidiaries, five joint ventures and five equity method affiliates, in respect of which it exercises significant influence and it had approximately 68,748 permanent employees, including approximately 40,247 permanent employees at its consolidated subsidiaries and joint operations.

Property, Plants and Equipment

Facilities

The Company operates six principal automotive manufacturing facilities in India:

- The first facility was established in 1945 at Jamshedpur in the State of Jharkhand in eastern India.

- Construction of the second facility commenced in 1966 (with production commencing in 1976) at Pune, in the State of Maharashtra in western India.

- Construction of third facility commenced in 1985 (with production commencing in 1992) at Lucknow, in the State of Uttar Pradesh in northern India.

- Fourth facility is located at Pantnagar in the State of Uttarakhand, India, which commenced operations in Fiscal 2008.

- Fifth facility is located at Sanand in Gujarat in western India for manufacturing of the Nano, which commenced operations in June 2010.

- Sixth plant for manufacturing Tata Marcopolo buses under the Company's joint venture with Marcopolo and LCVs at Dharwad in Karnataka (which also produces buses in Lucknow).

The Jamshedpur, Pune, Sanand, Pantnagar and Lucknow manufacturing facilities have been accredited with ISO/TS 16949:2000(E) certification.

The manufacturing facilities of TDCV are based in Gunsan, South Korea. TDCV has received the ISO/TS 16949 certification, an international quality systems specification given by SGS UK Ltd., an International Automotive Task Force, or IATF, accredited certification body. It is the first South Korean automobile original equipment manufacturer to be awarded an ISO/TS 16949 certification.

Fiat India Automobiles Limited, the Company's joint arrangement with Fiat Group, has its manufacturing facility located in Ranjangaon, Maharashtra. The plant is used for manufacturing Tata and Fiat branded cars and engines, and transmissions for use by both partners.

Tata Motors (Thailand) Limited is the Company's joint venture with Thonburi, and has a manufacturing facility located in Samutprakarn province, Thailand. The facility is used for the manufacture and assembly of pickup trucks.

Following the Company's acquisition of Jaguar Land Rover, it currently operates three principal automotive manufacturing facilities in the United Kingdom at Solihull, Castle Bromwich, and Halewood and has two product development facilities in the United Kingdom at Gaydon and Whitley. Most of these facilities are owned as freehold estates or are held through long-term leaseholds, generally with nominal rents. A new advanced engine facility is being established at Wolverhampton in the United Kingdom's Midlands area to manufacture low-emission engines.

Jaguar Land Rover and Chery Automobile intend to accelerate plans to build a joint venture manufacturing plant for the Chery Jaguar Land Rover Automotive Co. Limited joint venture in Changshu, near Shanghai, as part of a RMB10.9 billion investment that will also include a new research and development center and engine production facility. The two companies plan to complete the Changshu facility in Jiangsu province in 2014. Construction of a new engine plant for production of fuel efficient engines is also contemplated under the joint venture agreement.

Jaguar Land Rover's new Engine Manufacturing Centre in the UK is essential to support the Company's long-term strategic growth plans and will be the home for a new generation of technologically advanced, lightweight 4-cylinder low emission diesel and gasoline engines. Reinforcing Jaguar Land Rover's commitment to manufacturing and innovation in the United Kingdom, the Company expects to increase investment in the facility to over £500 million from £355 million. This is anticipated to almost double the number of highly skilled engineering and manufacturing jobs at the plant, taking the total number of people who will be employed at the site to almost 1,400. The facility is the first in the Jaguar Land Rover's history to be entirely designed and specified by Jaguar Land Rover. With an area of almost 100,000 square meters, the plant is intended to include an engine testing centre alongside the manufacturing and assembly halls. The facility will endeavour to meet the highest standards of sustainable production and will feature a variety of energy efficiency technologies. The new Engine Manufacturing Centre is expected to open later this year with the first engines expected to be produced in 2015.

TMSA, the Company's joint venture with Tata Africa Holdings (SA) (Pty.) Limited for the manufacture and assembly operations of its LCVs and M&HCVs in South Africa, owns and operates a manufacturing facility located in Rosslyn, South Africa.

Environmental Issues

Tata Motors Limited

As with other participants in the automobile industry around the world, the Company is exposed to regulatory risks related to climate change. The design and development of fuel efficient vehicles and vehicles running on alternative renewable energy have become a priority as a result of fossil fuel scarcity escalating price and growing awareness about energy efficiency among customers.

The Company has adopted the Tata Group Climate Change Policy which addresses key climate change issues related to products, processes and services. The Company is committed to reduction of greenhouse gases emissions throughout the lifecycle of the Company's products and development of fuel efficient and low greenhouse gas emitting vehicles, as an integral part of its product development and manufacturing strategy.

Considering the climate change risk, the Company is actively involved in partnerships with technology providers to embrace energy efficient technologies not only for products but also for processes and are also participating actively in various national committees in India, which are working on formulating policies and regulations for improvement of the environment, including through reduction of greenhouse gases.

India, as a party to the United Nations Framework Convention on Climate Change, 1992 and its Kyoto Protocol, 1997, has been committed to addressing the global problem on the basis of the principle of "common but differentiated responsibilities and respective capabilities" of the member parties. At present, there are no legally binding targets for greenhouse gas reductions for India as it is a developing country. There are, however, opportunities for minimising energy consumption through elimination of energy losses during manufacturing, thereby reducing manufacturing costs and increasing productivity.

In order to manage regulatory and general risks of climate change, the Company is increasingly investing in the design and development of fuel efficient and alternative energy vehicles, in addition to implementing new advanced technologies to increase efficiency of the Company's internal combustion engines. The Company has manufactured CNG versions of buses, LCVs, and the ACE Xenon, as well as an LPG version of the Indica passenger vehicle.

In September 2010, Tata Motors Limited presented CNG-Electric hybrid low-floor Starbuses to the Delhi Transport Corporation. This was the first time in India that hybrid buses would be used for public transportation. The Tata hybrid Starbus offers improvements in fuel economy compared to a conventional bus. The usage of this technology leads to lower emissions thereby contributing to cleaner air and a greener, more environment-friendly commercial passenger transportation application. Furthermore, the Company has developed a fuel cell powered bus which will undergo road trials shortly.

Moreover, the Company is using refrigerants such as R134A in its products in order to minimise its contribution towards greenhouse gas emissions. The Company also ensures that no refrigerant is released to atmosphere during any service, repair and maintenance of the air-conditioning systems of its vehicles by first recovering the refrigerant charge before the system is serviced and recharged. In addition, since 2009, the Company has voluntarily disclosed fuel efficiency information for its passenger vehicles in India in accordance with a decision by SIAM. The Company is also continually in the process of developing products to meet the current and future emission norms in India and other countries. For example, it offers products which meet the Bharat Stage III and Bharat Stage IV norms in India and Euro V norms in International markets.

The Company also strives to increase the proportion of energy sourced from renewables. As one of its prime objectives, the Company has endeavoured to incorporate environmentally sound practices in its processes, products and services. The Company's manufacturing facilities at Pune, Jamshedpur, Lucknow, Sanand, Dharwad and Pantnagar in India, each have an Environmental Management System in place and have achieved ISO-14001 certification. The Company has been implementing various Environment Management Programs on energy conservation such as reduction in electricity and fuel consumption with resulting reductions in greenhouse gas emissions. The Company is actively working towards a shift to gas fuels to meet process heat requirements.

Jaguar Land Rover

The Company's production facilities are subject to a wide range of environmental, health and safety requirements. These requirements address, among other things, air emissions, wastewater discharges, accidental releases into the environment, human exposure to hazardous materials, the storage, treatment, transportation and disposal of wastes and hazardous materials, the investigation and clean-up of contamination, process safety and the maintenance of safe conditions in the workplace. Many of the Company's operations require permits and controls to monitor or prevent pollution. The Company has incurred, and will continue to incur, substantial ongoing capital and operating expenditures to ensure compliance with current and future environmental, health and safety laws and regulations or their more stringent enforcement. Other environmental, health and safety laws and regulations could impose restrictions or onerous conditions on the availability or the use of raw materials the Company needs for its manufacturing process.

The Company's manufacturing process results in the emission of greenhouse gases such as carbon dioxide. The EU Emissions Trading Scheme, an EU-wide system in which allowances to emit greenhouse gases are issued and traded, is anticipated to cover more industrial facilities and become progressively more stringent over time, including by reducing the number of allowances that will be allocated free of cost to manufacturing facilities. In addition, a number of further legislative and regulatory measures to address greenhouse gas emissions, including national laws and the Kyoto Protocol, 1997 are in various phases of discussion or implementation. These measures could result in increased costs to: (i) operate and maintain the Company's production facilities; (ii) install new emissions controls; (iii) purchase or otherwise obtain allowances to emit greenhouse gases; and (iv) administer and manage the Company's greenhouse gas emissions program.

Many of the Company's sites have an extended history of industrial activity. The Company may be required to investigate and remediate contamination at those sites, as well as properties at which it formerly conducted operations, regardless of whether the Company caused the contamination or whether the activity causing the contamination was legal at the time it occurred. In connection with contaminated properties, as well as the Company's operations generally, it also could be subject to claims by government authorities, individuals and other third parties seeking damages for alleged personal injury or property damage resulting from hazardous substance contamination or exposure caused by its operations, facilities or products. The Company could be required to establish or substantially increase financial reserves for such obligations or liabilities and, if it fails to accurately predict the amount or timing of such costs, the related impact on its business, financial condition or results of operations could be material.

The Company has a good health and safety record. The Company maintains its plants and facilities with a view to meeting these regulatory requirements and have also put in place a compliance reporting and monitoring process which is intended to help the Company to mitigate risk.

Production Capacity

The following table shows the Company's production capacity as of 31 March 2014 and production levels by plant and product type in Fiscal 2014 and 2013:

	Fiscal Year ended 31 March		
	Production Capacity	Production (Units) 2014	Production (Units) 2013
Tata Motors Plants in India*			
Medium and Heavy Commercial Vehicles, Light Commercial Vehicles, Utility Vehicles, Passenger Cars,	1,625,000	513,442	773,238
Jaguar Land Rover**			
Utility Vehicles, Passenger Cars	514,000	439,120	385,787
Other Subsidiary companies plants (excluding Jaguar Land Rover)***			
Medium & Heavy Commercial Vehicles, Buses & bus body and Pick-up trucks	58,750	22,162	28,272
Joint ventures** (Passenger Cars)**	100,000	30,702	23,968

* This refers to estimated production capacity on a double shift basis for all plants (except Uttarakhand plant for which capacity is on three shift basis) for manufacture of vehicles and replacement parts.

** Production capacity is on three shift basis.

*** The plants are located in South Korea, Morocco, South Africa and Thailand. Production capacity of plants at Morocco are on single shift basis.

**** Excludes Production of Engines / Powertrains.

Properties

The Company produces vehicles and related components and carry out other businesses through various manufacturing facilities. In addition to its manufacturing facilities, the Company's properties include sales offices and other sales facilities in major cities, repair service facilities and research and development facilities.

The following table sets forth information, with respect to the Company's principal facilities, a substantial portion of which are owned by it as of 30 June 2014. The remaining facilities are on leased premises.

Location	Facility or Subsidiary / Joint Ventures Name	Principal Products or Functions
India		
In the State of Maharashtra		
Pune (Pimpri, Chinchwad, Chikhali[(1)], Maval)	Tata Motors Ltd.	Automotive vehicles, components & research & development
Pune (Chinchwad)	TAL Manufacturing Solutions Ltd.	Factory automation equipment and services
Pune (Hinjewadi)[(1)]	Tata Technologies Ltd.	Software consultancy and services
Mumbai, Pune	Tata Motors Ltd./Concorde Motors (India) Ltd./Tata Motors Finance Ltd.	Automobile sales & service and vehicle financing
Nagpur[(1)]	TAL Manufacturing Solutions Ltd.	Production of advanced composite floor beams including machining of metal fittings for Boeing 787 Dreamliner
Satara	Tata Cummins Ltd	Automotive engines
Pune (Ranjangaon)	Fial India Automobiles Ltd.	Automotive vehicles & components
In the State of Jharkhand		
Jamshedpur	Tata Motors Ltd.	Automotive vehicles, components and research and development
Jamshedpur	TML Drivelines Ltd.	Axles and transmissions for M&HCVs
Jamshedpur	Tata Cummins Ltd	Automotive engines
In the State of Uttar Pradesh		
Lucknow[(1)]	Tata Motors Ltd.	Automotive vehicles, parts and research and development
	Tata Marcopolo Motors Ltd.	Bus bodies
In the State of Karnataka		
Dharwad	Tata Motors Ltd.	Automotive vehicles & components, spare parts and warehousing
	Tata Marcopolo Motors Ltd.	Bus body manufacturing
Bangalore[(2)]	Concorde Motors (India) Ltd.	Automobile sales and service

Location	Facility or Subsidiary / Joint Ventures Name	Principal Products or Functions
In the State of Uttarakhand		
Pantnagar[(1)]	Tata Motors Ltd.	Automotive vehicles & components
In the State of Gujarat		
Sanand	Tata Motors Ltd.	Automotive vehicles & components
Rest of India		
Hyderabad[(2)] & Chennai[(1)]	Concorde Motors (India) Ltd.	Automobile sales and service
Cochin, Delhi	Concorde Motors (India) Ltd	Automobile sales and service
Various other properties in India	Tata Motors Ltd./Tata Motors Finance Ltd.	Vehicle financing business (office/ residential)
Outside India		
Singapore	Tata Technologies Pte Ltd	Software consultancy and services
Republic of Korea	Tata Daewoo Commercial Vehicle Co. Ltd.	Automotive vehicles, components and research and development
Thailand	Tata Motors (Thailand) Ltd.	Pick-up trucks
	Tata Technologies (Thailand) Ltd.	Software consultancy and services
United Kingdom	Tata Motors European Technical Centre	Engineering consultancy and services
	INCAT International PLC ,Tata Technologies Europe Ltd & Cambric UK Ltd	Software consultancy and services
United Kingdom		
- Solihull	Jaguar Land Rover	Automotive vehicles & components
- Castle Bromwich	Jaguar Land Rover	Automotive vehicles & components
- Halewood	Jaguar Land Rover	Automotive vehicles & components
- Gaydon	Jaguar Land Rover	Research & product development
- Whitley	Jaguar Land Rover	Headquarters and research & product development
Spain	Tata Hispano Motors Carrocera S.A.	Bus body service
Morocco	Tata Hispano Motors Carrocerries Maghreb.	Bus body manufacturing and service
South Africa	Tata Motors (SA) (Proprietary)	Manufacture and assembly operations of vehicles
Indonesia	PT Tata Motors Indonesia	Distribution of vehicles
Rest of the world	Tata Technologies Group of Companies	Software consultancy and services
	Jaguar Land Rover	National sales companies Regional sales offices

Notes:

(1) Land at each of these locations is held under an operating lease.

(2) Some of the facilities are held under operating lease and some are owned.

Substantially all of the Company's owned properties are subject to mortgages in favor of secured lenders and debenture trustees for the benefit of secured debenture holders. A significant portion of the Company's property, plant and equipment (except those in the United Kingdom) is pledged as collateral securing indebtedness incurred by it. The Company believes that there are no material environmental issues that may affect its utilisation of these assets.

The Company has additional property interests in various locations around the world for limited manufacturing, sales offices, and dealer training and testing. The majority of these are housed within leased premises.

Capital work in progress, as at 30 June 2014 includes building of Rs.3,098.8 million (US$51.6 million) on leased land located in the State of West Bengal in India for the purposes of manufacturing automobiles. For further information regarding the current legal proceedings with respect to the leased land, see "— *Business Description — Legal Proceedings*" section of this Offering Circular. Based on the management's assessment, no adjustments to the carrying amount of buildings are considered necessary.

The Company considers all of its principal manufacturing facilities and other significant properties to be in good condition and adequate to meet the needs of its operations.

Legal Proceedings

Overview

In the normal course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel where appropriate. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses which are considered reasonably possible, but not probable, the Company provides disclosure in the financial statements, but does not record a liability in its financial statements unless the loss becomes probable. Should any new developments arise, such as a change in law or rulings against the Company, the Company may need to make provisions in its financial statements, which could adversely impact its reported financial condition and results of operations. Furthermore, if significant claims are determined against the Company and the Company is required to pay all or a portion of the disputed amounts, there could be a material adverse effect on its business and profitability. There are claims against the Company which pertain to motor accident claims in India (involving vehicles that were damaged in accidents while being transferred from the Company's manufacturing plants to regional sales offices), product liability claims and consumer complaints. Some of these cases relate to replacement of parts of vehicles and/or compensation for deficiency in services provided by the Company or its dealers.

In June 2011, the newly elected State Government of West Bengal (referred to as the "**State Government**"), enacted legislation to cancel the Company's land lease agreement entered into for the purpose of establishing a manufacturing facility for automobiles at Singur. The Company subsequently challenged the legal validity of the legislation. In June 2012, the Calcutta High Court (referred to as the "**High Court**"), ruled against the validity of the legislation and restored the Company's rights under the land lease agreement. The State Government has appealed to the Supreme Court of India. Proceedings at the Supreme Court are continuing as of the date of this Offering Circular.

The Company expects that the High Court's judgment, which the Company believes to be based on an established position of law, will be upheld.

In South Korea, the Company's union employees had filed a lawsuit to include some elements of non-ordinary salary and bonus as part of ordinary wages. The district court ruled in favor of the union employees on January 2013 and ordered TDCV to pay the employees KRW17.2 billion and interest, up to the period of lawsuit. The Company has recorded a provision of KRW43.6 billion (Rs.2,124 million) (through 31 March 2013) in Fiscal 2013 in respect of this lawsuit. TDCV has filed an appeal against the order which is still pending. In December 2013, in a case involving an unaffiliated company the Supreme Court of South Korea laid down guidelines and principles of determining the elements which could be considered as part of ordinary wage and the principles to be considered for determining the applicability of such claims on a retrospective basis. The Labour Union has formally withdrawn its claim in respect of five elements out of total 12 elements which were part of the original claim. Accordingly, TDCV reversed provision of KRW13.4 billion (Rs.748 million) in Fiscal 2014 for such five items and recorded a provision of KRW45.8 billion (Rs.2,565 million) up to 31 March 2014 in respect of this lawsuit. On 18 April 2014, the High Court ordered mediation, to which the Union did not concur. At present this matter is pending before the High Court.

Board of Directors

Under the Company's Articles of Association, the number of its directors cannot be less than three or more than fifteen. At present, the Company's board comprises ten directors.

Article 127 of the Company's Articles of Association provides that the Board of Directors of Tata Steel owns, as of 30 June 2014, 5.40 per cent. of the Company's Ordinary Shares and none of 'A' Ordinary Shares, has the right to nominate one director, the "Steel Director" to the Board. Mr. Cyrus P. Mistry was appointed as a nominee director of Tata Steel with effect from 29 May 2013.

In addition, the Company's Articles of Association provide that: (a) its debenture holders have the right to nominate one director; a Debenture Director, if the trust deeds relating to outstanding debentures require the holders to nominate a director; and (b) financial institutions in India, have the right to nominate two directors, the "Financial Institutions Directors", to the Board pursuant to the terms of the loan agreements. Currently, there is no Debenture Director or Financial Institutions Director on the Board. The Company's directors are not required to hold any of its Shares by way of qualification.

As of 30 June 2014, the Company's directors and senior management, in their sole and joint names, beneficially held an aggregate of 19,500 Ordinary Shares (approximately 0.0007 per cent. of its issued share capital) and 2,930 'A' Ordinary Shares (approximately 0.0006 per cent. of its issued share capital).

Mr. Karl Slym served as the Managing Director since 13 September 2012. He led all operations of the Company in India and in international markets. Mr. Slym ceased to be the Managing Director of the Company upon his demise on 26 January 2014. The position of Managing Director is vacant as of the date of this Offering Circular. As an interim measure, a CSC was constituted to provide oversight of strategy and key aspects of the Company's operations.

Mr. Cyrus P. Mistry chairs the CSC, comprising of Mr Pisharody, Mr Borwankar and other officers of the Company, as well as the New Product Design and Engineering Review meetings.

The following table provides information about the Company's Directors, Executive Officers and Chief Financial Officer as at 30 June 2014:

Name	Position	Date of birth/ business address(1)	Year appointed as director or Executive Officer or Chief Financial Officer	Expiration of term	Number of Ordinary Shares of Rs.2 each beneficially owned as of June 30, 2014 (2)	Number of 'A' Ordinary shares of Rs.2 each beneficially owned as of June 30, 2014 (2)
Cyrus P. Mistry. . . .	Chairman	4 July 1968	2012	Non-rotational	14,500	NIL
N.N. Wadia	Director	15 February 1944	1998	2019	NIL	NIL
R.A. Mashelkar. . . .	Director	1 January 1943	2007	2017	NIL	NIL
Nasser Munjee	Director	18 November 1952	2008	2019	NIL	NIL
Subodh Bhargava . .	Director	30 March 1942	2008	2017	NIL	NIL
V K Jairath	Director	27 December 1958	2009	2019	250	NIL
Ralf Speth	Director	9 September 1955	2010	2017	NIL	NIL
Falguni Nayar	Director	19 February 1963	2013	2019	NIL	NIL
Ravindra Pisharody .	Executive Director (Commercial Vehicles)	24 November 1955	2012	2015	NIL	50
S B Borwankar	Executive Director (Quality)	15 July 1952	2012	2016	NIL	NIL
C. Ramakrishnan(3) .	Chief Financial Officer	27 June 1955	2007	2015	5,000	2,880

(1) The business address of each of the Company's directors, Executive Officers and Chief Financial Officer, other than as described immediately below, is Bombay House, 24 Homi Mody Street, Mumbai 400 001. The business address of N.N. Wadia is The Wadia Group, C-1, Wadia International Centre (Bombay Dyeing), Pandurang Budhkar Marg, Worli, Mumbai 400 025, India; the business address of R. A. Mashelkar is "Raghunath", D-4, Varsha Park, Baner, Pune 411045, India; the business address of Nasser Munjee is Development Credit Bank Ltd, Peninsula Business Park, Tower 'A' 6th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, India; the business address of Subhodh Bhargava is Tata Communications Limited, 4th Floor, VSB Bangla Sahib Road, New Delhi - 110001, India; the business address of V K Jairath is 194-B, Kalpataru Horizon, S.K. Ahire Marg, Off Annie Besant Road, Worli, Mumbai 400018, Maharashtra, India; the business address of Ralf Speth is Jaguar Land Rover, Abbey Road, Whitley, Coventry, CV3 4LF, U K; the business address of S. B. Borwankar is Tata Motors Limited, Pune Works, Pimpri, Pune - 411 018; the business address of Falguni Nayar is FSN E-Commerce Ventures Pvt. Ltd., 104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road, Lower Parel (West), Mumbai-400 013.

(2) Each of the Company's Directors, Executive Officers and Chief Financial Officer beneficially owned less than 1 per cent. of the Company's Shares as of 30 June 2014.

(3) As per the Company policy, employees retire at the age of 60.

Set forth below is a short biography of each of the Company's directors, senior management and the CFO:

Mr. Cyrus P. Mistry (Chairman) was appointed as a Director of Tata Motors with effect from 29 May 2012, and as Deputy Chairman of the Company with effect from 7 November 2012. Mr. Mistry took over as Chairman from Mr. Ratan N. Tata on his retirement with effect from 28 December 2012.

Mr. Mistry was earlier Managing Director of the Shapoorji Pallonji group and was also responsible for building the infrastructure development division in the Shapoorji Pallonji group. Mr. Mistry is a Graduate of Civil Engineering from the Imperial College London in 1990 and has an MSc in Management from the London Business School in 1997. He was recently bestowed with the Alumni Achievement Award by the London Business School. On the demise of (Late) Mr Karl Slym, Managing Director of the Company on 26 January 2014, the CSC was constituted as an interim measure in order to provide greater focus and attention to the management of operations of the Company. Mr. Mistry is the Chairman of the CSC.

Mr. Nusli N. Wadia was educated in the UK, and is the Chairman of the Bombay Dyeing & Manufacturing Company Limited and also heads the Wadia Group. He is also the Chairman and acts as a trustee in various charitable institutions and non-profit organisations. He was appointed as an Independent Director of the Company with effect from 22 December 1998.

Dr. R. A. Mashelkar is an eminent chemical engineering scientist retired from the post of Director General from the CSIR and is the President of Indian National Science Academy, National Innovation Foundation, Institution of Chemical Engineers, UK and Global Research Alliance. The President of India honoured Dr. Mashelkar with the Padmashri in 1991, the Padmabhushan in 2000 and the Padma Vibhushan in 2014. Dr. Mashelkar holds a Ph.D. in Chemical Engineering from the Bombay University. He was appointed as an Independent Director of the Company with effect from 28 August 2007.

Mr. Nasser Munjee served with HDFC for over 20 years at various positions including as its Executive Director. He was the Managing Director of Infrastructure Development Finance Co. Limited up to March 2004. Presently he is the Chairman of Development Credit Bank since June 2005 and is also on the Board of various Multinational Companies and Trusts. Mr. Munjee is a Technical Advisor on the World Bank-Public Private Partnership Infrastructure and Advisory Fund. Mr. Munjee holds a Bachelor's degree and a Master's degree from the London School of Economics, UK. He was appointed as an Independent Director of the Company with effect from 27 June 2008.

Mr. Subodh Bhargava retired from Eicher Group of Companies as Group Chairman and Chief Executive in March 2000. He was the past President of the Confederation of Indian Industry and the Association of Indian Automobile Manufacturers and the Vice President of the Tractor Manufacturers Association. He is currently associated as a Director of several Indian corporations, including Tata Communications Limited and Tata Steel Limited. Mr. Bhargava holds a degree in Mechanical Engineering from the University of Roorkee. He was appointed as an Independent Director of the Company with effect from 27 June 2008.

Mr. V. K. Jairath served as the Principal Secretary (Industries) of the Government of Maharashtra and has over 25 years of experience in public administration, rural development, poverty alleviation, infrastructure, finance, industry, urban development and environmental management occupying various important positions in the GoI and the State Government of Maharashtra. Mr. Jairath holds a Bachelor of Arts Degree in Public Administration and Bachelor of Laws Degree from the Punjab University and a Masters in Economics from the University of Manchester, UK. He joined Indian Administrative Service in 1982. He was appointed as an Independent Director of the Company with effect from 31 March 2009.

Dr. Ralf Speth was appointed to the post of CEO at Jaguar Land Rover on 18 February 2010. He is on the Board of Directors of Jaguar Land Rover Automobile PLC, UK. Dr. Speth earned a degree in Engineering from Rosenheim University, Germany and holds a Doctorate of Engineering in Mechanical Engineering and Business Administration from Warwick University. Having served BMW for 20 years, Dr. Speth joined Ford Motor Company's Premier Automotive Group as Director of Production, Quality and Product Planning. He was appointed as a Director of the Company with effect from 10 November 2010.

Ms. Falguni Nayar has spent over 19 years with Kotak Mahindra Bank with the last six years as Managing Director and CEO of Kotak Investment Bank. She is currently the founder and CEO of Nykaa.com, an online shopping website for beauty and wellness products and also offers an online magazine, expert advice and virtual makeover tools. She was recognised as the 'Top Business Woman' by Business Today in 2009 and 2011 and has received the FICCI Ladies Organisation award for 'Top Woman Achiever' in the field of banking in 2008. She holds a B.Com degree from the Mumbai University and a PGDM from IIM, Ahmedabad. She was appointed as an Independent Director of the Company with effect from 29 May 2013.

Mr. R Pisharody is the Executive Director (Commercial Vehicles) since 21 June 2012 having joined Tata Motors as Vice President Commercial Vehicles (Sales & Marketing) in 2007. He is also on the board of various Tata Motors Group Companies. Before joining the Company, he worked with Castrol Ltd., a subsidiary of BP, and with Philips India, a subsidiary of the Dutch company in various roles. Mr. Pisharody is an alumnus of IIT, Kharagpur and IIM, Kolkata.

Mr. S. B. Borwankar started his career with Tata Motors in 1974, as a Graduate Engineer Trainee and is currently the Executive Director (Quality) with effect from 21 June 2012. He has worked in various executive positions, for overseeing and implementing product development, manufacturing operations and quality control initiatives of the Commercial Vehicles Business Unit. He has played a significant role in setting up greenfield projects of the Company. Mr. Borwankar is a Mechanical Engineer from IIT, Kanpur.

Mr. C. Ramakrishnan (Chief Financial Officer) started his career with Tata Motors in 1980. As CFO, he is responsible for Finance, Accounts, Taxation, Business Planning, Investor Relations, Treasury, CRM & DMS and IT. Before becoming CFO of Tata Motors, Mr. Ramakrishnan was with the Tata Sons - Chairman's Office for seven years. He is on the Board of several Tata Companies including Tata Technologies Limited, Tata Cummins Limited, Tata Motors Finance Limited, Jaguar Land Rover Automotive Plc., U.K., Jaguar Land Rover India Limited, Tata Hispano Motors Carrocera, S.A., Tata Motors Thailand Limited, Tata Daewoo Commercial Vehicle Co. Limited, South Korea, Tata Motors (SA) (Proprietary) Limited, Sheba Properties Limited, Fiat India Automobiles Limited and TML Holdings Pte. Limited. Mr. Ramakrishnan is a Chartered Accountant and a Cost Accountant. Mr. Ramakrishnan was appointed as the CFO of Tata Motors with effect from 18 September 2007. There is no family relationship between any of the Company's directors, Executive Officers or CFO.

Board Practices

The Board size of ten directors is commensurate with the Company's size and consistent with other companies in the industry. The Board consists of executive, non-executive and independent directors. Appointments of new directors are considered by the full Board and the Company's shareholders at each year's Annual General Meeting.

The roles of the Chairman and the CEO are distinct and separate with appropriate powers being delegated to the Managing Director to perform the day to day activities of the Company. As of the date of this Offering Circular, the CSC is delegated with operational oversight of the Company while the position of Managing Director remains vacant.

The Board, along with its Committees, provide leadership and guidance to the Company's management, in particular with respect to corporate governance, business strategies and growth plans, the identification of risks and their mitigation strategies, entry into new businesses, product launches, demand fulfilment and capital expenditure requirements, and the review of the Company's plans and targets.

The Board has delegated powers to the Committees of the Board through written/stated specific terms of reference/scope and oversees the functioning operations of the Committees through various circulars/minutes circulated to it. The Committees operate as empowered agents of the Board as per their charter/terms of reference.

The Board also undertakes the Company's subsidiaries' oversight functions through review of their performance against their set targets, advises them on growth plans and where necessary, gives strategic guidelines. While all the Company's subsidiaries have their respective Board of Directors and their management is responsible for their performance, its Board oversees the performance of the Company's subsidiaries on a quarterly basis to have an oversight over the performance and functioning of the Company's subsidiary companies. The Company's Audit Committee also has a meeting wherein the CEO and the CFO of its subsidiary companies meet annually and make presentations on significant issues in audit, internal control and risk management. The minutes of the meetings of the Company's subsidiary companies are also placed before the Company's Board of Directors and attention is drawn to significant transactions and arrangements entered into by its subsidiary companies. For further information, see "*Directors and Senior Management — Board of Directors*".

Committees

The Audit Committee

The Audit Committee comprises of four independent directors, namely, N. Munjee, Chairman, R. A. Mashelkar, V. K. Jairath, and Falguni Nayar (appointed with effect from 29 May 2013). The scope of the Audit Committee includes:

- reviewing the quarterly/annual financial statements before submission to the Board, focusing primarily on:

  ➢ overseeing the Company's financial reporting process and the disclosure of its financial information, including earnings, press release, to ensure that the financial statements are correct, sufficient and credible;

  ➢ reviewing reports on the Management Discussion and Analysis of financial condition, results of operations and the Directors' Responsibility Statement;

  ➢ compliance with accounting standards and changes in accounting policies and practices;

  ➢ major accounting entries involving estimates based on exercise of judgment by management;

  ➢ draft Audit Report, qualifications, if any and significant adjustments arising out of audit;

  ➢ analysis of the effects of alternative GAAP methods on the financial statements;

  ➢ compliance with listing and other legal requirements concerning financial statements;

- ➢ scrutiny of inter corporate loans and investments; and

- ➢ disclosures made under the CEO and CFO certification and related party transactions to the Board and Shareholders;

- reviewing with the management, external auditor and internal auditor, adequacy of internal control systems and recommending improvements to the management;

- reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;

- recommending the appointment/removal of the statutory auditor, cost auditor, fixing audit fees, name of Audit firm and approving non-audit/consulting services provided by the statutory auditors' firms to the Company and its subsidiaries; evaluating auditors' performance, qualifications, experience, and independence and pending proceedings relating to professional misconduct, if any. It shall also ensure that the cost auditors are independent, have arm's length relationship and are also not otherwise disqualified at the time of their appointment or during their tenure;

- reviewing the adequacy of internal audit function, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the chief internal auditor;

- discussing with the internal auditor and senior management significant internal audit findings and follow-up thereon;

- reviewing the findings of any internal investigation by the internal auditor into matters involving suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board;

- discussing with the external auditor before the audit commences, the nature and scope of audit, as well as conduct post-audit discussions to ascertain any area of concern;

- reviewing the Company's financial and risk management policies;

- establishing and reviewing the functioning of the Vigil Mechanism under the Whistle-Blower policy of the Company and reviewing the functioning of the legal compliance mechanism;

- reviewing the financial statements and investments made by subsidiary companies and subsidiary oversight relating to areas such as adequacy of the internal audit structure and function of the subsidiaries, their status of audit plan and its execution, key internal audit observations, risk management and the control environment;

- looking into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;

- reviewing the effectiveness of the system for monitoring compliance with laws and regulations;

- approving the appointment of CFO after assessing the qualification, experience and background etc. of the candidate;

- engaging a registered valuer in case valuations are required in respect of any property, stocks, shares, debentures, securities, goodwill, assets, liabilities or net worth of the Company;

- reviewing and suitably reply to the report(s) forwarded by the auditors on the matters where auditors have sufficient reason to believe that an offence involving fraud, is being or has been committed against the Company by officers or employees of the Company;

- reviewing the system of storage, retrieval, display or printout of books of accounts maintained in electronic mode during the required period under law; and

- approving all or any subsequent modification of transactions with related parties.

The Audit Committee has also adopted policies for the approval of services to be rendered by the Company's independent statutory auditors, based on a procedure for ensuring such auditor's independence and objectivity, as well as for the oversight of audit work for streamlining the audit process across the Company's subsidiaries.

The Nomination and Remuneration Committee

The Nomination Committee and Remuneration Committees were merged into one Committee with effect from 8 November 2013 comprising of two independent directors, namely N. N. Wadia and S. Bhargava and one Non-Executive Director, namely Cyrus P. Mistry (appointed with effect from 14 February 2013). The Committee is empowered to:

- formulate the criteria for determining qualifications, positive attributes and independence of a director;

- recommend to the Board a policy relating to the remuneration for the directors (including specific remuneration packages for Executive Directors including pension rights and any compensation payment), key managerial personnel and other employees. While formulating the policy, it shall ensure that:

  ➢ the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

  ➢ relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

  ➢ remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

- identify persons who are qualified to become directors (including independent directors) and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. Whilst recommending appointment of Executive Directors, a balance between functional and business unit representatives may be considered;

- carry out evaluation of every director’s performance including review of remuneration of CEOs of certain significant subsidiaries; and

- take steps to refresh the composition of the Board from time to time.

The Company has not issued any stock options to its directors/employees.

Stakeholders Relationship Committee

Pursuant to the Companies Act, 2013, the Investors’ Grievance Committee was renamed as the Stakeholders’ Relationship Committee with effect from 8 November 2013, and is constituted by V. K. Jairath and Falguni Nayar (appointed with effect from 29 May 2013). The Committee oversees redressal of investors’ complaints pertaining to share/debenture transfers, non-receipt of annual reports, interest/dividend payments, issue of duplicate certificates, transmission (with or without legal representation) of shares and debentures, matters pertaining to the Company’s Fixed Deposit Program and other miscellaneous complaints. Its scope also includes delegation of powers to the Company’s executives or the share transfer agents to process share transfers and other investor-related matters.

The Executive Committee of the Board

The Committee comprises Cyrus P. Mistry, Chairman, N. N. Wadia, N. Munjee, S. Bhargava, Ravindra Pisharody and Satish Borwankar. This Committee came into effect on 25 July 2006, upon the dissolution of the Finance Committee and the Committee of the Board. The Committee reviews revenue and capital expenditure budgets, long-term business strategies and plans, the organisational structure of the Company, raising of finance, property related issues, review and sale of investments and the allotment of securities within established limits.

The Corporate Steering Committee

The Committee comprises Cyrus P. Mistry, Chairman, Ravindra Pisharody, Satish Borwankar, C Ramakrishnan, the CFO as well as the Chief Human Resource Officer, the President (Passenger Vehicle Business Unit) and the Head, Advanced and Product Engineering. The Committee was constituted as an interim measure upon the demise of the late Mr Karl Slym in January 2014, to provide oversight on strategy and key aspects of the Company’s operations. The CSC continues to provide guidance on the Company’s business strategies.

The Ethics and Compliance Committee

The Committee sets forth policies relating to the implementation of the Tata Code of Conduct for Prevention of Insider Trading, the recordation of monthly reports and dealings in securities by the “Specified Persons” and make decisions regarding penal action in respect of violations of the applicable regulations/the Code. It also implements appropriate actions in respect of violations of the Tata Code of Conduct. The Ethics and Compliance Committee comprises, V. K. Jairath and Falguni Nayar (appointed with effect from 29 May 2013). C. Ramakrishnan, the Company’s CFO, is the Compliance Officer under the Tata Code of Conduct.

The Safety, Health & Environment (the “SHE Committee”)

The Committee was constituted with the objective of reviewing Safety, Health and Environment practices. The Board of Directors, at its meeting held on 14 February 2013, constituted a Committee and adopted a Charter for the same. The SHE Committee comprises R. A. Mashelkar, Chairman, V. K. Jairath, Ravindra Pisharody and Satish Borwankar as members of this Committee.

Corporate Social Responsibility Committee (the "CSR Committee")

The CSR Committee was reconstituted on 8 November 2013 in accordance with the provisions of the Companies Act, 2013, comprising of R. A. Mashelkar, Chairman and Falguni Nayar as members of this Committee. Following are the terms of reference of the Committee:

- formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII;

- recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

- monitor the Corporate Social Responsibility Policy of the Company from time to time.

Apart from the Committees described above, the Board of Directors also constitutes committee(s) of directors with specific terms of reference as it may deem fit.

Employees

The Company employed approximately 68,998 permanent employees as of 30 June 2014, including as part of the Company's Jaguar Land Rover business and joint operations. The average number of flexible (temporary, trainee and contractual) employees for the first quarter of Fiscal 2015 was approximately 35,371 (including joint ventures).

The following table sets forth a breakdown of persons employed by the Company's business segments and by geographic location as of 30 June 2014.

Segment	No. of Employees
Automotive	62,231
Other	6,767
Total	68,998

Location	No. of Employees
India	43,196
Abroad	25,802
Total	68,998

Union Wage Settlements

All employees in India belonging to the operative grades are members of labour unions except at the Company's Sanand and Dharwad plants. The Company has generally enjoyed cordial relations with its employees at its factories and offices.

Employee wages are paid in accordance with wage agreements that have varying terms (typically three years) at different locations. The expiration dates of the wage agreements with respect to various locations/subsidiaries are as follows:

Location/subsidiaries	**Wage Agreement valid until**
Pune CVBU	31 August 2015
Pune PVBU	31 March 2016
Jamshedpur	31 March 2016
Mumbai	31 December 2015
Lucknow	31 March 2014*
Pantnagar	31 March 2015
Jaguar Land Rover	31 October 2014

* under negotiation

The Company strives to maintain cordial industrial relations environment in all its manufacturing units. In October 2013, at the Pantnagar plant there was a disagreement on bonus payment with the union and as a result the plant operations were shut down for four working days. The issue was resolved through conciliation proceedings with the union. The bonus paid was accepted and as of that date there is no dispute pending in this regard.

The variability in wage settlements was built in by introducing vehicles and profit linked payment scheme based on the index of various parameters such as quality, productivity, operating profit and individual's performance and attendance. As a result, the payment was high if the Company performed well and low if it did not.

Union support in implementation of reforms that impact quality, cost erosion and productivity improvements across all locations is commendable.

In South Korea, the Company's union employees had filed a lawsuit to include some elements of non-ordinary salary and bonus as part of ordinary wages. The district court ruled in favour of the union employees on January 2013 and ordered TDCV to pay the employees KRW17.2 billion and interest, up to the period of lawsuit. The Company has recorded a provision of KRW43.6 billion (Rs.2,124 million) (through 31 March 2013) in Fiscal 2013 in respect of this lawsuit. TDCV has filed an appeal against the order which is still pending. In December 2013, in a case involving an unaffiliated company the Supreme Court of South Korea laid down guidelines and principles of determining the elements which could be considered as part of ordinary wage and the principles to be considered for determining the applicability of such claims on a retrospective basis. The Labour Union has formally withdrawn its claim in respect of five elements out of total twelve elements which were part of the original claim. Accordingly, TDCV reversed provision of KRW13.4 billion (Rs.748 million) in Fiscal 2014 for such five items and recorded a provision of KRW45.8 billion (Rs.2,565 million) up to 31 March 2014 in respect of this lawsuit. On 18 April 2014, the High Court ordered mediation, to which the Union did not concur. At present this matter is pending before the High Court.

PRINCIPAL SHAREHOLDERS

The Company is a widely held, listed company with approximately 356,574, shareholders for Ordinary Shares and 43,960 shareholders for 'A' Ordinary Shares on record. To the best of its knowledge, as of 30 June 2014, the following persons beneficially owned 1 per cent. or more of 2,736,713,122 Ordinary Shares and 481,966,945 'A' Ordinary Shares outstanding at that time.

The following table shows the principal shareholders of the Guarantor, as shown in its share register at of 30 June 2014:

Ordinary Shares

Name of Shareholder	Holding	Percentage
Tata Sons Limited	702,333,345	25.67
Tata Steel Limited	147,810,695	5.40
Tata Industries Limited	68,436,485	2.50
Life Insurance Corporation of India	102,169,250	3.73
Europacific Growth Fund	55,477,262	2.03
Citibank N.A.(1)	581,674,545	21.25
ICICI Prudential Life Insurance Company Limited	31,082,892	1.14
Government of Singapore	31,694,974	1.16

*'A' Ordinary Shares**

Name of Shareholder	Holding	Percentage
Mathews Asia Dividend Fund	33,395,515	6.93
HSBC Global Investment Funds A/C HSBC Global Investment Funds Mauritius Limited	27,062,051	5.62
HDFC Trustee Company Limited - HDFC Equity Fund	22,195,750	4.61
HDFC Trustee Company Limited - HDFC Top 200 Fund	19,099,057	3.96
Merrill Lynch Capital Markets Espana S.A.S.V	15,139,005	3.14
Government of Singapore	13,632,495	2.83
Government Pension Fund Global	11,757,569	2.44
Swiss Finance Corporation (Mauritius) Limited	10,342,176	2.15
Skagen Global Verdipapirfond	8,226,456	1.71
SBI Magnum Taxgain Scheme	8,000,000	1.66
HDFC Trustee Company Limited - HDFC Prudence Fund	7,967,427	1.65
Franklin Templeton Investment Funds	7,450,000	1.55
The Master Trust Bank of Japan, Ltd. A/C HSBC Indian Equity Mother Fund	7,361,946	1.53
Pioneer Asset Management S.A. A/C Pioneer Asset Management S.A. on behalf of Pioneer Funds - Emerging Markets Equity	6,945,880	1.44
HDFC Trustee Company Limited - HDFC Tax Saverfund	6,685,418	1.39
D. E. Shaw Oculus Investments Bi-Fi 1 Mauritius Limited	6,500,000	1.35
Goldman Sachs (Singapore) Pte	5,802,961	1.20
Eastspring Investments India Equity Open Limited	5,422,770	1.13
Nomura Singapore Limited	5,305,167	1.10
Nordea Emerging Market Equities Fund	5,205,728	1.08
Morgan Stanley Asia (Singapore) Pte.	5,170,116	1.07
Macquarie Emerging Markets Asian Trading Pte. Ltd.	4,994,000	1.04

(1) Citibank, N.A. as depositary for the Company's ADRs and GDRs, was the holder on record on 30 June 2014 of 581,630,185 Shares and 44,360 Shares respectively on behalf of the beneficial owners of deposited shares.

* The ‘A’ Ordinary Shareholders are entitled to receive a dividend for any financial year at five percentage points more than the aggregate rate of dividend declared on Ordinary Shares for that financial year but are entitled to one vote for every ten ‘A’ Ordinary Shares held as per the terms of its issue and the Articles of Association of the Company

From 31 March 2011 to 30 June 2014, the holdings of the Company’s largest shareholder, Tata Sons Limited, have increased from 25.12 per cent. to 25.67 per cent. The holdings of Tata Steel Ltd. have increased from 4.79 per cent. as of 31 March 2011 to 5.40 per cent. as of 30 June 2014. The shareholding of Citibank N.A. as depositary for the Company’s ADRs and GDRs has increased from 17.29 per cent. to 21.25 per cent. The shareholding of Life Insurance Corporation of India Ltd. has decreased from 6.45 per cent. to 3.73 per cent.

According to the Company’s register of shareholders and register of beneficial shareholders, as of 30 June 2014, there were 70 registered holders of its shares with addresses in the United States, whose shareholdings represented approximately 0.03 per cent. of the Company’s outstanding Ordinary Shares on that date, excluding any of its shares held by United States residents in the form of depositary shares. Because some of these shares were held by brokers or other nominees, the number of record holders with addresses in the United States may be fewer than the number of beneficial owners in the United States.

The total permitted holding of Foreign Institutional Investors (the “**FIIs**”) in the Ordinary Share paid up capital has been increased to 35 per cent. by a resolution passed by the Company’s shareholders on 22 January 2004 and to 75 per cent. of the ‘A’ Ordinary Share paid up Capital approved by the RBI pursuant to their letter dated 31 October 2013. The FII holding as of 30 June 2014 in Ordinary Shares was approximately 27.78 per cent. and 67.06 per cent. in ‘A’ Ordinary Shares.

None of the Company’s shares of common stock entitles the holder to any preferential voting rights.

Under the Takeover Regulations of India, in the event of any acquisition of shares or voting rights, which, taken together with shares or voting rights held by the acquirer and by person acting in concert with such acquirer, aggregate to 5 per cent. or more of the shares, or any acquisition or disposal of 2 per cent. or more shares or voting rights, such person must file a report concerning the shareholding or the voting rights with the Company and the stock exchanges on which the Company’s Shares are traded. Disclosures would be applicable under the Insider Trading Regulations of India with respect to (i) any person who holds more than 5 per cent. shares or voting rights and any change in his holdings by 2 per cent. or more (ii) any person, who is a director or officer of the company on becoming a director or an officer of the company and any person who is a promoter or part of a promoter group on becoming a promoter or belonging to a promoter group, shall disclose any change in the holdings exceeding Rs.500,000 in value or 25,000 shares or 1 per cent. of the total shareholdings or voting rights whichever is lower. The above disclosure under Insider Trading Regulations would be made to the Company and it would in turn disclose to relevant stock exchanges. Furthermore, under the Company’s listing agreement with the stock exchanges where its Shares are listed, it is required to periodically disclose to such stock exchanges the name and percentage of shares held by persons or entities that hold more than 1 per cent. of its Shares. For the purposes of the above, reporting and takeover requirements under the Company’s listing agreements, shares withdrawn from its ADS/GDS facility will be included as part of a person’s shareholding.

To the best of the knowledge of the Company, the Company is not, directly or indirectly, owned or controlled by any other corporation or by any government or by any other natural or legal persons severally or jointly. The Company is not aware of any arrangements the operation of which may at a later time result in its change of control.

Share Capital

The Company's authorised share capital as on the date of this offering circular is Rs.39 billion (US$651 million) divided into 3.5 billion Ordinary Shares of Rs.2 each, 1 billion 'A' Ordinary Shares of Rs.2 each (the Ordinary Shares and the 'A' Ordinary Shares are hereinafter together referred to as Ordinary Shares or Shares unless otherwise specifically mentioned to the contrary) and 300 million Convertible Cumulative Preference Shares of Rs.100 each.

Under the Companies Act, as well as the Company's Articles of Association, if its share capital is divided into different classes of shares, all or any of the rights or privileges attached to each class of shares may be varied, modified, abrogated or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class. The Company's Articles of Association further provide that the rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly prohibited by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* thereto.

In accordance with the Articles, the Company may issue Ordinary Shares with differential rights as to voting and/or dividend up to an amount not exceeding 25 per cent. of the total issued Ordinary Share capital of the Company or such other limit as may be prescribed by applicable laws/regulations. This is stricter than the requirement under the Companies Act and the Companies (Share Capital and Debenture) Rule, 2014, according to which no company may issue shares with differential rights exceeding 26 per cent. of its total post-issue paid up equity share capital including equity shares with differential rights issued at any point of time.

EXCHANGE RATE INFORMATION

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and the US Dollar (in Indian Rupees per US Dollar) based on the reference rates published by the Reserve Bank of India. On an average annual basis, the Indian Rupee consistently declined against the US Dollar from 1980 until 2002. In early July 1991, the GoI adjusted the Indian Rupee downward by an aggregate of approximately 20 per cent. against the US Dollar as part of an economic package designed to overcome an external payment crisis. In 1994, the Indian Rupee was permitted to float fully for the first time. The exchange rate as of 23 October 2014 was Rs.61.24 = US$1.00. No representation is made that the Indian Rupee amounts actually represent such US Dollar amounts or could have been or could be converted into US Dollars at the rates indicated, any other rate or at all.

Calendar Year	End	Average	High	Low
2008	48.45	43.42	50.52	39.27
First Quarter	39.97	39.78	40.77	39.27
Second Quarter	42.95	42.86	44.07	41.89
Third Quarter	46.94	43.75	46.94	41.89
Fourth Quarter	48.45	48.76	50.52	46.88
2009	46.68	48.35	52.06	45.91
First Quarter	50.95	49.84	52.06	48.56
Second Quarter	47.87	48.67	50.53	46.84
Third Quarter	48.04	48.40	49.06	47.54
Fourth Quarter	46.68	46.64	47.86	45.91
2010	44.81	45.74	47.57	44.03
First Quarter	45.14	45.92	46.81	44.94
Second Quarter	46.60	45.67	47.57	44.33
Third Quarter	44.92	46.50	47.33	44.92
Fourth Quarter	44.81	44.86	46.04	44.03
2011	53.27	46.67	54.24	43.95
First Quarter	44.65	45.26	45.95	44.65
Second Quarter	44.72	44.74	45.38	44.04
Third Quarter	44.93	45.72	49.67	43.95
Fourth Quarter	53.27	51.01	54.24	48.82
2012	54.78	50.26	57.22	43.32
First Quarter	51.16	50.28	53.30	43.32
Second Quarter	56.31	53.40	57.22	43.34
Third Quarter	52.70	55.25	56.38	52.70
Fourth Quarter	54.78	54.14	55.70	51.62
2013	61.90	58.64	68.36	52.97
First Quarter	54.39	54.17	55.33	52.97
Second Quarter	59.70	55.95	60.59	53.74
Third Quarter	62.78	62.13	68.36	58.91
Fourth Quarter	61.90	62.07	63.92	61.16
2014				
January	62.20	62.08	63.00	61.35
February	62.07	62.25	62.70	61.94
March	60.10	61.07	61.90	60.10
April	60.34	60.36	61.12	59.65
May	59.03	59.31	60.23	58.43
June	60.09	61.22	60.37	59.06
July	60.27	60.06	60.25	59.72
August	60.48	60.89	61.56	60.43
September	61.61	60.86	61.61	60.26
October 2014 (through 23 October)	61.24	61.34	61.75	61.04

TAXATION

The information provided below does not purport to be a comprehensive description of all tax considerations which may be relevant to a decision to purchase the Notes. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. The statements do not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special rules.

Prospective purchasers of Notes are advised to consult their own tax advisers as to the tax consequences of the purchase, ownership and disposition of Notes, including the effect of any state or local taxes, under the tax laws applicable in India or the country of which they are residents.

India

The following is a summary of the principal existing Indian tax consequences for non-resident investors subscribing to the Notes issued by the Issuer. The summary is based on existing Indian taxation law and practice in force at the date of this Offering Circular and is subject to change, possibly with retroactive effect. The summary does not constitute legal or tax advice and is not intended to represent a complete analysis of the tax consequences under Indian law of the acquisition, ownership or disposal of the Notes. Prospective investors should, therefore, consult their own tax advisers regarding the Indian tax consequences, as well as the tax consequences under any other applicable taxing jurisdiction of acquiring, owning and disposing of the Notes.

Taxation of interest

Interest on the Notes may not be subject to taxes in India if the proceeds of the issuance of the Notes are used for purposes of business carried on by the Issuer outside India or for the purposes of making or earning any income from any source outside India. However, should the proceeds be used for the purposes of the business of the Issuer or for the purposes of making or earning any income from any source in India, non-resident investors would be liable to pay tax on the interest paid on the Notes at the rate of five per cent. under Section 115A of the Income Tax Act, 1961 (plus applicable surcharge and education cess and secondary and higher education cess) subject to and in accordance with the existing conditions contained in the Income Tax Act, 1961. The rates of tax will stand reduced if the beneficial recipient is a resident of a country with which the Government has entered into an agreement for granting relief of tax or for avoidance of double taxation (each a "**Tax Treaty**") and the provisions of such treaty, which provide for the taxation in India of income by way of interest at a rate lower than that stated above, are fulfilled. In case there is any difference between amounts withheld in respect of interest paid on the Notes and the ultimate Indian tax liability for such interest, the non-resident investor would be obligated to pay the additional income tax or claim refund as the case may be, subject to and in accordance with the provisions of the Income Tax Act.

Taxation of gains arising on disposal

Any gains arising to a non-resident investor from disposal of the Notes held (or deemed as held) as a capital asset will generally be chargeable to income tax in India if the Notes are regarded as property situated in India. A non-resident investor generally will not be chargeable to income tax in India from disposal of the Notes held as a capital asset provided that the Notes are regarded as being situated outside India. The issue as to where the Notes should properly be regarded as being situated is not free from doubt. The ultimate decision, however, will depend on the view taken by Indian tax authorities on the position with respect to the situs of the rights being offered in respect of the Notes. There is a possibility that the Indian tax authorities may treat the Notes as being situated in India as the Issuer is incorporated in and a resident in India.

If the Indian tax authorities treat the Notes as being located in India, as the Issuer is incorporated and resident India, upon disposal of the Notes:

(i) a non-resident investor who has held the Notes for a period of more than 36 months immediately preceding the date of their disposal, would be liable to pay capital gains tax at rates ranging up to 20 per cent. of the capital gains (plus applicable surcharge and educational cess and secondary and higher education cess) and non-resident Indian investors in certain cases would be liable to pay a capital gains tax of 10 per cent. of the capital gains (plus applicable surcharge, education cess and secondary and higher education cess) for a similar period, subject to and in accordance with the provisions of the Income Tax Act, 1961. These rates are subject to any lower rate provided for by an applicable Tax Treaty;

(ii) a non-resident investor who has held the Notes for a period of 36 months or less would be liable to pay capital gains tax at rates ranging from 30 per cent. to 40 per cent. (plus applicable surcharge and educational cess and secondary and higher education cess) of capital gains depending on the legal status of the non-resident investor and his taxable income in India, subject to any lower rate provided for by an applicable Tax Treaty; and

(iii) any gains arising to a non-resident investor from disposal of the Notes held as stock-in-trade would be subject to income tax in India to the extent, if any, that the gains are attributable to a "business connection in India" or, in case where a Tax Treaty is applicable, to a "permanent establishment" of the non-resident investor in India. A non-resident investor would be liable to pay Indian tax on such gains at rates of tax ranging from 30 per cent. to 40 per cent. (plus applicable surcharge and educational cess and secondary and higher education cess) depending upon the legal status of the non-resident investor and his taxable income in India, subject to any lower rate provided for by an applicable Tax Treaty. The taxation, if any, of capital gains would also depend upon the provisions/benefits available under the relevant Tax Treaty, subject to fulfilment of the conditions prescribed.

Potential investors should, in any event, consult their own tax advisers on the tax consequences of transfer of the Notes.

Withholding of taxes

If interest payable on the Notes is subject to tax in India, there is a requirement to withhold tax presently at the rate of five per cent. (plus applicable surcharge and educational cess and secondary and higher education cess), subject to any lower rate of tax provided for by an applicable Tax Treaty.

Pursuant to the Conditions of the Notes, all payments of, or in respect of, principal and interest on the Notes, will be made free and clear of and without withholding or deduction on account of any present or future taxes within India unless it is required by law, in which case pursuant to Condition 10.1 (*Payment with withholding*), the Issuer will pay additional amounts as may be necessary in order that the net amount received by the Noteholders after the withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Notes in the absence of the withholding or the deduction, subject to certain exceptions.

Taxation of persons ordinarily resident in India

Any income received in respect of the Notes by a person ordinarily resident in India under the provisions of the Income Tax Act, 1961, may generally be subject to tax in India according to the personal or corporate rate of tax applicable, subject to and in accordance with the provisions of any applicable Tax Treaty.

Wealth Tax

No wealth tax is payable at present in relation to the Notes.

Estate Duty

No estate duty is payable at present in relation to the Notes. There are no inheritance taxes or succession duties currently imposed in respect of the Notes held outside India.

Gift Tax

No gift tax is payable at present in relation to the Notes in India.

Stamp Duty

A transfer of the Notes outside India will not give rise to any Indian stamp duty liability unless brought into India. Stamp duty would be payable if the Notes are brought into India for enforcement or for any other purpose. This stamp duty will have to be paid within a period of 3 months from the date the Notes are first received in India. The amount of stamp duty payable would depend on the applicable Stamp Act of the relevant state into which the Notes are brought.

EU Savings Directive

Under Council Directive 2003/48/EC on the taxation of savings income, Member States are required to provide to the tax authorities of other Member States details of certain payments of interest or similar income paid or secured by a person established in a Member State to or for the benefit of an individual resident in another Member State or certain limited types of entities established in another Member State.

On 24 March 2014 the Council of the European Union adopted a Council Directive amending and broadening the scope of the requirements described above. Member States are required to apply these new requirements from 1 January 2017. The changes will expand the range of payments covered by the Directive, in particular to include additional types of income payable on securities. The Directive will also expand the circumstances in which payments that indirectly benefit an individual resident in a Member State must be reported. This approach will apply to payments made to, or secured for, persons, entities or legal arrangements (including trusts) where certain conditions are satisfied, and may in some cases apply where the person, entity or arrangement is established or effectively managed outside of the European Union.

For a transitional period, Luxembourg and Austria are required (unless during that period they elect otherwise) to operate a withholding system in relation to such payments. The changes referred to above will broaden the types of payments subject to withholding in those Member States which still operate a withholding system when they are implemented. In April 2013, the Luxembourg Government announced its intention to abolish the withholding system with effect from January 1, 2015, in favour of automatic information exchange under the Directive.

The end of the transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories including Switzerland have adopted similar measures (a withholding system in the case of Switzerland).

The proposed financial transactions tax ("FTT")

On 14 February 2013, the European Commission published a proposal (the "**Commission's Proposal**") for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the "**participating Member States**").

The Commission's Proposal has very broad scope and could, if introduced, apply to certain dealings in Notes (including secondary market transactions) in certain circumstances. Primary market transactions referred to in Article 5(c) of Regulation (EC) No 1287/2006 are exempt.

Under the Commission's Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, "established" in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

A joint statement issued in May 2014 by ten of the eleven participating Member States indicated an intention to implement the FTT progressively, such that it would initially apply to shares and certain derivatives, with this initial implementation occurring by 1 January 2016.

The FTT proposal remains subject to negotiation between the participating Member States. It may therefore be altered prior to any implementation. Additional EU Member States may decide to participate.

Prospective holders of Notes are advised to seek their own professional advice in relation to the FTT.

FOREIGN ACCOUNT TAX COMPLIANCE ACT

Pursuant to the foreign account tax compliance provisions of the Hiring Incentives to Restore Employment Act of 2010 (commonly known as "**FATCA**"), non-U.S. financial institutions that enter into agreements with the IRS ("**IRS Agreements**") or become subject to provisions of local law intended to implement an intergovernmental agreement ("**IGA legislation**") entered into pursuant to FATCA, may be required to identify "financial accounts" held by U.S. persons or entities with substantial U.S. ownership, as well as accounts of other financial institutions that are not themselves participating in (or otherwise exempt from) the FATCA reporting regime. In order (i) to obtain an exemption from FATCA withholding on payments it receives and/or (ii) to comply with any applicable laws in its jurisdiction, a financial institution that enters into an IRS Agreement or is subject to IGA legislation may be required to (a) report certain information on its U.S. account holders to the government of the United States or another relevant jurisdiction and (b) withhold 30 per cent. from all, or a portion of, certain payments made to persons that fail to provide the financial institution information and forms or other documentation that may be necessary for such financial institution to determine whether such person is compliant with FATCA or otherwise exempt from FATCA withholding.

Under FATCA, withholding is required with respect to payments to persons that are not compliant with FATCA or that do not provide the necessary information or documentation made on or after (i) 1 January 2014, in respect of certain US source payments, (ii) 1 January 2017, in respect of payments of gross proceeds (including principal repayments) on certain assets that produce US source interest or dividends and (iii) 1 January 2017 (at the earliest), in respect of "foreign passthru payments" and then only on "obligations" that are not treated as equity for U.S. federal income tax purposes and that are issued or materially modified on or after (i) 1 January 2014, and (ii) if later, in the case of an obligation that pays only foreign passthru payments, the date that is six months after the date on which the final regulations applicable to "foreign passthru payments" are filed in the Federal Register.

Whilst the Notes are in global form and held within the Clearing Systems, it is expected that FATCA will not affect the amount of any payments made under, or in respect of, the Notes by the Issuer, any paying agent and the common depositary, given that each of the entities in the payment chain beginning with the Issuer and ending with the ICSDs is a major financial institution whose business is dependent on compliance with FATCA and that any alternative approach introduced under an intergovernmental agreement will be unlikely to affect the Notes. The documentation expressly contemplates the possibility that the Notes may go into definitive form and therefore that they may be taken out of the Clearing Systems. If this were to happen, then a non-FATCA compliant holder could be subject to withholding. However, definitive Notes will only be printed in remote circumstances.

TO ENSURE COMPLIANCE WITH IRS CIRCULAR 230, EACH TAXPAYER IS HEREBY NOTIFIED THAT: (i) ANY TAX DISCUSSION HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY THE TAXPAYER FOR THE PURPOSE OF AVOIDING U.S. FEDERAL INCOME TAX PENALTIES THAT MAY BE IMPOSED ON THE TAXPAYER; (ii) ANY SUCH TAX DISCUSSION WAS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE TRANSACTIONS OR MATTERS ADDRESSED HEREIN; AND (iii) THE TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISER.

CLEARING AND SETTLEMENT

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of Euroclear or Clearstream, Luxembourg (together, the "**Clearing Systems**") currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Issuer believes to be reliable, but none of the Issuer or the Joint Lead Managers takes any responsibility for the accuracy of this section. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Issuer and any other party to the Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.*

Clearing Systems

Euroclear and Clearstream, Luxembourg

Euroclear and Clearstream, Luxembourg each hold securities for their customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective account holders. Euroclear and Clearstream, Luxembourg provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg also deal with domestic securities markets in several countries through established depositary and custodial relationships. Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream, Luxembourg customers are worldwide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an account holder of either system.

Registration and Form

Book-entry interests in the Notes held through Euroclear and Clearstream, Luxembourg will be represented by a Global Certificate registered in the name of a nominee of, and held by, a common depositary for Euroclear and Clearstream, Luxembourg. As necessary, the Registrar will adjust the amounts of Notes on the Register for the accounts of Euroclear or Clearstream, Luxembourg to reflect the amounts of Notes held through Euroclear and Clearstream, Luxembourg, respectively. Beneficial ownership of book-entry interests in Notes will be held through financial institutions as direct and indirect participants in Euroclear, and Clearstream, Luxembourg.

The aggregate holdings of book-entry interests in the Notes in Euroclear and Clearstream, Luxembourg will be reflected in the book-entry accounts of each such institution. Euroclear or Clearstream, Luxembourg, as the case may be, and every other intermediate holder in the chain to the beneficial owner of book-entry interests in the Notes will be responsible for establishing and maintaining accounts for their participants and customers having interests in the book-entry interests in the Notes. The Registrar will be responsible for maintaining a record of the aggregate holdings of Notes registered in the name of a common nominee for Euroclear and Clearstream, Luxembourg and/or if individual Certificates are issued in the limited circumstances described under "*The Global Certificate — Registration of Title*", holders of Notes represented by those individual Certificates. The Principal Paying Agent will be responsible for ensuring that payments received by it from the Issuer for holders of book-entry interests in the Notes holding through Euroclear and Clearstream, Luxembourg are credited to Euroclear or Clearstream, Luxembourg, as the case may be.

The Issuer will not impose any fees in respect of holding the Notes; however, holders of book-entry interests in the Notes may incur fees normally payable in respect of the maintenance and operation of accounts in Euroclear or Clearstream, Luxembourg.

Clearing and Settlement Procedures

Initial Settlement

Upon the original issue, the Notes will be in global form represented by a Global Certificate. Interests in the Notes will be in uncertified book-entry form. Purchasers electing to hold book-entry interests in the Notes through Euroclear and Clearstream, Luxembourg accounts will follow the settlement procedures applicable to conventional Eurobonds. Book-entry interests in the Notes will be credited to Euroclear and Clearstream, Luxembourg participants' securities clearance accounts on the business day following the Closing Date against payment (value the Closing Date).

Secondary Market Trading

Secondary market trades in the Notes will be settled by transfer of title to book-entry interests in the Clearing Systems. Title to such book-entry interests will pass by registration of the transfer within the records of Euroclear or Clearstream, Luxembourg, as the case may be, in accordance with their respective procedures. Book-entry interests in the Notes may be transferred within Euroclear and within Clearstream, Luxembourg and between Euroclear and Clearstream, Luxembourg in accordance with procedures established for these purposes by Euroclear and Clearstream, Luxembourg. Transfer of book-entry interests in the Notes between Euroclear or Clearstream, Luxembourg may be effected in accordance with procedures established for this purpose by Euroclear and Clearstream, Luxembourg.

General

None of Euroclear or Clearstream, Luxembourg is under any obligation to perform or continue to perform the procedures referred to above, and such procedures may be discontinued at any time.

None of the Issuer, the Trustee, the Principal Paying Agent, the Registrar or any other agent will have the responsibility for the performance by Euroclear or Clearstream, Luxembourg or their representative participants of their respective obligations under the rules and procedures governing their operations or the arrangements referred to above.

SUBSCRIPTION AND SALE

Subscription Agreement

Each of the Joint Lead Managers has, pursuant to a subscription agreement dated 23 October 2014 (the "**Subscription Agreement**"), severally agreed, subject to the provisions of the Subscription Agreement, to subscribe or procure subscribers for the respective principal amount of Notes set out opposite its name below:

Name of Joint Lead Manager:	Principal Amount of the Notes (US$)
Australia and New Zealand Banking Group Limited	125,000,000
Citigroup Global Markets Limited	125,000,000
Credit Suisse Securities (Europe) Limited	125,000,000
Standard Chartered Bank	125,000,000
	500,000,000

The Joint Lead Managers initially propose to offer the Notes at the issue price listed on the cover page of this Offering Circular.

The Issuer will be paying a combined management and underwriting commission to the Joint Lead Managers and will reimburse the Joint Lead Managers in respect of certain of their expenses. The Issuer has also agreed to indemnify the Joint Lead Managers against certain liabilities incurred in connection with the issue of the Notes. The Subscription Agreement may be terminated in certain circumstances prior to payment of the issue price to the Issuer.

In addition, the Issuer might pay a commission to certain private banks in connection with the distribution of the Notes to their clients. This commission (if paid) will be based on the principal amount of the Notes so distributed, and may be deducted from the purchase price for the Notes payable by such private banks upon settlement.

The Notes are a new issue of securities for which there currently is no market. The Joint Lead Managers have advised the Issuer that they intend to make a market in the Notes as permitted by applicable law. They are not obligated, however, to make a market in the Notes and any market-making may be discontinued at any time at their sole discretion. Accordingly, no assurance can be given as to the development or liquidity of any market for the Notes.

Each Joint Lead Manager or its affiliates may purchase the Notes for its own account or enter into secondary market transactions or derivative transactions relating to the Notes, including, without limitation, purchase, sale (or facilitation thereof), stock borrowing or credit or equity-linked derivatives such as asset swaps, repackaging and credit default swaps, at the same time as the offering of the Notes. Such transactions may be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Notes to which this Offering Circular relates (notwithstanding that such selected counterparties may also be a purchaser of the Securities). As a result of such transactions, a Joint Lead Manager or its affiliates may hold long or short positions relating to the Notes. Each of the Joint Lead Managers and its affiliates may also engage in investment or commercial banking and other dealings in the ordinary course of business with the Issuer or its affiliates from time to time and may receive fees and commissions for these transactions. In addition to the transactions noted above, each Joint Lead Manager and its affiliates may, from time to time after completion of the offering of the Notes, engage in other transactions with, and perform services for, the Issuer or its affiliates in the ordinary course of their business. Each Joint Lead Manager or its affiliates may also purchase Notes for asset management and/or proprietary purposes but not with a view to distribution or may hold Notes on behalf of clients or in the capacity of investment advisors. While each Joint Lead Manager and its affiliates have policies and procedures to deal with conflicts of interests, any such transactions may cause a Joint Lead Manager or its affiliates or its clients or counterparties to have economic interests and incentives which may conflict with those of an investor in the Notes. Each Joint Lead Manager may receive returns on such transactions and has no obligation to take, refrain from taking or cease taking any action with respect to any such transactions based on the potential effect on a prospective investor in the Notes. Such transactions would be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Notes to which this Offering Circular relates (notwithstanding that such selected counterparties may also be purchasers of the Notes).

If a jurisdiction into which the Notes are sold requires that the offering be made by a licensed broker or dealer and the Joint Lead Managers or any affiliate of the Joint Lead Managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by that Joint Lead Manager or its affiliate on behalf of the Issuer in such jurisdiction.

Selling Restrictions

Singapore

Each Joint Lead Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead Manager has represented, warranted and agreed that it has not offered or sold any Notes or caused such Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell such Notes or cause such Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of such Notes, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person pursuant to Section 275(1), or to any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 except:

(1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 32 of the Securities and Futures (Offer of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

India

This Offering Circular has not and will not be registered as a prospectus with the Registrar of Companies, the Securities and Exchange Board of India or any other statutory or regulatory body of like nature in India. The Notes will not be offered or sold, and have not been offered or sold, in India and this Offering Circular or any other offering document or material relating to the Notes will not be circulated or distributed and have not been circulated or distributed, directly or indirectly, to any person or the public or any member of the public in India or otherwise generally distributed or circulated in India. The Notes have not been offered or sold and will not be offered or sold in India in circumstances which would constitute an offer to the public within the meaning of the Companies Act and other applicable Indian law for the time being in force.

United Kingdom

Each Joint Lead Manager has represented and agreed that it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

Each Joint Lead Manager has represented and agreed that it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**"), each Joint Lead Manager has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "**Relevant Implementation Date**"), it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular to the public in that Relevant Member State, other than:

(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant Lead Manager or Joint Lead Managers nominated by the Issuer for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Notes shall require the Issuer or any Joint Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of Notes to the public" in relation to any Notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe the Notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and any amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended; the "**FIEL**") and each Joint Lead Manager has represented and agreed that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEL and any other applicable laws, regulations and ministerial guidelines of Japan.

Hong Kong

Each Joint Lead Manager has represented and agreed that:

(a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

(b) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the Securities and Futures Ordinance and any rules made under that Ordinance.

United States

The Notes have not been and will not be registered under the US Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Accordingly, the Notes are being offered and sold only outside the United States in offshore transactions in reliance on, and in compliance with, Regulation S.

Each Joint Lead Manager has represented and agreed that it has offered and sold, and will offer and sell, the Notes only in accordance with Rule 903 of Regulation S under the Securities Act. Accordingly, no Joint Lead Manager, nor their respective affiliates nor any persons acting on its or their behalf, have engaged or will engage in any directed selling efforts (as defined in Regulation S) with respect to the Notes.

Terms used in the above paragraphs have the meanings given to them by Regulation S under the Securities Act.

General

Neither this Offering Circular nor any other document or information (or any part thereof) delivered or supplied under or in relation to the issue of the Notes may be used in connection with an offer or solicitation by any person in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. The distribution and publication of this Offering Circular or any such other document or information and the offer of the Notes in certain jurisdictions may be restricted by law. Persons who distribute or publish this Offering Circular or any such other document or information or into whose possession this Offering Circular or any such other document or information comes are required to inform themselves about and to observe any such restrictions and all applicable laws, orders, rules and regulations. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the Joint Lead Managers or any affiliate of the Joint Lead Managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the Joint Lead Managers or such affiliate on behalf of the Issuer in such jurisdiction.

Each Joint Lead Manager acknowledges that no action has been or will be taken in any jurisdiction by it or the Issuer that would permit a public offering of the Notes, or possession or distribution of this Offering Circular or any other offering or publicity material relating to the Notes, in any country or jurisdiction (other than Singapore) where action for that purpose is required. Each Joint Lead Manager will comply with all applicable laws and regulations in each jurisdiction in which it acquires, offers, sells or delivers Notes or has in its possession or distributes this Offering Circular or any such other material, in all cases at its own expense. It will also ensure that no obligations are imposed on the Issuer in any such jurisdiction as a result of any of the foregoing actions. The Issuer will have no responsibility for, and each Joint Lead Manager will obtain any consent, approval or permission required by it for, the acquisition, offer, sale or delivery by it of Notes under the laws and regulations in force in any jurisdiction to which it is subject or in or from which it makes any acquisition, offer, sale or delivery. None of the Joint Lead Managers is authorised to make any representation or use any information in connection with the issue, subscription and sale of the Notes other than as contained in this Offering Circular or any amendment or supplement to it.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IFRS

Our financial statements, included in this Offering Circular, are prepared in conformity with accounting standards issued under the rules framed under the Companies Act and various statutory requirements (collectively referred to as "**Indian GAAP**") for the purpose of reporting in India.

The following is a summary of certain major differences between Indian GAAP and IFRS that could have a significant impact on our financial statements.

The differences as identified below should not be considered as exhaustive. Furthermore, no attempt has been made to identify future differences between Indian GAAP and IFRS as a result of prescribed changes in accounting standards. Regulatory bodies that promulgate Indian GAAP and IFRS have significant projects ongoing that could affect future comparisons such as this one. Also, no attempt has been made to identify future differences between Indian GAAP and IFRS that may affect the financial information as a result of transactions or events that may occur in the future.

Prospective investors should consult their own professional advisors for an understanding of the principal differences between Indian GAAP and IFRS.

SUMMARY OF SIGNIFICANT DIFFERENCES

Description	IFRS	Indian GAAP
Components of Financial Statements	IAS 1 Presentation of financial statements sets out the requirements for the presentation of financial statements, the guidelines for their structure and content. A complete set of financial statements comprises: (a) balance sheet (b) income statement (c) statement of changes in equity showing either all changes in equity or changes in equity other than those arising from transactions with equity holders acting in their capacity as equity holders (d) cash flow statement and (e) notes, comprising a summary of significant accounting policies and other explanatory notes	The formats and requirements for the presentation of financial statements are set out in Schedule VI to the Companies Act 2013 (the "Companies Act"). The components of financial statements are (a) balance sheet (b) statement of profit and loss (c) cash flow statement and (d) explanatory notes including a summary of accounting policies.
Presentation of income statement	i) As per IAS 1, an analysis of expenses is presented using a classification based on either the nature of expenses or their function within the entity, whichever provides information that is reliable and more relevant. If presented by function, specific disclosures by nature are provided in the notes. ii) Profit or loss attributable to minority interests and equity holders of the parent are disclosed as allocations of profit or loss for the period.	i) Schedule VI to the Companies Act permits an analysis of expense by nature only. ii) In consolidated financial statements, profit or loss attributable to minority interests is disclosed as a deduction from the profit or loss for the period as an item of income or expense.

Description	IFRS	Indian GAAP
Statement of changes in equity	As per IAS 1, a statement of changes in equity is presented showing: (a) profit or loss for the period (b) each item of income and expense for the period that is recognised directly in equity (c) effects of changes in accounting policies and corrections of errors on each component of equity. A statement of changes in equity that comprises only above items is titled as statement of recognised income and expense. Following are presented either on the face of the statement of changes in equity or in the notes: i) the amounts of transactions with equity holders acting in their capacity as equity holder, showing separately distributions to equity holders; ii) the balance of retained earnings (i.e. accumulated profit or loss) at the beginning of the period and at the balance sheet date, and changes during the period; and iii) a reconciliation between the carrying amount of each class of contributed equity and each reserve at the beginning and the end of the period, separately disclosing each change.	A statement of changes in equity is not required. Reserves and surplus are disclosed as per the requirements of Schedule VI of the Companies Act.
Dividends	Dividends payable to shareholders are recorded as a liability in the year in which declared and approved and are recognised in the statement of changes in equity.	Dividends are recognised as an appropriation from profits and recorded as liability at the balance sheet date, if proposed or declared subsequent to the reporting period but before approval of the financial statements.
Changes in accounting policies and errors	Retrospective application of changes in accounting policies is done by adjusting the opening balance of the affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy were always applied. If retrospective application is impracticable for a particular prior period, or for a period before those presented, the circumstances that led to the existence of that condition and a description of how and from when the change in accounting policy has been applied needs to be stated.	Changes in accounting policies are not applied retrospectively. The cumulative impact arising from such change is made in the financial statements in the period of change. If the impact of the change is not ascertainable, this should be disclosed. Material prior year errors are included in determination of profit or loss in the period in which the error is discovered and are separately presented in the statement of profit and loss.

Description	IFRS	Indian GAAP
	Material prior year errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening statement of financial position.	
New accounting pronouncements	New accounting pronouncements that have been issued but not effective on the balance sheet date are disclosed. Known or reasonably estimable information relevant to assessing the possible impact of the new accounting pronouncements on initial application on the financial statements is disclosed.	Not required.
Accounting of deferred tax	i) As per IAS 12 Income taxes, deferred tax liability is recognised for all taxable temporary differences between accounting and tax bases of assets and liabilities. ii) Deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. iii) In consolidated financial statements, deferred tax liabilities for all taxable temporary differences relating to investments in subsidiaries, associates and interests in joint ventures are recognised, except to the extent that: (a) the parent, investor or venturer is able to control the timing of the reversal of the temporary difference; and (b) it is probable that the temporary difference will not reverse in the foreseeable future. iv) Deferred tax on unrealised intragroup profits is recognised at the buyer's tax rate.	i) As per AS 22 Accounting for Taxes on Income, deferred tax liabilities are recognised for the tax effect of timing differences between taxable income and accounting income. ii) Deferred tax assets for unused tax losses and unabsorbed depreciation is recognised only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Other deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. iii) Not required. iv) Not required
Pre-operative expenses	As per IAS 16 Property, Plant and Equipment, indirect expenses attributable to the acquisition/ construction of the property, plant and equipment are expensed as incurred.	As per AS 10 Accounting for Fixed Assets, such expenses as are specifically attributable to acquisition/construction of property, plant and equipment are included as part of the cost of the asset.

Description	IFRS	Indian GAAP
Lease of land As per	IAS 17 Leases, it is normally classified as an operating lease unless the title is expected to pass to the lessee by the end of the lease term.	Under Indian GAAP, normally these are capitalised as leasehold land.
Actuarial gains and losses	As per IAS 19 (R) Employee Benefits, remeasurements of the net defined benefit liability / asset is recognized in other comprehensive income. Remeasurement of the net defined benefit liability / asset comprise: i) Actuarial gains and losses ii) The return on plan assets, excluding amounts included in net interest on the net defined benefit liability / asset iii) Any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability / asset.	As per AS 15 Employee Benefits, the actuarial gains and losses are recognised immediately in the statement of profit and loss as income or expense for the period.
Accounting of exchange differences	As per IAS 21 The Effects of Changes in Foreign Exchange Rates, all exchange differences arising on translation or settlement of foreign currency monetary items are recognised in the income statement in the period in which these arise, except to the extent that these are treated as an adjustment to interest cost and are considered for capitalisation.	As per AS 11 The Effects of Changes in Foreign Exchange Rates, exchange differences, except to the extent these are treated as an adjustment to interest cost and considered for capitalisation, can be accounted for in any of the following manner, at the option of the entity. i) exchange differences on long-term foreign currency borrowings, in so far as they relate to the acquisition of a depreciable capital asset, are added to or deducted from the cost of the asset and are depreciated over the balance useful life of the asset, and exchange differences on other long term foreign currency monetary items are accumulated in “Foreign Currency Monetary Item Translation Difference Account” and amortised over its balance period but not beyond March 31, 2020, by recognising as income or expense in each of such periods; or ii) recognised in the income statement in the period in which they arise.

Description	IFRS	Indian GAAP
Interest including debt issue expenses	As per IAS 39, Financial instruments recognition and measurement redemption premium and debt issue expenses are recognised as interest cost over the life of the debt instrument / borrowing using the effective interest method.	Redemption premium on bonds is charged directly to share premium account (additional paid-in-capital) and issue expenses are either charged directly to share premium account (additional paid-in- capital) and / or are deferred and amortised over the life of the bonds / borrowings.
Minority Interest	Minority interest is presented as part of Equity in consolidated financial statements.	Minority interest is presented outside equity.
Uniform accounting policies in consolidated financial statements	Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.	Similar to IFRS, except if it is impracticable to use uniform accounting policies, that fact should be disclosed together with the proportions of the item in the consolidated financial statements to which different policies have been applied.
Business Combinations	As per IFRS 3 Business Combinations, all business combinations, other than those between entities under common control, are accounted for by applying the purchase method. As at the date of the business combination, the cost of acquisition is allocated to the identifiable assets acquired, and liabilities and contingent liabilities assumed, of the acquired entity at their fair values.	The Indian Standards do not specifically deal with purchase of another company through acquisition of controlling stake and where the acquired company continues to exist as a separate entity. AS 14 on “Accounting for Amalgamations” deals with accounting for amalgamations and the treatment of any resultant goodwill or reserves. It allows for both purchase and pooling method of accounting. Under pooling method, the difference between consideration paid and the amount of share capital of transferor company is accounted in ‘Reserves.’ Under purchase method, net assets of the transferor company is recorded either at their existing carrying amounts or at the fair value.
Goodwill or excess of fair value of net assets acquired over cost of acquisition	The excess of the cost of the business combination over the acquirer’s interest in the net fair value of the identifiable assets, liabilities and contingent liabilities is recognised as Goodwill. If the acquirer’s interest in the net fair value of the identifiable assets, liabilities and contingent liabilities exceeds the cost of business combination, the fair value and the cost of net assets acquired is reassessed and any excess remaining is recognised immediately in the profit and loss account. Goodwill is not amortised but tested for impairment on an annual basis or more frequently if event or changes in circumstances indicates impairment.	If the cost of acquisition exceeds the acquirer’s interest in the net fair value / carrying amount of the identifiable assets and liabilities, the excess is recognised as goodwill. If the acquirer’s interest in the net fair value / carrying amount of the identifiable assets and liabilities exceeds the cost of business combination, the excess is recognised as capital reserve, a component of shareholders’ equity. Goodwill arising on amalgamation in the nature of purchase is amortised over a period not exceeding five years.

Description	IFRS	Indian GAAP
Joint arrangement	As per IFRS 11, Joint arrangement, Investments in joint ventures should be equity accounted by the venturer, whereas arrangement in the nature of joint operations should be proportionately consolidated.	As per AS 27, Financial reporting of interests in Joint Ventures, equity method accounting is not permitted.
Foreign currency convertible notes	As per IAS 39 Financial Instrument-Recognition and Measurement, conversion option embedded in foreign currency convertible notes is accounted for separately as derivative instrument. At the inception, issue proceeds from notes are allocated to conversion option with residual allocated to the notes to establish its initial carrying cost. Subsequently the conversion option is measured at fair value through profit or loss with changes in fair value recognised in the income statement and the notes are carried at amortised cost. As a result interest expense under IFRS is higher.	Under Indian GAAP, conversion option is not accounted for separately and full proceeds are allocated to the notes / bonds.
Investments	Available-for-sale investments, consisting of quoted debt securities and equity securities are measured at fair value at each reporting date except for investment in equity securities that do not have quoted market price in an active market and whose fair value cannot be reliably measured. Unrealised gains or losses (net of tax) are recognised directly in statement of recognised income and expense.	As per AS 13 Accounting for Investments, investments are classified into current and long-term investments. Current investments are carried at the lower of cost or market value, while long-term investments are carried at cost less any impairment that is other than temporary.
Transfer of financial Assets	As per IAS 39, when a financial asset is transferred, an entity shall evaluate the extent to which it retains the risks and rewards of ownership of the financial asset for the purpose of assessing whether it can be derecognised or not. Accordingly, (a) if the entity transfers substantially all the risks and rewards of ownership of the financial asset, it shall derecognise the financial asset. (b) if the entity retains substantially all the risks and rewards of ownership of the financial asset, it shall continue to recognise the financial asset. (c) if the entity neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, assessment is made based on whether control is transferred or retained.	Under Indian GAAP, derecognition criteria with respect to securitisation transactions are different and are based mainly on surrender of control.

Description	IFRS	Indian GAAP
Measurement of Provisions	As per IAS 37 Provisions, Contingent Liabilities and Contingent Assets, where the effect of time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation.	As per AS 29 Provisions, Contingent Liabilities and Contingent Assets, discounting of liabilities is not permitted and provisions are measured and carried at their full amount.
Revenue	Amount recovered on account of freight and insurance from the customers is normally classified as revenue.	Under Indian GAAP, these are netted off against the corresponding expenditure.
Cash flow statement — Restricted cash	As per IAS 7, Cash flow statements, restricted cash is not considered as part of cash and cash equivalents. It is normally classified as investing cash flows.	As per AS 3, Cash flow statements, restricted cash is considered as part of cash and cash equivalents.
Consolidated and separate financial statements — disposals	Partial disposal of subsidiary where control is retained is accounted for as an equity transaction, and gain or loss is not recognised. Partial disposal of subsidiary resulting in loss of control triggers remeasurement of the residual holding to fair value. Any difference between the fair value and the carrying value is recognised as gain or loss in profit or loss.	Any difference between the Sale proceeds and the carrying value is recognised as gain or loss in profit or loss.
Provisions, contingent liabilities and contingent assets — discounting	Where the effect of time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation. The discount rate is a pre-tax rate that reflects the current market assessment of the time value of money and risks specific to the liability. The discount rate does not reflect risk for which future cash flow estimates have been adjusted.	Long term provisions are carried at their full value without considering the time value of money.
Below market interest rate loan	If an entity has received a below market interest loan, it is required to be recorded in the books at the fair value by discounting with the borrowing rate as on the date of obtaining the loan. The gain recorded will reverse through the income statement going forward until the maturity of the loan as an interest expense through the effective interest rate method.	The loan is recorded at the amount received.

GENERAL INFORMATION

Listing

Approval-in-principle has been received from the SGX-ST for permission to deal in and quotation for the Notes on the SGX-ST. The Notes will be traded on the SGX-ST in a minimum board lot size of S$200,000 for so long as the Notes are listed on the SGX-ST. Admission to the official list of the SGX-ST and quotation of the Notes is not to be taken as an indication of the merits of the Issuer, the Group or the Notes.

Clearing Systems

The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg. The International Securities Identification Number and the Common Code in respect of the Notes is XS1121907676 and 112190767, respectively.

Authorisation

The Issuer has obtained all necessary consents, approvals and authorisations in connection with the issue and performance of the Notes. The issue of the Notes was authorised by a resolution of the Board of Directors of the Issuer passed on 8 October 2014.

No Significant Change

Except as disclosed in this Offering Circular, there has been no significant change in the financial or trading position of the Issuer since 31 March 2014.

Litigation

Except as disclosed in this Offering Circular, neither the Issuer nor any other member of the Group is involved in any litigation or arbitration proceedings relating to claims or amounts which are material in the context of the issue of the Notes nor so far as the Issuer is aware is any such litigation or arbitration pending or threatened as of the date of this Offering Circular.

Related Party Transactions

For a list of related party transactions of the Issuer, refer to note 31 of the audited financial statements for fiscal 2014.

Documents

Copies of the constitutive documents of the Issuer, the Agency Agreement and the Trust Deed will be available for inspection during usual business hours on any weekday (except public holidays) at the offices of the Principal Paying Agent. As long as any of the Notes remain outstanding, copies of the Issuer's annual reports in English, containing the consolidated audited financial statements of the Issuer will be delivered to and may be obtained during usual business hours at the offices of the Principal Paying Agent.

Financial Statements

The audited consolidated financial statements and the audited standalone financial statements (incorporated by reference in this Offering Circular) of the Issuer for the years ended 31 March 2012, 2013 and 2014 included in this Offering Circular have been audited by Deloitte Haskins & Sells LLP, Chartered Accountants. The audited standalone financial statements of the Issuer for the 3 months ended 30 June 2013 and 30 June 2014 (incorporated by reference in this Offering Circular) and the unaudited and reviewed consolidated financial statements of the Issuer for the 3 months ended 30 June 2013 and 30 June 2014 included in this Offering

Circular have been audited and reviewed, respectively, by Deloitte Haskins & Sells LLP, Chartered Accountants and has given and not withdrawn their consent to the inclusion in this Offering Circular of their audit reports on the financial statements of the Issuer for the years ended 31 March 2012, 2013 and 2014 and the review report on the financial statements for the quarter ended 30 June 2013 and 30 June 2014 in the form and context in which they are included and with the inclusion of and references to their name in the form and context in which it appears in this Offering Circular. Such consent is not within the meaning under the US Securities Act.

INDEX TO THE FINANCIAL INFORMATION

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REPORT OF THE INDEPENDENT AUDITOR ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Board of Directors of
Tata Motors Limited

Report on the Consolidated Financial Statements

1. The accompanying consolidated financial statements of **TATA MOTORS LIMITED** (the "Company"), its subsidiaries and jointly controlled entities (the Company, its subsidiaries and jointly controlled entities constitute "the Group"), which comprise the Consolidated Balance Sheets as at March 31, 2014, March 31, 2013 and March 31, 2012, and also the Consolidated Statements of Profit and Loss and the Consolidated Cash Flow Statements for the years then ended on these dates, and a summary of the significant accounting policies and other explanatory information (together comprising the "Consolidated Financial Statements") are derived / regrouped from the audited consolidated financial statements (the "Audited Consolidated Financial Statements) of the Company for the respective years audited by us as detailed in paragraph 2(a) to 2(c) below.

2. (a) We expressed our opinions on the consolidated financial statements of the Company for the years ended March 31, 2014, March 31, 2013 and March 31,2012 vide our reports dated May 29, 2014, May 29, 2013 and May 29, 2012 respectively.

   (b) Our reports on the consolidated financial statements of the Company for the years ended March 31, 2014, March 31, 2013 and March 21, 2012 included emphases of matter which drew reference to Note k (i) under Significant Accounting Policies to the Consolidated Financial Statements. As stated in the Note the changes in actuarial valuation (net) amounting to Rs.13,436.7 millions (debit) (net of tax Rs.403.9 millions) for the year ended 31st March, 2014 [for the year ended 31st March, 2013 - Rs. 23,541.3 millions (debit) (net of tax Rs.6,267.4 million)] [for the year ended 31st March, 2012 - Rs. 1,281.2 millions (credit) (net of tax credit of Rs.12,725 millions)] and Rs.75,683.8 millions (debit) as at 31st March, 2014 [as at 31st March 2013 - Rs.62,247.1 millions] [as at 31st March 2012 - Rs.38,705.8 millions] have been accounted in "Reserves and Surplus" in respect of a group of subsidiary companies.

   (c) Our reports on the consolidated financial statements of the Company:

      i. for the years ended March 31, 2014, 2013 and 2012 state that the financial information of certain subsidiaries, jointly controlled entity and certain associates for the year then ended to the extent included in Annexure 1, was considered in those consolidated financial statements based on information compiled by the Management and was not subject to audit by independent auditors.

Regd. Office: 12, Dr. Annie Besant Road, Opp. Shiv Sagar Estate, Worli, Mumbai - 400 018, India
Deloitte Haskins & Sells (Registration No. BA 97449) a partnership firm was converted into Deloitte Haskins & Sells LLP (LLP Identification No. AAB-8737) a limited liability partnership with effect from 20th November 2013.

ii. for the years ended March 31, 2014, 2013 and 2012 state that we did not audit the financial statements of certain subsidiaries and associates of the Company, whose financial statements reflected the financial information as considered in the consolidated financial statements for the respective years then ended to the extent set out in Annexure 2. These financial statements and other financial information were audited by other auditors whose reports were furnished to us, and our audit opinions on the consolidated financial statements of the Company for the years ended March 31, 2014, March 31, 2013 and March 31, 2012 to the extent they relate to the figures for the respective years included in Annexure 2, are solely based on the reports of the other auditors.

3. The figures included in the Consolidated Financial Statements, do not reflect the effect of events that occurred subsequent to the date of our reports on the respective periods referred to in paragraph 2(a) above.

4. The amounts for the year ended and as at March 31, 2014 expressed in U.S. Dollars, provided as supplementary information solely for convenience of the reader, have been translated on the basis set forth in Note 36(j) to the Consolidated Financial Statements.

5. **Management's Responsibility for the Consolidated Financial Statements**
Management is responsible for the preparation of the Consolidated Financial Statements from the Audited Consolidated Financial Statements of the respective years ended March 31, 2014, March 31, 2013 and March 31, 2012 on the basis described in Note 36(g) to the Consolidated Financial Statements.

6. **Auditor's Responsibility**
Our responsibility is to express an opinion on the Consolidated Summary Financial Statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, "Engagements to Report on Summary Financial Statements" issued by the Institute of Chartered Accountants of India.

7. **Opinion**
In our opinion, the Consolidated Summary Financial Statements derived / regrouped from the Audited Consolidated Financial Statements of the Company for the respective years ended March 31, 2014, March 31, 2013 and March 31, 2012 are a compilation of those Audited Consolidated Financial Statements on the basis described in Note 36(g) to the Consolidated Financial Statements.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No.117366W/ W-100018)

B. P. Shroff

B.P. SHROFF
Partner
Membership No.34382

Mumbai
Date: October 10, 2014

Deloitte
Haskins & Sells LLP

Annexure 1 to the report on the Consolidated Financial Statements (referred to in paragraph 2 (c) (i) of the report)

Financial information of certain subsidiaries, jointly controlled entity and certain associates, as considered in the consolidated financial statements of the Company for the year ended March 31, 2014, 2013 and 2012 which were not subjected to an independent audit:

Particulars	**As at and for the year ended**		
	March 31, 2014 (Rs. Million)	**March 31, 2013 (Rs. Million)**	**March 31, 2012 (Rs. Million)**
Relating to certain subsidiaries and jointly controlled entity			
Assets	4,382.1	514.3	2,306.7
Revenue	24,389.9	23,573.2	23,062.2
Cash flows – outflows	1,109.0	2,614.0	467.4
Relating to an Associate			
Share of loss	710.1	485.8	176.5

Annexure 2 to the report on the Consolidated Financial Statements (referred to in paragraph 2 (c) (ii) of the report)

Financial information of certain subsidiaries and associates audited by other auditors, as considered in the consolidated financial statements of the Company:

Particulars	**As at and for the year ended**		
	March 31, 2014 (Rs. Million)	**March 31, 2013 (Rs. Million)**	**March 31, 2012 (Rs. Million)**
Relating to certain subsidiaries			
Assets	620,241.1	314,792.5	275,323.1
Revenue	1,967,546.8	1,412,878.5	1,078,621.6
Cash flows – (outflows) / inflows	40,751.5	(14,567.8)	63,233.1
Relating to Associates			
Share of profits	97.1	1,436.3	342.4

TATA MOTORS LIMITED

Consolidated Balance Sheet

	Note	2012	2013	2014	2014
		As at March 31,			
			(₹ in million)		(US$ in million)
I. EQUITY AND LIABILITIES					
1. SHAREHOLDERS' FUNDS					
(a) Share capital	2	6,347.5	6,380.7	6,437.8	107.4
(b) Reserves and surplus	3	320,637.5	369,992.3	649,596.7	10,841.1
		326,985.0	376,373.0	656,034.5	10,948.5
2. MINORITY INTEREST		3,071.3	3,704.8	4,206.5	70.2
3. NON-CURRENT LIABILITIES					
(a) Long-term borrowings	4	279,624.8	321,552.9	452,586.1	7,553.2
(b) Deferred tax liabilities (net)	6	21,650.7	20,482.1	15,723.3	262.4
(c) Other long-term liabilities	7	22,975.7	32,840.6	25,968.6	433.4
(d) Long-term provisions	9	62,323.9	83,372.4	121,902.9	2,034.4
		386,575.1	458,248.0	616,180.9	10,283.4
4. CURRENT LIABILITIES					
(a) Short-term borrowings	5	107,415.9	116,202.1	96,958.6	1,618.1
(b) Trade payables	11	366,863.2	449,123.5	573,157.3	9,565.4
(c) Other current liabilities	8	190,697.8	222,249.4	173,738.6	2,899.5
(d) Short-term provisions	10	67,703.8	77,881.6	79,706.8	1,330.2
		732,680.7	865,456.6	923,561.3	15,413.2
TOTAL		1,449,312.1	1,703,782.4	2,199,983.2	36,715.3
II. ASSETS					
1. NON-CURRENT ASSETS					
(a) Fixed assets					
(i) Tangible assets	12	271,185.8	327,289.5	406,942.9	6,791.4
(ii) Intangible assets	13	131,480.9	186,804.1	234,185.5	3,908.3
(iii) Capital work-in-progress		31,215.1	43,451.1	101,373.0	1,691.8
(iv) Intangible assets under development		128,243.2	141,084.4	231,252.6	3,859.4
		562,125.0	698,629.1	973,754.0	16,250.9
(b) Goodwill (on consolidation)	14	40,937.4	41,023.7	49,788.3	830.9
(c) Non-current investments	15	13,915.4	12,224.1	11,143.9	186.0
(d) Deferred tax assets (net)	6	45,393.3	44,289.3	23,470.8	391.7
(e) Long-term loans and advances	17	136,579.5	155,841.2	132,688.4	2,214.4
(f) Other non-current assets	19	5,746.8	10,239.5	50,684.5	845.9
		804,697.4	962,246.9	1,241,529.9	20,719.8
2. CURRENT ASSETS					
(a) Current investments	16	75,261.7	75,423.2	95,722.8	1,597.5
(b) Inventories	21	182,160.2	210,368.2	272,708.9	4,551.1
(c) Trade receivables	22	82,368.4	109,596.0	105,742.3	1,764.7
(d) Cash and bank balances	23	182,381.3	211,148.2	297,117.9	4,958.6
(e) Short-term loans and advances	18	113,372.2	126,670.5	140,552.4	2,345.7
(f) Other current assets	20	9,070.9	8,329.4	46,609.0	777.9
		644,614.7	741,535.5	958,453.3	15,995.5
TOTAL		1,449,312.1	1,703,782.4	2,199,983.2	36,715.3

III. NOTES FORMING PART OF FINANCIAL STATEMENTS

TATA MOTORS LIMITED

Consolidated Profit and Loss Statement

		Note	Year Ended March 31, 2012	2013	2014	2014
				(₹ in million)		(US$ in million)
I.	**REVENUE FROM OPERATIONS**	24 (I)	1,706,775.8	1,936,984.7	2,366,264.3	39,490.4
	Less: Excise duty		(50,230.9)	(49,057.8)	(37,927.7)	(633.0)
			1,656,544.9	1,887,926.9	2,328,336.6	38,857.4
II.	**OTHER INCOME**	24 (II)	6,617.7	8,155.9	8,285.9	138.3
III.	**TOTAL REVENUE (I + II)**		1,663,162.6	1,896,082.8	2,336,622.5	38,995.7
IV.	**EXPENSES :**					
	(a) Cost of materials consumed		1,007,974.4	1,138,513.4	1,355,500.4	22,621.8
	(b) Purchases of products for sale		112,058.6	92,660.0	108,769.5	1,815.2
	(c) Changes in inventories of finished goods, work-in-progress and products for sale		(25,357.2)	(30,292.9)	(28,405.8)	(474.1)
	(d) Employee cost / benefits expense	25	122,984.5	166,321.9	215,564.2	3,597.5
	(e) Finance costs	26	29,822.2	35,602.5	47,337.8	790.0
	(f) Depreciation and amortisation expense		56,253.8	76,012.8	110,781.6	1,848.8
	(g) Product development / Engineering expenses		13,892.3	20,215.9	25,652.1	428.1
	(h) Other expenses	27	284,539.7	356,483.3	438,257.7	7,314.0
	(i) Expenditure transferred to capital and other accounts		(82,659.8)	(101,934.5)	(135,378.5)	(2,259.3)
	TOTAL EXPENSES		1,519,508.5	1,753,582.4	2,138,079.0	35,682.0
V.	**PROFIT BEFORE EXCEPTIONAL AND EXTRA ORDINARY ITEMS AND TAX (III - IV)**		143,654.1	142,500.4	198,543.5	3,313.7
VI.	**EXCEPTIONAL ITEMS**					
	(a) Exchange loss (net) including on revaluation of foreign currency borrowings, deposits and loans		6,541.1	5,150.9	7,077.2	118.1
	(b) Provision for costs associated with closure of operations and impairment of intangibles		1,774.3	876.2	2,241.6	37.4
	(c) Employee separation cost		-	-	535.0	8.9
			8,315.4	6,027.1	9,853.8	164.4
VII.	**PROFIT BEFORE EXTRA ORDINARY ITEMS AND TAX (V - VI)**		135,338.7	136,473.3	188,689.7	3,149.3
VIII.	Extraordinary items		-	-	-	-
IX.	**PROFIT BEFORE TAX FROM CONTINUING OPERATIONS (VII - VIII)**		135,338.7	136,473.3	188,689.7	3,149.3
X.	Tax expense	6	(400.4)	37,766.6	47,647.9	795.2
XI.	**PROFIT AFTER TAX FROM CONTINUING OPERATIONS (IX - X)**		135,739.1	98,706.7	141,041.8	2,354.1
XII.	Share of profit / (loss) of associates (net)		249.2	1,056.1	(537.1)	(9.0)
XIII.	Minority interest		(823.3)	(836.7)	(594.5)	(9.9)
XIV.	**PROFIT FOR THE YEAR**		135,165.0	98,926.1	139,910.2	2,335.2
XV.	**EARNINGS PER SHARE**	28				
	A. Ordinary shares (face value of ₹ 2 each)					
	a. Basic	₹	42.58	31.02	43.51	$0.7
	b. Diluted	₹	40.71	30.94	43.50	$0.7
	B. 'A' Ordinary shares (face value of ₹ 2 each)					
	a. Basic	₹	42.68	31.12	43.61	$0.7
	b. Diluted	₹	40.81	31.04	43.60	$0.7
XVI.	**NOTES FORMING PART OF FINANCIAL STATEMENTS**					

TATA MOTORS LIMITED

Consolidated Cash Flow Statement

		Year Ended March 31,			
		2012	2013	2014	2014
			(₹ in million)		(US$ in million)
A.	**Cash flows from operating activities**				
	Profit for the year	135,165.0	98,926.1	139,910.2	2,335.2
	Adjustments for:				
	Depreciation (including lease equalisation adjusted in income)	56,208.6	75,967.6	110,736.4	1,848.1
	Loss on sale of assets (including assets scrapped / written off)	767.20	238.9	465.2	7.8
	Profit on sale of investments (net)	(484.50)	(800.9)	(1,145.8)	(19.1)
	Provision for costs associated with closure of operations and impairment of intangibles	1,391.80	876.2	2,241.6	37.4
	Provision / (Reversal of provision) for diminution in value of investments	-	4.1	(10.5)	(0.2)
	Provision for inter corporate deposits (net)	-	52.9	-	-
	Gain on settlement of deferred sales tax liability	(1,537.40)	(1,382.9)	(1,544.6)	(25.8)
	Share of (profit) / loss of associates (net)	(249.2)	(1,056.1)	537.1	9.0
	Share of Minority Interest	823.3	836.7	594.5	9.9
	Tax expense	(400.4)	37,766.7	47,647.9	795.2
	Interest / dividend (net)	24,709.60	28,283.00	40,197.7	670.9
	Non-cash dividend income on mutual funds	(145.60)	-	-	-
	Profit on issue of shares by a subsidiary	(473.60)	-	-	-
	Exchange difference	8,548.60	4,343.1	7,221.1	120.5
		89,158.4	145,129.3	206,940.6	3,453.7
	Operating profit before working capital changes	224,323.4	244,055.4	346,850.8	5,788.9
	Adjustments for:				
	Inventories	(27,189.8)	(26,558.1)	(28,525.5)	(476.2)
	Trade receivables	(10,068.6)	(26,975.7)	21,301.9	355.5
	Finance receivables	(56,520.7)	(24,791.0)	(675.5)	(11.3)
	Other current and non-current assets	(9,809.4)	(9,990.3)	11,239.0	187.6
	Trade payables	58,668.5	81,321.9	46,939.0	783.4
	Other current and non-current liabilities	23,210.6	(6,283.3)	(1,416.6)	(23.6)
	Provisions	(1,091.4)	13,247.9	8,881.8	148.2
		(22,800.8)	(28.6)	57,744.1	963.6
	Cash generated from operations	201,522.6	244,026.8	404,594.9	6,752.5
	Income taxes paid (net)	(17,679.4)	(22,400.7)	(43,083.3)	(719.0)
	Net cash from operating activities	183,843.2	221,626.1	361,511.6	6,033.5
B.	**Cash flows from investing activities**				
	Purchase of fixed assets	(138,755.5)	(188,625.7)	(269,751.3)	(4,502.0)
	Proceeds from sale of fixed assets	927.0	366.9	499.3	8.3
	Investments in Mutual Fund sold / (made) (net)	(58,400.9)	1,861.1	(4,246.9)	(70.9)
	Investments in subsidiary company	(3,043.3)	-	-	-
	Acquisition of a subsidiary company	-	-	(1,845.6)	(30.8)
	Advance towards investments	(250.0)	-	-	-
	Investment in associate companies	(87.6)	(0.1)	-	-
	Investments - others	(173.3)	(55.0)	(38.8)	(0.6)
	Investments in PTC (net)	-	-	136.0	2.3
	(Increase) / decrease in Investments in retained interests in securitisation transactions	1.8	(1,076.9)	-	-
	Redemption of Investment in associate companies	-	210.0	-	-
	Sale / redemption of investments - others	837.5	128.6	35.6	0.6
	Fixed deposits made with Financial Institutions	-	-	(2,375.0)	(39.6)
	Fixed deposits made with Financial Institutions realised	-	-	2,000.0	33.4
	Deposits of margin money / cash collateral	(58.5)	(2,512.1)	(44.8)	(0.7)
	Realisation of margin money / cash collateral	5,060.6	7,621.5	13,659.3	228.0
	Fixed / restricted deposits with banks made	(25,607.6)	(69,722.2)	(52,523.8)	(876.7)
	Fixed / restricted deposits with banks realised	8,775.1	8,366.5	8,633.1	144.1
	Interest received	4,672.5	7,128.9	6,532.3	109.0
	Dividend received from associates	466.0	562.5	145.1	2.4
	Dividend / income on investments received	237.3	384.0	255.3	4.3
	(Increase) / decrease in short term Inter-corporate deposit	(29.6)	448.3	-	-
	Net cash used in investing activities	(205,428.5)	(234,913.7)	(298,930.2)	(4,988.9)

TATA MOTORS LIMITED

Consolidated Cash Flow Statement

	Year Ended March 31, 2012	2013	2014	2014
		(₹ in million)		(US$ in million)
C. Cash flows from financing activities				
Expenses on Foreign Currency Convertible Notes (FCCN) / Convertible Alternative Reference Securities (CARS) conversion	-	(2.3)	(3.5)	(0.1)
Brokerage and other expenses on Non-Convertible Debentures (NCD)	(766.9)	(930.2)	(875.4)	(14.6)
Proceeds from issue of shares to minority shareholders (net of issue expenses)	1,385.4	5.6	-	-
Premium paid on redemption of FCCN / CARS (including tax)	(9.7)	(8,869.5)	-	-
Premium paid on redemption of NCD	-	(965.5)	(6,580.5)	(109.8)
Proceeds from issue of shares held in abeyance	0.2	1.6	0.9	-
Proceeds from long-term borrowings (net of issue expenses)	190,300.4	131,602.4	233,213.9	3,892.1
Repayment of long-term borrowings	(46,641.3)	(75,384.4)	(167,378.1)	(2,793.5)
Proceeds from short-term borrowings	79,112.2	147,029.2	113,535.6	1,894.8
Repayment of short-term borrowings	(103,456.5)	(130,118.2)	(124,032.4)	(2,070.1)
Net change in other short-term borrowings (with maturity up to three months)	5,208.5	1,555.6	(14,165.7)	(236.4)
Repayment of fixed deposits	(10,692.5)	(18,683.8)	(3,621.9)	(60.4)
Dividend paid (including dividend distribution tax)	(14,793.3)	(15,272.4)	(6,886.2)	(114.9)
Dividend paid to minority shareholders	(237.8)	(233.3)	(333.5)	(5.6)
Interest paid [including discounting charges paid ₹ 6,659.3 million (2012-2013 ₹ 5,684.9 million, 2011-2012 ₹ 6,243.1 million)]	(33,736.9)	(46,655.6)	(61,705.6)	(1,029.8)
Net cash from / (used in) financing activities	65,671.8	(16,920.8)	(38,832.4)	(648.3)
Net (decrease) / increase in cash and cash equivalents	44,086.5	(30,208.4)	23,749.0	396.3
Cash and cash equivalents as at March 31, 2012	-	148,330.2	-	-
Reclassification of an associate to joint venture	-	168.7	-	-
Cash and cash equivalents as at April 1 (Opening balance)	93,454.1	148,498.9	123,509.7	2,061.2
Cash and cash equivalent on acquisition of subsidiary	-	-	405.1	6.8
Effect of foreign exchange on cash and cash equivalents	10,789.6	5,219.2	18,616.0	310.7
Cash and cash equivalents as at March 31 (Closing balance)	148,330.2	123,509.7	166,279.8	2,775.0

Previous year figures have been restated, wherever necessary,
to conform to this period's classification.

	2012	2013	2014	2014 (US$)
Non-cash transactions :				
FCCN / CARS converted to Ordinary shares	-	2,328.3	4,133.4	69.0

TATA MOTORS LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Consolidation and Significant Accounting Policies

(I) Basis of consolidation:

The Consolidated Financial Statements relate to Tata Motors Limited (the Company), its subsidiary companies, joint ventures and associates. The Company and its subsidiaries constitute the Group

(a) **Basis of preparation**

The financial statements for 2013-14 are prepared under the historical cost convention on an accrual basis of accounting in accordance with the generally accepted accounting principles, Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 (the "Act") and the relevant provisions thereof, which continue to be applicable in respect of Section 133 of Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs.

The financial statements for 2012-13 and 2011-12 are prepared under the historical cost convention on an accrual basis of accounting in accordance with the generally accepted accounting principles, Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 (the "Act") and the relevant provisions thereof.

(b) **Use of estimates**

The preparation of financial statements requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the date of these financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

(c) **Principles of consolidation:**

The Consolidated Financial Statements have been prepared on the following basis:

i. The financial statements of the subsidiary companies / joint ventures / associates used in the consolidation are drawn upto the same reporting date as of the Company i.e. year ended March 31, 2012, 2013 and 2014

ii. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealised profits have been fully eliminated.

iii. The Consolidated Financial Statements include the share of profit / loss of the associate companies which has been accounted as per the 'Equity method', and accordingly, the share of profit / loss of each of the associate companies (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments.

An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture of the investor.

iv. The financial statements of the joint venture companies have been combined by using proportionate consolidation method and accordingly, venturer's share of each of the assets, liabilities, income and expenses of jointly controlled entity is reported as separate line items in the Consolidated Financial Statements.

v. The excess of cost to the Company of its investments in the subsidiary companies / joint ventures over its share of equity of the subsidiary companies / joint ventures at the dates on which the investments in the subsidiary companies / joint ventures are made, is recognised as 'Goodwill' being an asset in the Consolidated Financial Statements. Alternatively, where the share of equity in the subsidiary companies / joint ventures as on the date of investment is in excess of cost of investment of the Company, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the Consolidated Financial Statements.

vi. Minority interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary companies and further movements in their share in the equity, subsequent to the dates of investments as stated above.

(d) **The following subsidiary companies are considered in the Consolidated Financial Statements**

			% of holding either directly or through subsidiaries		
Sr No.	**Name of the Subsidiary Company**	**Country of incorporation**	**As at March 31, 2012**	**As at March 31, 2013**	**As at March 31, 2014**
	Direct Subsidiaries				
1	TML Drivelines Ltd	India	100	100	100
2	TAL Manufacturing Solutions Ltd	India	100	100	100
3	Sheba Properties Ltd	India	100	100	100
4	Concorde Motors (India) Ltd	India	100	100	100
5	Tata Motors Insurance Broking & Advisory Services Ltd	India	100	100	100
6	Tata Motors European Technical Centre Plc	UK	100	100	100
7	Tata Technologies Ltd	India	72.41	72.32	72.32
8	Tata Motors Finance Ltd	India	100	100	100
9	Tata Marcopolo Motors Ltd	India	51	51	51
10	TML Holdings Pte Ltd, Singapore	Singapore	100	100	100
11	TML Distribution Company Ltd	India	100	100	100
12	Tata Hispano Motors Carrocera S.A	Spain	100	100	100
13	Trilix S.r.l	Italy	80	80	80
14	Tata Precision Industries Pte Ltd	Singapore	78.39	78.39	78.39
15	PT Tata Motors Indonesia	Indonesia	100	100	100

Sr No.	Name of the subsidiary company	Country of incorporation	% of holding either directly or through subsidiaries As at March 31, 2012	As at March 31, 2013	As at March 31, 2014
	Indirect subsidiaries *				
16	Tata Daewoo Commercial Vehicle Co. Ltd	South Korea	100	100	100
17	Tata Motors (Thailand) Ltd	Thailand	90.82	90.82	94.36
18	Tata Motors (SA) (Proprietary) Ltd	South Africa	60	60	60
19	Tata Technologies (Thailand) Ltd	Thailand	72.41	72.32	72.32
20	Tata Technologies Pte. Ltd, Singapore	Singapore	72.41	72.32	72.32
21	INCAT International Plc	UK	72.41	72.32	72.32
22	Tata Technologies Europe Ltd	UK	72.41	72.32	72.32
23	INCAT GmbH.	Germany	72.41	72.32	72.32
24	Tata Technologies Inc	USA	72.62	72.52	72.52
25	Tata Technologies de Mexico, S.A. de C.V.	Mexico	72.62	72.52	72.52
26	Tata Technologies (Canada) Inc	Canada	72.62	72.52	72.52
27	Cambric Holdings Inc. *(w.e.f. May 1, 2013)*	USA	-	-	72.32
28	Cambric Corporation, Delaware *(w.e.f. May 1, 2013)*	USA	-	-	72.32
29	Cambric Limited, Bahama *(w.e.f. May 1, 2013)*	USA	-	-	72.32
30	Cambric UK Ltd. *(w.e.f. May 1, 2013)*	UK	-	-	72.32
31	Cambric Managed Services, Utah *(w.e.f. May 1, 2013)*	USA	-	-	72.32
32	Cambric GmbH *(w.e.f. May 1, 2013)*	Germany	-	-	72.32
33	Midwest Managed Services, Utah *(w.e.f. May 1, 2013)*	USA	-	-	72.32
34	Cambric Consulting SRL, Romania *(w.e.f. May 1, 2013)*	Romania	-	-	72.32
35	Cambric Manufacturing Technologies (Shangai) Co. Ltd (incorprated w.e.f. *March 10, 2014)*	China	-	-	72.32
36	Jaguar Land Rover Automotive Plc	UK	100	100	100
37	Jaguar Land Rover Ltd	UK	100	100	100
38	Jaguar Land Rover Austria GmbH	Austria	100	100	100
39	Jaguar Land Rover Belux NV (formerly known as Jaguar Belux NV	Belgium	100	100	100
40	Jaguar Land Rover Japan Ltd	Japan	100	100	100
41	Jaguar Cars South Africa (pty) Ltd	South Africa	100	100	100
42	JLR Nominee Company Limited (formerly known as Jaguar Land Rover Exports Ltd)	UK	100	100	100
43	The Daimler Motor Company Ltd	UK	100	100	100
44	The Jaguar Collection Ltd	UK	100	100	100
45	Daimler Transport Vehicles Ltd	UK	100	100	100
46	S.S. Cars Ltd	UK	100	100	100
47	The Lanchester Motor Company Ltd	UK	100	100	100
48	Jaguar Hispania SL (absorbed into Land Rover Espana SL w.e.f January 1, 2013	Spain	100	100	-
49	Jaguar Land Rover Deutschland GmbH	Germany	100	100	100
50	Jaguar Land Rover Holdings Limited (formerly known as Land Rover	UK	100	100	100
51	Land Rover Group Ltd	Jersey	100	100	100
52	Jaguar Land Rover North America LLC	USA	100	100	100
53	Land Rover Belux SA/NV (merged with Jaguar Belux NV w.e.f October 1, 2013	Belgium	100	100	-
54	Land Rover Ireland Ltd	Ireland	100	100	100
55	Jaguar Land Rover Nederland BV	Netherlands	100	100	100
56	Jaguar Land Rover Portugal - Veiculos e Pecas, LDA	Portugal	100	100	100
57	Jaguar Land Rover Australia Pty Ltd	Australia	100	100	100
58	Jaguar Land Rover Italia SpA	Italy	100	100	100
59	Jaguar Land Rover Espana SL (formerly known as Land Rover Espana SL)	Spain	100	100	100
60	Jaguar Land Rover Korea Co. Ltd	South Korea	100	100	100
61	Jaguar Land Rover Automotive Trading (Shanghai) Co. Ltd	China	100	100	100
62	Jaguar Land Rover Canada ULC	Canada	100	100	100
63	Jaguar Land Rover France, SAS	France	100	100	100
64	Jaguar Land Rover (South Africa) (pty) Ltd	South Africa	100	100	100
65	Jaguar Land Rover Brazil LLC	Brazil	100	100	100
66	Limited Liability Company "Jaguar Land Rover" (Russia	Russia	100	100	100
67	Land Rover Parts Ltd	UK	100	100	100
68	Jaguar Land Rover (South Africa) Holdings Ltd.	UK	100	100	100
69	Jaguar Land Rover India Ltd	India	-	100	100
70	Tata Hispano Motors Carroceries Maghreb	Morocco	100	100	100
71	Tata Daewoo Commercial Vehicle Sales and Distribution Co. Ltd	South Korea	100	100	100
72	PT Tata Motors Distribusi Indonesia	Indonesia	-	99.59	99.99
73	Miljobil Greenland AS *(upto August 30, 2012)*	Norway	71.69	-	-
74	Land Rover Exports Ltd *(upto April 1, 2012)*	UK	100	-	-
75	Tata Engineering Services (Pte) Ltd *(upto July 5, 2012)*	Singapore	78.39	-	-

* Effective holding % of the Company directly and through its subsidiaries

(e) **The following Joint Venture companies are considered in the Consolidated Financial Statements:**

Sr No.	Name of the joint venture company	Country of incorporation	% of holding either directly or through subsidiaries As at March 31, 2012	As at March 31, 2013	As at March 31, 2014
1	Fiat India Automobiles Limited	India	50	50	50
2	Tata Cummins Ltd	India	-	50	50
3	Tata HAL Technologies Ltd **	India	36.20	36.16	36.16
4	Spark 44 Ltd	UK	50	50	50
5	Chery Jaguar Land Rover Automotive Co Ltd	China	-	50	50
6	Suzhou Chery Jaguar Land Rover Trading Co Ltd (Ownership transferred to Chery Jaguar Land Rover Automotive Co. Ltd w.e.f. November 2013)	China	-	50	-

** Effective holding % of the Company as it is a Joint Venture of Tata Technologies Ltd

(II) Significant accounting policies :

(a) Revenue recognition

(i) **Sale of products**

The Company recognises revenue on the sale of products,net of discounts when the products are delivered to the dealer / customer or when delivered to the carrier for exports sales, which is when risks and rewards of ownership pass to the dealer / customer. Sales include income from services and exchange fluctuations relating to export receivables. Sales include export and other recurring and non-recurring incentives from the Government at the national and state levels. Sale of products is presented gross of excise duty where applicable, and net of other indirect taxes. Revenues are recognised when collectibility of the resulting receivables is reasonably assured.

(ii) **Revenue from sale of vehicles with guaranteed repurchase option / repurchase arrangement**

Some of the subsidiary companies sell vehicles to daily rental car companies and other fleet customers subject to guaranteed repurchase options and to Ford Motor Group management employees, with repurchase arrangements. At the time of sale, the proceeds are recorded as deferred revenue in other current liabilities and the cost of the vehicles are recorded as inventories. The difference between the proceeds and the guaranteed repurchase amount is recognised in Sales over the term of the arrangement, using a straight-line method. The difference between the cost of the vehicle and the estimated auction value is netted off against revenue over the term of the lease.

(iii) Revenue from software consultancy on time and materials contracts is recognised based on certification of time sheet and billed to clients as per the terms of specific contracts. On fixed price contracts, revenue is recognised based on milestone achieved as specified in the contracts on the proportionate completion method on the basis of the work completed. Foreseeable losses on such contracts are recognized when probable. Revenue from rendering annual maintenance services is recognised proportionately over the period in which services are rendered. Revenue from third party software products and hardware sale is recognised upon delivery.

(iv) Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exits.

(v) Interest income is recognized on the time basis determined by the amount outstanding and the rate applicable and where no significant uncertainty as to measurability or collectability exists.

(b) Depreciation and Amortisation

(i) Depreciation is provided on Straight Line Method basis (SLM) over the estimated useful lives of the assets. Estimated useful lives of assets are as follows:

Type of Asset	Estimated useful life
Leasehold Land	amortised over the period of the lease
Buildings	20 to 40 years
Plant, machinery and equipment	9 to 30 years
Computers and other IT assets	3 to 6 years
Vehicles	3 to 10 years
Furniture, fixtures and office appliances	3 to 20 years
Technical know-how	2 to 10 years
Developed technologies	10 years
Computer software	1 to 8 years

Special tools are amortised on a straight line basis over the lives of the model concerned, which is 7 to 10 years.

Capital assets, the ownership of which does not vest with the Company, other than leased assets, are depreciated over the estimated period of their utility or five years, whichever is less.

(ii) Product development costs are amortised over a period of 36 months to 120 months or on the basis of actual production to planned production volume over such period.

(iii) In respect of assets whose useful life has been revised, the unamortised depreciable amount has been charged over the revised remaining useful life.

(iv) Depreciation is not recorded on capital work-in-progress / intangible assets under development until construction and installation are complete and asset is ready for its intended use.

(c) Fixed Assets

(i) Fixed assets are stated at cost of acquisition or construction less accumulated depreciation / amortisation.

(ii) The product development cost incurred on new vehicle platform, engines, transmission and new products are recognised as fixed assets, when feasibility has been established, the Company has committed technical, financial and other resources to complete the development and it is probable that asset will generate probable future benefits.

(iii) Cost includes purchase price, taxes and duties, labour cost and directly attributable costs for self constructed assets and other direct costs incurred upto the date the asset is ready for its intended use. Borrowing cost incurred for qualifying assets is capitalised up to the date the asset is ready for intended use, based on borrowings incurred specifically for financing the asset or the weighted average rate of all other borrowings, if no specific borrowings have been incurred for the asset. The cost of acquisition is further adjusted for exchange differences relating to long term foreign currency borrowings attributable to the acquisition of depreciable asset w.e.f. April 1, 2007.

(iv) Software not exceeding ₹ 25,000 and product development costs relating to minor product enhancements, facelifts and upgrades are charged off to the Profit and Loss Statement as and when incurred.

(d) Impairment of Tangible Assets, Intangible Assets and Goodwill

At each Balance Sheet date, the Company assesses whether there is any indication that the tangible assets, intangible assets including Goodwill may be impaired. If any such impairment indicators exists, the recoverable amount of an asset is estimated to determine the extent of the impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to that unit and then to the other assets of the unit pro rata on the basis of carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in the subsequent period unless there are changes in external events. As of March 31, 2014, 2013 and 2012 none of the tangible and intangible assets were considered impaired except for amounts disclosed in Note 14 to the Consolidated Financial Statements.

(e) Leases

(i) **Finance lease**

Assets acquired under finance leases are recognised at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability. Assets given under finance leases are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on a constant rate of return on the outstanding net investment.

(ii) **Operating lease**

Leases other than finance lease ,are operating leases and the leased assets are not recognised on the Company's Balance Sheet. Payments under operating leases are recognised in the Profit and Loss Statement on a straight line basis over the lease term.

(f) Transactions in foreign currencies and accounting of derivatives

(i) Exchange differences

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at year end exchange rates.

(1) Exchange differences arising on settlement of transactions and translation of monetary items other than those covered by (2) below are recognised as income or expense in the year in which they arise. Exchange differences considered as borrowing cost are capitalised to the extent these relate to the acquisition / construction of qualifying assets and the balance amount is recognised in the Profit & Loss Statement.

(2) Exchange differences relating to long term foreign currency monetary assets / liabilities are accounted for with effect from April 1, 2007 in the following manner:

- Differences relating to borrowings attributable to the acquisition of the depreciable capital asset are added to / deducted from the cost of such capital assets.
- Other differences are accumulated in Foreign Currency Monetary Item Translation Difference Account, to be amortised over the period, beginning April 1, 2007 or date of inception of such item, as applicable, and ending on March 31, 2011 or the date of its maturity, whichever is earlier.
- Pursuant to notification issued by the Ministry of Corporate Affairs, on December 29, 2011, the exchange differences on long term foreign currency monetary items (other than those relating to acquisition of depreciable asset) are amortised over the period till the date of maturity or March 31, 2020, whichever is earlier.

(3) On consolidation, the assets, liabilities and goodwill or capital reserve arising on the acquisition, of the Group's overseas operations are translated at exchange rates prevailing on the balance sheet date. Income and expenditure items are translated at the average exchange rates for the year/month. Exchange differences arising in case of Integral Foreign operations are recognised in the Profit and Loss Statement and exchange differences arising in case of Non integral Foreign Operations are recognised in the Group's Translation Reserve classified under Reserves and surplus.

(ii) Hedge accounting

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. With effect from April 1, 2008, the Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in Accounting Standard 30- Financial Instruments: Recognition and Measurement.

These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognised directly in Hedging Reserve Account under Reserves and Surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Profit and Loss Statement.

Amounts accumulated in Hedging Reserve Account are reclassified to profit and loss in the same periods during which the forecasted transaction affects Profit and Loss Statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in Hedging Reserve Account is retained there until the forecasted transaction occurs.

If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in Hedging Reserve Account is immediately transferred to the Profit and Loss Statement. Foreign currency options and other derivatives are stated at fair value as at the year end with change in fair value recognised in the Profit and Loss Statement.

(iii) Premium or discount on forward contracts other than those covered in (ii) above is amortised over the life of such contracts and is recognised as income and expense.

(g) Product warranty expenses

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise - being typically upto five years.

(h) Income on vehicle loan

Interest income from loan contracts in respect of vehicles and income from plant given on lease, are accounted for by using the Internal Rate of Return method. Consequently, a constant rate of return on the net outstanding amount is accrued over the period of contract. The Company and its subsidiary provides an allowance for finance receivables that are in arrears for more than 11 months, to the extent of an amount equivalent to the outstanding principal and amounts due but unpaid considering probable inherent loss including estimated realisation based on past performance trends. In respect of loan contracts that are in arrears for more than 6 months but not more than 11 months, allowance is provided to the extent of 10% of the outstanding and amount due but unpaid.

(i) Sale of finance receivables

One of the subsidiary sells finance receivables to Special Purpose Entities (“SPE”) in securitisation transactions. Recourse is in the form of the subsidiary’s investment in subordinated securities issued by these special purpose entities, cash collateral and bank guarantees. The loans are derecognised in the balance sheet when they are sold and consideration has been received by the subsidiary. Sales and transfers that do not meet the criteria for surrender of control are accounted for as secured borrowings.

Gains or losses from the sale of loans are recognised in the period the sale occurs based on the relative fair value of the portion sold and the portion allocated to retained interests, except for subsidiaries which are governed by prudential norms for income recognition issued by the Reserve Bank of India for Non Banking Financial Companies (NBFC), where gains or losses on sale are accounted for as per these norms.

The estimated liability for servicing expenses in respect of assigned receivables is made based on the ratio between the cost incurred for servicing current receivables and the collection made during the year.

(j) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of raw materials and consumables are ascertained on a moving weighted average / monthly moving weighted average basis, except for Jaguar and Land Rover which is on FIFO basis. Cost, including variable and fixed overheads, are allocated to work-in-progress and finished goods determined on full absorption cost basis. Net realisable value is estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

(k) Employee benefits

(i) Pension plans

One of the major subsidiary group, Jaguar Land Rover, operates several defined benefit pension plans, which are contracted out of the second state pension scheme. The assets of the plan are held in separate trustee administered funds. The plans provide for monthly pension after retirement as per salary drawn and service period as set out in rules of each fund.

Contributions to the plans by the subsidiary group take into consideration the results of actuarial valuations. The plans with a surplus position at the year end have been limited to the maximum economic benefit available from unconditional rights to refund from the scheme or reduction in future contributions. Where the subsidiary group is considered to have a contractual obligation to fund the pension plan above the accounting value of the liabilities, an onerous obligation is recognised.

During the year ended and as at March 31, 2014, ₹ 13,436.7 million (debit) (net of tax) and ₹ 75,683.8 million (debit) (net of tax) [2012-13 ₹ 23541.3 million (debit) (net of tax) and ₹ 62,247.1 million (debit) (net of tax), and 2011-12 ₹ 1,281.2 million (credit) (net of tax) and ₹ 38,705.8 million (debit) (net of tax)] respectively have been accounted, to “Reserves and Surplus”, representing changes in actuarial valuation of pension plans of a subsidiary company in the UK, in accordance with IFRS principles and as permitted by AS 21 in the consolidated financial statements

A separate defined contribution plan is available to employees of a major subsidiary group, Jaguar Land Rover. Costs in respect of this plan are charged to the Profit and Loss Statement as incurred.

(ii) Gratuity

The Company and some of its subsidiaries in India have an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company and the said subsidiaries make annual contributions to gratuity funds established as trusts or insurance companies. The Company and some of its subsidiaries account for the liability for gratuity benefits payable in future based on an independent actuarial valuation carried out at each Balance Sheet date using the projected unit credit method.

(iii) Superannuation

The Company and some of its subsidiaries have two superannuation plans, a defined benefit plan and a defined contribution plan. An eligible employee on April 1, 1996 could elect to be a member of either plan.

Employees who are members of the defined benefit superannuation plan are entitled to benefits depending on the years of service and salary drawn. The monthly pension benefits after retirement range from 0.75% to 2% of the annual basic salary for each year of service. The Company and the said subsidiaries account for superannuation benefits payable in future under the plan based on an independent actuarial valuation.

With effect from April 1, 2003, this plan was amended and benefits earned by covered employees have been protected as at March 31, 2003. Employees covered by this plan are prospectively entitled to benefits computed on a basis that ensures that the annual cost of providing the pension benefits would not exceed 15% of salary.

The Company and some of its subsidiaries maintain separate irrevocable trusts for employees covered and entitled to benefits. The Company and its subsidiaries contributes up to 15% of the eligible employees’ salary to the trust every year. Such contributions are recognised as an expense when incurred. The Company and the said subsidiaries have no further obligation beyond this contribution.

(iv) Bhavishya Kalyan Yojana (BKY)

Bhavishya Kalyan Yojana is an unfunded defined benefit plan. The benefits of the plan include pension in certain case, payable upto the date of normal superannuation had the employee been in service, to an eligible employee at the time of death or permanent disablement, while in service, either as a result of an injury or as certified by the Company’s Medical Board. The monthly payment to dependents of the deceased / disabled employee under the plan equals 50% of the salary drawn at the time of death or accident or a specified amount, whichever is higher. The Company accounts for the liability for BKY benefits payable in future based on an independent actuarial valuation.

(v) Severance indemnity

Tata Daewoo Commercial Vehicle Co. Ltd and Tata Daewoo Commercial Vehicle Sales and Distribution Co. Ltd, subsidiary companies incorporated in Korea has an obligation towards severance indemnity, a defined benefit retirement plan, covering eligible employees. The plan provides for a lump sum payment to all employees with more than one year of employment equivalent to 30 days' salary payable for each completed year of service. In accordance with the National Pension Law of Korea, a portion of the severance indemnities was transferred, in cash, to the National Pension Fund through March 1999, and such amounts are presented as a deduction from accrued severance indemnities.

(vi) Post-retirement medicare scheme

Under this scheme, employees of the Company and some of its subsidiaries get medical benefits subject to certain limits of amount, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Employees separated from the Company as part of Early Separation Scheme, on medical grounds or due to permanent disablement are also covered under the scheme. The Company and the said subsidiaries account for the liability for post-retirement medical scheme based on an independent actuarial valuation.

(vii) Provident fund and family pension

The eligible employees of the Company and some of its subsidiaries are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the company / subsidiaries make monthly / annual contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions, as specified under the law, are made to the provident fund and pension fund set up as irrevocable trust by the Company and its subsidiaries or to respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension scheme. The Company and some of its subsidiaries are generally liable for monthly / annual contributions and any shortfall in the fund assets based on the government specified minimum rates of return or pension and recognises such contributions and shortfall, if any, as an expense in the year incurred.

(viii) Compensated absences

The Company and some of its subsidiaries provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on basis of an independent actuarial valuation.

(l) Investments

(i) Long term investments are stated at cost less other than temporary diminution in value, if any.
(ii) Investment in associate companies are accounted as per the 'Equity method', and accordingly, the share of post acquisition reserves of each of the associate companies has been added to / deducted from the cost of investments.
(iii) Current investments are stated at lower of cost and fair value. Fair value of investments in mutual funds are determined on portfolio basis.

(m) Income taxes

Tax expense comprises current and deferred taxes. Current taxes are determined based on respective taxable income of each taxable entity and tax rules applicable for respective tax jurisdictions. Current tax is net of credit for entitlement for Minimum Alternative Tax.

Deferred tax is recognised, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realise such losses.Such deferred tax assets and liabilities are computed separately for each taxable entity and for each taxable jurisdiction.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

The tax expense is not comparable with the profit before tax, since it is consolidated on a line-by-line addition for each subsidiary company and no tax effect is recorded in respect of consolidation adjustments. This accounting treatment is as per accounting standard AS-21.

(n) Redemption premium on Foreign Currency Convertible Notes (FCCN) / Non Convertible Debentures (NCD)

Premium payable on redemption of FCCN / NCD as per the terms of issue, is provided fully in the year of issue by adjusting against the Securities Premium Account (SPA) (net of tax). Any change in the premium payable, consequent to conversion or exchange fluctuations is adjusted to the SPA.

(o) Borrowing costs

Fees towards structuring / arrangements and underwriting and other incidental costs incurred in connection with borrowings are amortised over the period of the loan.

(p) Liabilities and contingent liabilities

The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

TATA MOTORS LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31,			
	2012	2013	2014	2014
		(₹ in million)		(US$ in million)
2. Share Capital				
(a) Authorised :				
3,500,000,000 Ordinary shares of ₹ 2 each (as at March 31, 2013: 3,500,000,000 shares of ₹ 2 each) (as at March 31, 2012: 3,500,000,000 shares of ₹ 2 each)	7,000.0	7,000.0	7,000.0	116.8
1,000,000,000 'A' Ordinary shares of ₹ 2 each (as at March 31, 2013: 1,000,000,000 shares of ₹ 2 each) (as at March 31, 2012: 1,000,000,000 shares of ₹ 2 each)	2,000.0	2,000.0	2,000.0	33.4
300,000,000 Convertible Cumulative Preference shares of ₹ 100 each (as at March 31, 2013: 300,000,000 shares of ₹ 100 each) (as at March 31, 2012: 300,000,000 shares of ₹ 100 each)	30,000.0	30,000.0	30,000.0	500.7
	39,000.0	39,000.0	39,000.0	650.9
(b) Issued [Note (k)] :				
2,737,197,592 Ordinary shares of ₹ 2 each (as at March 31, 2013: 2,708,648,026 shares of ₹ 2 each) (as at March 31, 2012: 2,692,106,455 shares of ₹ 2 each)	5,384.2	5,417.3	5,474.4	91.4
482,206,515 'A' Ordinary shares of ₹ 2 each (as at March 31, 2013: 482,206,515 shares of ₹ 2 each) (as at March 31, 2012: 482,206,515 shares of ₹ 2 each)	964.3	964.4	964.4	16.1
	6,348.5	6,381.7	6,438.8	107.5
(c) Subscribed and called-up :				
2,736,713,122 Ordinary shares of ₹ 2 each (as at March 31, 2013: 2,708,156,151 shares of ₹ 2 each) (as at March 31, 2012: 2,691,613,455 shares of ₹ 2 each)	5,383.2	5,416.3	5,473.4	91.3
481,966,945 'A' Ordinary shares of ₹ 2 each (as at March 31, 2013: 481,959,620 shares of ₹ 2 each) (as at March 31, 2012: 481,933,115 shares of ₹ 2 each)	963.9	964.0	964.0	16.1
	6,347.1	6,380.3	6,437.4	107.4
(d) Calls unpaid - Ordinary shares	(0.1)	(0.1)	(0.1)	- ^
(e) Paid-up (c + d)	6,347.0	6,380.2	6,437.3	107.4
(f) Forfeited shares - Ordinary shares	0.5	0.5	0.5	- ^
Total (e + f)	6,347.5	6,380.7	6,437.8	107.4

(g) Movement of number of shares and share capital :

	2011-2012		2012-2013		2013-2014	
	No. of Shares	(₹ in million)	No. of Shares	(₹ in million)	No. of Shares	(₹ in million)
(i) Ordinary shares :						
Shares as on April 1	538,272,284	5,382.7	2,691,613,455	5,383.2	2,708,156,151	5,416.3
Add: Shares issued out of held in abeyance	50,199	0.5				
	538,322,483	5,383.2				
Subdivision of Ordinary shares of ₹ 10 each into 5 shares of ₹ 2 each	2,691,612,415	5,383.2				
Add: Shares issued out of held in abeyance	1,040	- *	1,125	- *	7,405	- *
Add: Shares issued through conversion of Foreign Currency Convertible Notes (FCCN) / Convertible Alternative Reference Securities (CARS)	-	-	16,541,571	33.1	28,549,566	57.1
Shares as on March 31	2,691,613,455	5,383.2	2,708,156,151	5,416.3	2,736,713,122	5,473.4
(ii) 'A' Ordinary shares :						
Shares as on April 1	96,341,706	963.4	481,933,115	963.9	481,959,620	964.0
Add: Shares issued out of held in abeyance	44,765	0.5				
	96,386,471	963.9				
Subdivision of 'A' Ordinary shares of ₹ 10 each into 5 shares of ₹ 2 each	481,932,355	963.9				
Add: Shares issued out of held in abeyance	760	- *	26,505	0.1	7,325	- *
Shares as on March 31	481,933,115	963.9	481,959,620	964.0	481,966,945	964.0

* Less than ₹ 50,000/-

^ Less than US$ 50,000/-

(h) Rights, preferences and restrictions attaching to shares :

(i) Ordinary shares and 'A' Ordinary shares of ₹ 2 each :

- The Company has two classes of shares – the Ordinary shares and the 'A' Ordinary shares both of ₹ 2 each (together referred to as shares). In respect of every Ordinary share (whether fully or partly paid), voting rights shall be in the same proportion as the capital paid up on such Ordinary share bears to the total paid up Ordinary share capital of the Company. In case of every 'A' Ordinary share, the holder shall be entitle to one vote for every ten 'A' Ordinary shares held as per the terms of its issue. Pursuant to section 107 of Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company is required to put resolutions to vote at any general meeting by e-voting and not decided upon a show of hands.
- The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Further, the Board of Directors may also announce an interim dividend. The holders of 'A' Ordinary shares shall be entitled to receive dividend for each financial year at five percentage point more than the aggregate rate of dividend declared on Ordinary shares for that financial year
- In the event of liquidation, the shareholders of Ordinary Shares are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

(ii) American Depository Shares (ADSs) and Global Depositary Shares (GDSs) :

- Each ADS and GDS underlying the ADR and GDR respectively represents five Ordinary shares of ₹ 2 each. A holder of ADS and GDS is not entitled to attend or vote at shareholders meetings. An ADS holder is entitled to issue voting instructions to the Depositary with respect to the Ordinary shares represented by ADS(s) only in accordance with the provisions of the Company's ADS deposit agreement and Indian Law. The depositary for the ADSs and GDSs shall exercise voting rights in respect of the deposited shares by issue of an appropriate proxy or power of attorney in terms of the respective deposit agreements.
- Shares issued upon conversion of ADSs will rank pari passu with existing Ordinary shares of ₹ 2 each in all respects, including entitlement of the dividend declared.

(i) Number of shares held by each shareholder holding more than 5 percent of the issued share capital :

	2011-2012		2012-2013		2013-2014	
	% Issued Share Capital	No. of Shares	% Issued Share Capital	No. of Shares	% Issued Share Capital	No. of Shares
(i) Ordinary shares :						
(a) Tata Sons Limited	25.96%	698,833,345	25.93%	702,333,345	25.67%	702,333,345
(b) Tata Steel Limited	5.49%	147,810,695	5.46%	147,810,695	5.40%	147,810,695
(c) Citibank N A as Depository	#	435,428,360	#	498,091,115	#	581,674,545
(d) Life Insurance Corporation of India	6.75%	181,710,232	-	-	-	-
(ii) 'A' Ordinary shares :						
(a) Matthews Asia Dividend Fund	-	-	*	-	6.93%	33,395,515
(b) HSBC Global Investment Funds a/c HSBC Global Investment Funds Mauritius Ltd	-	-	5.97%	28,789,306	6.04%	29,086,664
(c) HDFC Trustee Co Limited - HDFC Top 200 Fund	6.67%	32,137,761	6.10%	29,387,761	*	-
(d) HDFC Trustee Co Limited - HDFC Equity Fund	6.07%	29,246,932	5.37%	25,878,932	*	-

held by Citibank, N.A. as depository for American Depository Receipts (ADRs) and Global Depository Receipts (GDRs)
* Less than 5%

(j) Information regarding issue of shares in the last five years

(a) The Company has not issued any shares without payment being received in cash.
(b) The Company has not issued any bonus shares.
(c) The Company has not undertaken any buy-back of shares.

(k) Other Notes

(i) The entitlements to 484,470 ordinary shares of ₹ 2 each (as at March 31, 2013 : 491,875 ordinary shares of ₹ 2 each and as at March 31, 2012 : 493,000 ordinary shares of ₹ 2 each) and 239,570 'A' Ordinary shares of ₹ 2 each (as at March 31, 2013: 246,895 'A' ordinary shares of ₹ 2 each and as at March 31, 2012: 273,400 'A' ordinary shares of ₹ 2 each) are subject matter of various suits filed in the courts / forums by third parties for which final order is awaited and hence kept in abeyance

3. Reserves and surplus

	As at April 1, 2011	Additions	Deductions	As at March 31, 2012	Reclassification of an associate to joint venture	As at April 1, 2012	Additions	Deductions	As at March 31, 2013	Additions	Deductions	As at March 31, 2014	As at March 31, 2014
	(₹ in million)												(US$ in million)
(a) Capital Redemption Reserve	22.8	-	-	22.8	-	22.8	-	-	22.8	-	-	22.8	0.4
(b) Securities Premium Account [Notes (i) and (ii)]	113,506.8	91.8	1,731.0	111,867.6	-	111,867.6	2,333.1	915.0	113,285.7	4,419.3	874.1	116,830.9	1,949.7
(c) Debenture Redemption Reserve	11,021.5	700.0	-	11,721.5	-	11,721.5	-	1,300.0	10,421.5	-	-	10,421.5	173.9
(d) Capital Reserve (on consolidation) [Note (iii)]	3,673.0	380.6	-	4,053.6	-	4,053.6	348.5	-	4,402.1	643.5	-	5,045.6	84.2
(e) Revaluation Reserve [Note (iv)]	1,446.3	-	517.3	929.0	-	929.0	-	533.0	396.0	-	167.3	228.7	3.8
(f) Amalgamation Reserve	0.5	-	-	0.5	-	0.5	-	-	0.5	-	-	0.5	-
(g) Special Reserve	957.6	492.9	-	1,450.5	-	1,450.5	631.4	-	2,081.9	217.8	-	2,299.7	38.4
(h) Hedging Reserve Account [Note (v)]	2,087.6	458.8	4,158.1	(1,611.7)	-	(1,611.7)	4,233.5	18,402.5	(15,780.7)	88,136.2	18,360.0	53,995.5	901.1
(i) Pension Reserve [Note (vi)]	(39,987.0)	16,191.0	14,909.8	(38,705.8)	-	(38,705.8)	16,184.7	39,726.0	(62,247.1)	-	13,436.7	(75,683.8)	(1,263.1)
(j) Earned Surplus Reserve [Note (vii)]	118.3	26.8	-	145.1	-	145.1	-	-	145.1	-	-	145.1	2.4
(k) Reserves for Research and Human Resource Development [Note (viii)]	1,558.8	134.1	-	1,692.9	-	1,692.9	-	-	1,692.9	-	-	1,692.9	28.3
(l) Restricted Reserve	3.9	-	-	3.9	-	3.9	-	-	3.9	-	-	3.9	0.1
(m) Legal Reserve [Note (ix)]	-	-	-	-	-	-	-	-	-	3.3	-	3.3	0.1
(n) Translation Reserve [Note (x)]	(21,861.3)	23,635.9	-	1,774.6	-	1,774.6	1,048.1	-	2,822.7	68,907.6	-	71,730.3	1,197.1
(o) General Reserve [Note (xi)]	48,173.9	1,851.7	177.9	49,847.7	339.4	50,187.1	837.9	-	51,025.0	791.2	-	51,816.2	864.8
(p) Foreign Currency Monetary Item Translation Difference Account (Net) [Note (xii)]	-	(10,865.2)	(6,350.9)	(4,514.3)	-	(4,514.3)	5,627.3	12,451.7	(11,338.7)	17,958.6	881.1	5,738.8	95.8
(q) Profit and Loss Account / Surplus [Note (xiii)]	64,614.9	135,165.0	17,820.3	181,959.6	(339.4)	181,620.2	100,226.1	8,787.6	273,058.7	140,700.5	8,454.4	405,304.8	6,764.1
	185,337.6	168,263.4	32,963.5	320,637.5	-	320,637.5	131,470.6	82,115.8	369,992.3	321,778.0	42,173.6	649,596.7	10,841.1

Notes:-

	2011-2012 Additions	2011-2012 Deductions	2012-2013 Additions	2012-2013 Deductions	2013-2014 Additions	2013-2014 Deductions
(i) The opening and closing balances of Securities Premium Account are net of calls in arrears of ₹ 0.3 million						
(ii) **Securities Premium Account :**						
(a) Premium on shares issued on conversion of Foreign Currency Convertible Notes (FCCN) / Convertible Alternative Reference Securities (CARS) and held in abeyance out of rights issue of shares	29.8	-	2,296.8	-	4,077.2	-
(b) Share issue expenses, brokerage, stamp duty and other fees on Non-Convertible Debentures [net of tax ₹ **4.8 million** (2012-13 ₹ 17.5 million and 2011-12 ₹ Nil)]	-	766.9	-	915.0	-	874.1
(c) Premium on redemption of FCCN / CARS, and exchange differences and withholding tax thereon [net of tax ₹ **Nil** (2012-13 ₹ 123.1 million and 2011-12 ₹ 159.9 million)]		964.1	36.3	-	342.1	-
(d) Profit on sale of plant items written off in earlier years	62.0	-	-	-	-	-
	91.8	1,731.0	2,333.1	915.0	4,419.3	874.1
(iii) The addition to Capital Reserve represents exchange gain on opening balances in respect of foreign subsidiaries.						
(iv) **Revaluation Reserve :**						
(a) Depreciation on revalued portion of assets taken over on amalgamation of a company	-	4.4	-	4.4	-	4.4
(b) Depreciation on revalued portion of assets of a subsidiary company	-	512.9	-	528.6	-	162.9
	-	517.3	-	533.0	-	167.3
(v) **Hedging Reserve :**						
(a) Fair value gains / losses	-	4,158.1	-	18,402.5	88,136.2	-
(b) Deferred tax on fair value gains / losses	458.8	-	4,233.5	-	-	18,360.0
	458.8	4,158.1	4,233.5	18,402.5	88,136.2	18,360.0
(vi) **Pension Reserve :**						
(a) Actuarial losses (net)	-	14,909.8	-	39,726.0	-	12,806.8
(b) Movement in restriction of pension assets	3,466.0	-	9,917.3	-	-	226.0
(c) Tax impact on actuarial losses (net) and movement in restriction of pension assets	12,725.0	-	6,267.4	-	-	403.9
	16,191.0	14,909.8	16,184.7	39,726.0	-	13,436.7

(vii) Under the Korean Commercial Code, Tata Daewoo Commercial Vehicle Company Ltd. (TDCV), an indirect subsidiary, is required to appropriate annually at least 10% of cash dividend declared each year to a legal reserve, Earned Surplus Reserve until such reserve equals 50% of capital stock of TDCV. This reserve may not be utilized for cash dividends but may only be used to offset against future deficit, if any, or may be transferred to capital stock of TDCV

(viii) Under the Special Tax Treatment Control Law, TDCV appropriated retained earnings for research and human resource development. The reserve, which was used for its own purpose, is regarded as 'Discretionary Appropriated Retained Earnings'.

(ix) The addition to Legal Reserve is on account of Legal Reserve transferred on acquisition of one indirect subsidiary

(x) Translation Reserves represents conversion of balances in functional currency of foreign subsidiaries (net of minority share) and associates. [Note (f)(i)(3)]

	2011-2012		2012-2013		2013-2014	
	Additions	Deductions	Additions	Deductions	Additions	Deductions
			(₹ in million)			
(xi) **General Reserve :**						
(a) Amount recovered (net) towards indemnity relating to business amalgamated in prior year	0.4	-	0.8	-	-	-
(b) Amount written off / written back by a subsidiary against Securities Premium Account	7.7	31.3	0.2	-	-	-
(c) Amount written off by an associate against Securities Premium Account	-	146.6	-	-	-	-
(d) Government grants / incentives received	263.3	-	242.1	-	246.7	-
(e) Amount transferred from Profit and Loss Account / Surplus	1,580.3	-	594.8	-	544.5	-
	1,851.7	177.9	837.9	-	791.2	-
(xii) **Foreign Currency Monetary Item Translation Difference Account**						
(a) Exchange gain / (loss) during the year (net)	(10,865.2)	-	-	12,451.7	17,958.6	-
(b) Amortisation of exchange fluctuation for the year	-	(6,350.9)	5,627.3	-	-	881.1
	(10,865.2)	(6,350.9)	5,627.3	12,451.7	17,958.6	881.1
(xiii) **Profit and Loss Account / Surplus** :						
(a) Profit for the period	135,165.0	-	98,926.1	-	139,910.2	-
(b) Tax on interim dividend by subsidiaries (including Group's share of subsidiaries' dividend tax)	-	30.0	-	45.4	-	63.5
(c) Proposed dividend	-	12,807.0	-	6,452.0	-	6,485.6
(d) Dividend paid (2012-13)	-	-	-	-	-	33.4
(e) Tax on proposed dividend (including Group's share of subsidiaries' dividend tax)	-	2,049.2	-	1,064.0	-	1,108.6
(f) Reversal of dividend distribution tax of earlier year	-	-	-	-	790.3	-
(g) Debenture Redemption Reserve	-	700.0	1,300.0	-	-	-
(h) General Reserve	-	1,580.3	-	594.8	-	544.5
(i) Special Reserve	-	492.9	-	631.4	-	217.8
(j) Legal Reserve	-	-	-	-	-	1.0
(k) Earned Surplus Reserve	-	26.8	-	-	-	-
(l) Reserve for Research and Human Resource Development	-	134.1	-	-	-	-
	135,165.0	17,820.3	100,226.1	8,787.6	140,700.5	8,454.4

TATA MOTORS LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31, 2012	2013	2014	2014
		(₹ in million)		(US$ in million)
4. Long-term Borrowings				
(A) Secured :				
(a) Privately placed Non-Convertible Debentures [Notes 1(a), 2(a), 2(b) and 2(c)]	46,466.5	41,082.1	43,154.3	720.2
(b) Term loans :				
(i) From banks [Notes 1(b), 2(d) and 2(e)]	29,575.2	48,940.4	46,046.0	768.5
(ii) From others [Note 2(f)]	-	1,672.0	4,195.4	70.0
(c) Finance Lease Obligations [Notes 30(A) (a) (ii)]	322.8	331.4	156.4	2.6
	76,364.5	92,025.9	93,552.1	1,561.3
(B) Unsecured :				
(a) Foreign Currency Convertible Notes (FCCN) [Note 3]	5,973.6	4,022.5	-	-
(b) Privately placed Non-Convertible Debentures [Note 1(a)]	10,494.0	32,398.0	41,949.0	700.1
(c) Subordinated perpetual debentures	1,500.0	2,500.0	3,250.0	54.2
(d) Term loans :				
(i) From banks [Note 1(b)]	56,682.6	35,028.6	108,753.8	1,815.0
(ii) From others	2,165.9	2,136.2	2,523.7	42.1
(e) Senior Notes [Note 1(c)]	123,271.9	153,441.7	202,557.5	3,380.5
(f) Deposits :				
(i) Deposits accepted from public	2,382.8	-	-	-
(ii) Deposits accepted from shareholders	789.5	-	-	-
	203,260.3	229,527.0	359,034.0	5,991.9
TOTAL (A+B)	279,624.8	321,552.9	452,586.1	7,553.2
5. Short-term borrowings				
(A) Secured :				
(a) Loan from banks [Note 2(d)]	79,375.9	77,524.1	51,591.1	861.0
(b) Loan from others	2,000.0	792.6	944.3	15.8
	81,375.9	78,316.7	52,535.4	876.8
(B) Unsecured :				
(a) (i) Loan from banks	12,666.7	9,963.8	25,064.6	418.3
(ii) Loan from others	543.8	73.6	179.2	3.0
(b) Inter corporate deposits from associates	300.0	295.0	260.0	4.3
(c) Commercial paper	12,529.5	27,553.0	18,919.4	315.7
	26,040.0	37,885.4	44,423.2	741.3
Total (A+B)	107,415.9	116,202.1	96,958.6	1,618.1

Notes :

(1) Terms of redemption / repayments :

(a) Privately placed Non-Convertible Debentures will be redeemed from financial year 2012-13 to 2023-24.
(b) Term Loans from Banks are repayable from financial year 2011-12 to 2018-19.
(c) Schedule of repayment of Senior notes as at March 31, 2014:

	Currency	Amount in million	Repayment Amount (₹ in million)
5.625% Senior notes due 2023	USD	500	29,923.6
5.000% Senior notes due 2022	GBP	400	39,814.0
8.125% Senior notes due 2021	USD	410	24,539.4
8.25% Senior notes due 2020	GBP	500	49,767.6
4.125% Senior notes due 2018	USD	700	41,888.3
4.25% Senior notes due 2018	SGD	350	16,624.6

Notes :

(2) Nature of Security (on loans including interest accrued thereon)

(a) During the year 2009-10, the Company issued 2% secured non-convertible credit enhanced rupee debentures in four tranches, having tenor upto seven years, aggregating ₹ 42,000 million on a private placement basis. These are secured by a second charge in favour of Vijaya Bank, Debenture Trustee and first ranking pari passu charge in favour of State Bank of India as security trustee on behalf of the guarantors, by way of English mortgage of the Company's lands, freehold and leasehold, together with all buildings, constructions and immovable and movable properties situated at Chinchwad, Pimpri, Chikhali and Maval in Pune District in the State of Maharashtra and plant and machinery and other movable assets situated at Pantnagar in the State of Uttarakhand and at Jamshedpur in the state of Jharkhand. As at March 31, 2014₹ 12,500 million is outstanding.

(b) Rated, Listed, Secured, 9.95% Coupon, Non-Convertible Debentures amounting to ₹ 2,000 million and 10.25% Coupon, Non-Convertible Debentures amounting to ₹ 5,000 million are secured by a *pari passu* charge by way of an English mortgage of the Company's freehold land together with immovable properties, plant and machinery and other movable assets (excluding stock and book debts) situated at Sanand in the State of Gujarat

(c) Privately placed non-convertible debentures amounting to₹ 23,654.3 million are fully secured by :
(i) First charge on residential flat of Tata Motors Finance Limited (TMFL), a subsidiary of the Company
(ii) Pari - passu charge is created with the security trustee for loans from banks on:
- All receivables of TMFL arising out of loan and trade advances,
- All book debts of TMFL arising out of loan and trade advances.
- Receivables from Senior and Junior pass through certificates of TMFL.
(iii) First charge on secured / unsecured loans given by TMFL as identified from time to time and accepted by the debenture trustee.
(iv) Any other security as identified by TMFL and acceptable to the debenture trustee.

(d) Loans from Banks are secured by hypothecation of existing current assets of the Company viz. stock of raw materials, stock in process, semi-finished goods, stores and spares not relating to plant and machinery (consumable stores and spares), bills receivable and book debts including receivable from hire purchase / leasing and all other moveable current assets except cash and bank balances, loans and advances of the Company both present and future.

(e) Term loans from banks amounting to ₹ 37,650 million are secured by a pari passu charge in favour of the security trustee on receivables and book debts arising out of loans and advances and such current assets as may be identified by TMFL from time to time and accepted by the security trustee

(f) Term loan from others carries simple interest at the rate of 0.10 % p.a. and is secured by a subservient charge (creation of charge is under process) against the Company's freehold land together with immovable properties, plant and machinery and other movable assets (excluding stock and book debts) situated at Sanand plant in the State of Gujarat.

(3) Foreign Currency Convertible Notes (FCCN) :

The Company has issued the FCCN which are convertible into Ordinary shares or ADSs. The particulars, terms of issue and the status of conversion as at March 31, 2014 are given below :

Issue	**4% FCCN (due 2014)***
Issued on	October 15, 2009
Issue Amount (in INR at the time of the issue)	US $ 375 million (₹ 17,941.9 million)
Face Value	US $ 100,000
Conversion Price per share at fixed exchange rate	₹ 623.88 US $ 1 = ₹ 46.28
Reset Conversion Price (Due to Rights Issue, GDS Issue and subdivision of shares)	₹ 120.12 US $ 1 = ₹ 46.28
Exercise Period	November 25, 2009 (for conversion into shares or GDSs) and October 15, 2010 (for conversion into ADSs) to October 9, 2014
Early redemption at the option of the Company subject to certain conditions	i) any time on or after October 15, 2012 (in whole but not in part) at our option or ii) any time (in whole but not in part) in the event of certain changes affecting taxation in India
Redeemable on	October 16, 2014
Redemption percentage of the Principal Amount	108.505%
Amount converted	US $ 375 million
Aggregate conversion into ADRs (in terms of equivalent shares) and Shares.	14,21,87,437
Aggregate Notes Redeemed	Nil
Aggregate Notes Bought Back	Nil
Notes Outstanding as at March 31, 2014	Nil
Amount outstanding as at March 31, 2014	Nil
Aggregate amount of shares that could be issued on conversion of outstanding notes	Nil

* All FCCNs were fully converted into Ordinary shares or ADSs as on March 31, 2014

TATA MOTORS LIMITED

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	As at March 31, 2012	2013	2014	2014
		(₹ in million)		(US$ in million)
6. (a) Deferred tax assets and liabilities (net) classified on a company wise basis :				
(i) Deferred tax asset	45,393.3	44,289.3	23,470.8	391.7
(ii) Deferred tax liability	(21,650.7)	(20,482.1)	(15,723.3)	(262.4)
Net deferred tax asset	23,742.6	23,807.2	7,747.5	129.3
(b) Major components of deferred tax arising on account of timing differences are:				
Liabilities:				
Depreciation	(15,223.5)	(15,504.8)	(15,862.0)	(264.7)
Intangibles / Product development cost and Reserves for Research and Human Resource Development	(57,114.2)	(70,305.7)	(89,218.1)	(1,489.0)
Derivatives	-	-	(13,345.7)	(222.7)
Others	(1,378.0)	(800.1)	(467.1)	(7.8)
	(73,715.7)	(86,610.6)	(118,892.9)	(1,984.2)
Assets:				
Unabsorbed depreciation / business loss	69,848.3	71,022.1	83,155.0	1,387.8
Employee benefits / expenses allowable on payment basis	21,222.9	30,279.5	35,304.5	589.2
Provision for doubtful debts	3,268.5	3,407.8	6,315.5	105.4
Derivatives	-	4,673.9	-	-
Premium on redemption of CARS (net of exchange fluctuation on premium)	1,267.4	-	-	-
Others	1,851.2	1,034.5	1,865.4	31.1
	97,458.3	110,417.8	126,640.4	2,113.5
Net deferred tax asset	23,742.6	23,807.2	7,747.5	129.3

	Year Ended March 31, 2012	2013	2014	2014
		(₹ in million)		(US$ in million)
(c) Tax expense :				
(i) Current tax				
Current tax [including Minimum Alternate Tax/(credit)]	22,314.5	27,167.4	43,684.2	729.0
(ii) Deferred tax charge	(22,714.9)	10,599.2	3,963.7	66.2
Total (i + ii)	(400.4)	37,766.6	47,647.9	795.2
(d) Deferred tax charge for the year				
Closing net deferred tax assets as at March 31, 2012	-	23,742.6	-	-
Reclassification of an associate to joint venture	-	(230.5)	-	-
Opening net deferred tax assets	(14,637.9)	23,512.1	23,807.2	397.3
(Debited) / Credited to Securities Premium Account	159.9	140.6	4.8	0.1
(Debited) / Credited to Hedging Reserve	458.8	4,233.5	(18,360.0)	(306.4)
(Debited) / Credited to Pension Reserve	12,725.0	6,267.4	(403.9)	(6.7)
(Debited) / Credited to General Reserve	15.0	-	-	-
Translation differences in respect of foreign subsidiaries	2,306.9	252.8	6,663.1	111.2
	1,027.7	34,406.4	11,711.2	195.5
Closing net deferred tax assets	23,742.6	23,807.2	7,747.5	129.3
Deferred tax charge for the year	(22,714.9)	10,599.2	3,963.7	66.2

TATA MOTORS LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

		As at March 31,			
		2012	2013	2014	2014
			(₹ in million)		(US$ in million)
7. Other long-term liabilities					
(a)	Liability towards premium on redemption of Non-Convertible Debentures	15,772.8	9,192.3	9,192.3	153.5
(b)	Deferred payment liabilities	2,862.5	2,370.0	1,838.3	30.7
(c)	Interest accrued but not due on borrowings	332.4	22.1	25.7	0.4
(d)	Derivative financial instruments	2,713.1	17,335.0	5,483.6	91.5
(e)	Deferred revenue	-	1,849.2	6,406.4	106.9
(f)	Others	1,294.9	2,072.0	3,022.3	50.4
	Total	22,975.7	32,840.6	25,968.6	433.4
8. Other current liabilities					
(a)	Liability towards vehicles sold under repurchase arrangements	12,534.4	15,013.8	18,277.4	305.0
(b)	Liability for capital expenditure	9,620.0	19,623.7	25,802.0	430.6
(c)	Deposits and retention money	1,871.9	1,832.4	1,699.1	28.4
(d)	Interest accrued but not due on borrowings	7,625.6	7,396.7	8,215.2	137.1
(e)	Current maturities of long term borrowings (Note below)	84,448.9	99,402.1	56,878.1	949.2
(f)	Deferred payment Liabilities	753.0	638.2	658.3	11.0
(g)	Advance and progress payments from customers	23,688.3	20,668.6	31,186.7	520.5
(h)	Statutory dues (VAT, Excise, Service Tax, Octroi etc)	36,645.3	29,778.4	18,156.8	303.0
(i)	Employee benefit obligations	524.2	497.6	454.1	7.6
(j)	Liability towards premium on redemption of Non-Convertible Debentures	965.5	6,580.5	-	-
(k)	Liability towards Investors Education and Protection Fund under Section 205C of the Companies Act, 1956 (IEPF) not due	1,900.5	1,000.1	505.1	8.4
(l)	Derivative financial instruments	9,061.3	17,049.7	6,438.7	107.5
(m)	Deferred revenue	-	1,164.3	3,313.4	55.3
(n)	Others	1,058.9	1,603.3	2,153.7	35.9
	Total	190,697.8	222,249.4	173,738.6	2,899.5
Note :					
Current maturities of long term borrowings consists of :					
(i)	Privately placed Non-Convertible Debentures	8,750.0	30,020.3	21,633.2	361.0
(ii)	Term loans from banks and others	34,049.7	66,066.3	35,021.9	584.5
(iii)	Finance lease obligations	141.5	174.1	223.0	3.7
(iv)	Convertible Alternative Reference Securities (CARS)	24,067.4	-	-	-
(v)	Deposits accepted from public and shareholders	17,440.3	3,141.4	-	-
	Total	84,448.9	99,402.1	56,878.1	949.2

		As at March 31,			
		2012	2013	2014	2014
			(₹ in million)		(US$ in million)
9. Long-term provisions					
(a)	Employee benefit obligations	30,269.1	43,865.3	62,874.4	1,049.2
(b)	Warranty and product liability [Note 34(i)]	25,207.7	35,736.0	55,055.3	918.8
(c)	Premium on redemption of Foreign Currency Convertible Notes (FCCN) [Note 34(ii)]	567.7	342.1	-	-
(d)	Residual risk [Note 34(iii)]	1,134.0	1,062.7	1,309.9	21.9
(e)	Environmental cost [Note 34(iv)]	1,648.6	1,793.2	2,066.8	34.5
(f)	Current income tax (net of payment)	1,478.8	-	-	-
(g)	Others	2,018.0	573.1	596.5	10.0
	Total	62,323.9	83,372.4	121,902.9	2,034.4
10. Short term provisions					
(a)	Employee benefit obligations	4,244.6	20,325.9	17,785.2	296.9
(b)	Warranty and product liability [Note 34(i)]	27,314.0	31,455.0	39,766.9	663.7
(c)	Current income tax (net of payment)	11,638.3	17,920.3	13,969.4	233.1
(d)	Premium on redemption of Convertible Alternative Reference Securities (CARS) [Note 34(ii)]	8,557.3	-	-	-
(e)	Proposed dividend	12,807.0	6,452.0	6,485.6	108.2
(f)	Provision for tax on dividends	2,063.0	1,094.9	1,141.1	19.0
(g)	Residual risk [Note 34(iii)]	175.8	134.0	179.5	3.0
(h)	Others	903.8	499.5	379.1	6.3
	Total	67,703.8	77,881.6	79,706.8	1,330.2
11. Trade payables					
(a)	Acceptances	40,787.4	43,931.3	51,620.4	861.5
(b)	Other than acceptances	326,075.8	405,192.2	521,536.9	8,703.9
	Total	366,863.2	449,123.5	573,157.3	9,565.4

12. Tangible assets

Particulars		Cost as at April 1,	Acquisitions	Additions/ adjustments [Note (ii)]	Translation adjustment	Deductions / adjustments	Cost as at March 31,	Reclassification of an associate to joint venture	Revised Cost as at April 1, 2012	Accumulated depreciation as at April 1,	Accumulated depreciation on acquisitions during the year	Depreciation for the year	Translation adjustment- accumulated depreciation	Deductions / adjustments	Accumulated depreciation up to March 31, [Note (iii)]	Reclassification of an associate to joint venture	Revised Accumulated depreciation as at April 1, 2012	Net book value as at March 31,	Net book value as at March 31,
		(₹ in million)								(₹ in million)									(US$ in million)
[I] Owned assets :																			
(i) **Land**	2013-2014	16,936.1	-	867.8	2,562.6	86.6	20,279.9	-	-	-	-	-	-	-	-	-	-	20,279.9	338.4
	2012-2013	16,975.1	-	275.1	305.0	619.1	16,936.1	-	-	-	-	-	-	-	-	-	-	16,936.1	
	2011-2012	15,593.1	-	-	1,382.0	-	16,975.1	-	16,975.1	-	-	-	-	-	-	-	-	16,975.1	
(ii) **Buildings [Note (i)]**	2013-2014	82,678.9	-	17,230.3	10,550.7	995.1	109,464.8	-	-	35,340.3	-	2,737.0	5,999.6	937.6	43,139.3	-	-	66,325.5	1,106.9
	2012-2013	90,485.1	-	5,135.0	1,247.2	14,188.4	82,678.9	-	-	46,210.1	-	2,115.9	933.4	13,919.1	35,340.3	-	-	47,338.6	
	2011-2012	77,503.7	-	5,336.5	6,978.1	141.5	89,676.8	808.3	90,485.1	39,460.4	-	1,691.7	4,899.6	3.6	46,048.1	162.0	46,210.1	43,628.7	
(iii) **Plant, machinery and equipment [Note (i)]**	2013-2014	630,369.1	-	74,489.0	90,874.3	5,115.4	790,617.0	-	-	378,277.9	-	49,970.8	60,542.1	4,679.4	484,111.4	-	-	306,505.6	5,115.3
	2012-2013	572,854.1	-	87,805.5	1,288.4	31,578.9	630,369.1	-	-	370,215.7	-	35,825.7	2,727.1	30,490.6	378,277.9	-	-	252,091.2	
	2011-2012	471,561.1	-	55,097.5	44,311.5	2,172.0	568,798.1	4,056.0	572,854.1	306,319.5	-	29,426.5	34,556.8	1,699.0	368,603.8	1,611.9	370,215.7	200,194.3	
(iv) **Furniture, fixtures and office appliances [Note (i)]**	2013-2014	7,098.6	24.5	2,347.9	875.5	240.9	10,105.6	-	-	3,756.9	21.6	692.2	511.5	221.8	4,760.4	-	-	5,345.2	89.2
	2012-2013	6,106.1	-	1,631.3	32.0	670.8	7,098.6	-	-	3,849.1	-	449.9	54.0	596.1	3,756.9	-	-	3,341.7	
	2011-2012	4,651.4	-	1,123.6	388.1	126.6	6,036.5	69.6	6,106.1	3,088.0	-	510.9	316.1	94.4	3,820.6	28.5	3,849.1	2,215.9	
(v) **Vehicles [Note (i)]**	2013-2014	2,513.5	0.8	443.8	87.5	342.3	2,703.3	-	-	1,218.9	0.3	389.8	27.4	208.1	1,428.3	-	-	1,275.0	21.3
	2012-2013	3,577.7	-	981.1	98.3	2,143.6	2,513.5	-	-	1,488.2	-	505.4	31.4	806.1	1,218.9	-	-	1,294.6	
	2011-2012	2,559.7	-	1,451.6	191.3	626.2	3,576.4	1.3	3,577.7	1,225.3	-	560.2	51.7	350.3	1,486.9	1.3	1,488.2	2,089.5	
(vi) **Computers & other IT assets [Note (i)]**	2013-2014	9,281.9	86.6	1,857.0	538.9	506.2	11,258.2	-	-	6,666.2	67.4	896.9	306.2	366.3	7,570.4	-	-	3,687.8	61.5
	2012-2013	13,157.8	-	481.7	286.3	4,643.9	9,281.9	-	-	10,278.5	-	720.0	268.4	4,600.7	6,666.2	-	-	2,615.7	
	2011-2012	11,783.8	-	850.3	768.3	244.6	13,157.8	-	13,157.8	8,921.1	-	914.0	661.4	218.0	10,278.5	-	10,278.5	2,879.3	
[II] Assets given on lease :																			
(i) **Plant & machinery**	2013-2014	4,021.9	-	21.3	-	-	4,043.2	-	-	3,801.5	-	55.8	-	48.1	3,809.2	-	-	234.0	3.9
	2012-2013	3,959.3	-	62.6	-	-	4,021.9	-	-	3,801.5	-	45.2	-	45.2	3,801.5	-	-	220.4	
	2011-2012	3,989.6	-	-	-	30.3	3,959.3	-	3,959.3	3,822.4	-	48.6	-	69.5	3,801.5	-	3,801.5	157.8	
[III] Assets taken on lease :																			
(i) **Leasehold land**	2013-2014	2,658.2	-	26.5	-	-	2,684.7	-	-	284.4	-	38.8	-	-	323.2	-	-	2,361.5	39.4
	2012-2013	2,660.3	-	18.6	(6.9)	13.8	2,658.2	-	-	556.5	-	36.5	16.9	325.5	284.4	-	-	2,373.8	
	2011-2012	2,594.8	-	33.6	124.2	97.2	2,655.4	4.9	2,660.3	463.3	-	89.1	4.0	-	556.4	0.1	556.5	2,099.0	
(ii) **Buildings**	2013-2014	550.6	14.7	68.1	7.4	4.3	636.5	-	-	92.4	7.9	40.7	5.0	(2.5)	148.5	-	-	488.0	8.1
	2012-2013	462.7	-	116.2	2.1	30.4	550.6	-	-	101.1	-	29.2	2.0	39.9	92.4	-	-	458.2	
	2011-2012	414.2	-	53.4	3.7	8.6	462.7	-	462.7	63.5	-	9.9	23.4	(4.3)	101.1	-	101.1	361.6	
(iii) **Plant & machinery**	2013-2014	388.9	-	3.0	(2.3)	-	389.6	-	-	346.3	-	20.2	(0.1)	-	366.4	-	-	23.2	0.4
	2012-2013	391.5	-	-	(1.6)	1.0	388.9	-	-	314.0	-	33.3	-	1.0	346.3	-	-	42.6	
	2011-2012	391.5	-	-	-	-	391.5	-	391.5	287.6	-	26.2	0.2	-	314.0	-	314.0	77.5	
(iv) **Computers & other IT assets**	2013-2014	1,537.9	-	40.6	-	1.2	1,577.3	-	-	961.3	-	200.0	-	1.2	1,160.1	-	-	417.2	7.0
	2012-2013	1,155.7	-	382.2	-	-	1,537.9	-	-	648.6	-	312.7	-	-	961.3	-	-	576.6	
	2011-2012	663.5	-	493.7	2.9	4.4	1,155.7	-	1,155.7	433.1	-	214.3	1.2	-	648.6	-	648.6	507.1	
TOTAL TANGIBLE ASSETS	2013-2014	758,035.6	126.6	97,395.3	105,494.6	7,292.0	953,760.1	-	-	430,746.1	97.2	55,042.2	67,391.7	6,460.0	546,817.2	-	-	406,942.9	6,791.4
	2012-2013	711,785.4	-	96,889.3	3,250.8	53,889.9	758,035.6	-	-	437,463.3	-	40,073.8	4,033.2	50,824.2	430,746.1	-	-	327,289.5	
	2011-2012	591,706.4	-	64,440.2	54,150.1	3,451.4	706,845.3	4,940.1	711,785.4	364,084.2	-	33,491.4	40,514.4	2,430.5	435,659.5	1,803.8	437,463.3	271,185.8	

(i) Includes buildings, plant, machinery and equipment, furniture, fixtures and office equipment, vehicles and computers having gross block of ₹ 6.9 million, ₹ 2,904.4 million, ₹ 77.9 million, ₹ 18.8 million and ₹ 1,371.6 million (as at March 31, 2013 ₹ Nil, ₹ 2,042.8 million, ₹ 11.5 million, ₹ 16.7 million and ₹ 1,656.4 million and as at March 31, 2012 ₹ Nil, ₹ 1,585.8 million, ₹ 14.1 million, ₹ 15.7 million and ₹ 1,195.0 million) and net block of ₹ 6.2 million, ₹ 181.3 million, ₹ 6.3 million, ₹ 0.4 million and ₹ 6.8 million (as at March 31, 2013 ₹ Nil, ₹ 64.1 million, ₹ 0.8 million, ₹ 0.2 million and ₹ 5.3 million and as at March 31, 2012 ₹ Nil, ₹ 55.1 million, ₹ 0.8 million, ₹ 0.2 million and ₹ 2.8 million) respectively, held for disposal.

(ii) Additions / adjustments include capitalisation of exchange loss of ₹ 1,111.3 million (2012-2013 capitalisation of exchange loss of ₹ 1,692.2 million and 2011-2012 capitalisation of exchange loss of ₹ 1,650.8 million)

(iii) Accumulated depreciation includes
(a) Lease equalisation of ₹ 45.2 million (2012-2013 ₹ 45.2 million and 2011-2012 ₹ 45.1 million) adjusted in lease rental income.
(b) Depreciation of ₹ 167.3 million (2012-2013 ₹ 533.0 million and 2011-2012 ₹ 517.3 million) on revalued portion of gross block transferred to Revaluation Reserve.

13. Intangible assets

Particulars		Cost as at April 1,	Acquisitions	Additions/ adjustments*	Translation adjustment	Deductions / adjustments	Cost as at March 31,	Reclassification of an associate to joint venture	Revised Cost as at April 1, 2012	Accumulated amortisation as at April 1,	Accumulated amortisation on acquisitions during	Amortisation for the year	Translation adjustment- accumulated amortisation	Deductions / adjustments	Accumulated amortisation up to March 31, 2014	Reclassification of an associate to joint venture	Revised Accumulated amortisation as at April 1, 2012	Net book value as at March 31,	Net book value as at March 31,
		(₹ in million)								(₹ in million)									(US$ in million)
(i) **Technical know-how**	2013-2014	563.7	-	2.3	0.5	-	566.5	-	-	457.6	-	3.7	-	-	461.3	-	-	105.2	1.8
	2012-2013	563.7	-	-	-	-	563.7	-	-	432.6	-	25.0	-	-	457.6	-	-	106.1	
	2011-2012	372.9	-	1.2	0.1	-	374.2	189.5	563.7	262.9	-	5.2	-	-	268.1	164.5	432.6	106.1	
(ii) **Computer software**	2013-2014	19,843.5	209.1	8,813.3	3,450.0	1,128.8	31,187.1	-	-	11,216.8	140.2	3,387.4	1,674.7	862.7	15,556.4	-	-	15,630.7	260.9
	2012-2013	22,575.1	-	3,922.2	319.4	6,973.2	19,843.5	-	-	14,600.8	-	3,295.2	271.4	6,950.6	11,216.8	-	-	8,626.7	
	2011-2012	16,860.7	-	3,835.9	2,080.0	223.9	22,552.7	22.4	22,575.1	10,562.1	-	2,870.2	1,267.5	116.4	14,583.4	17.4	14,600.8	7,969.3	
(iii) **Product development cost**	2013-2014	210,183.1	-	60,633.8	35,805.4	14,327.2	292,295.1	-	-	69,884.6	-	51,194.4	11,685.5	14,429.0	118,335.5	-	-	173,959.6	2,903.1
	2012-2013	125,386.1	-	90,113.5	(3,243.3)	2,073.2	210,183.1	-	-	40,662.8	-	31,605.4	(931.2)	1,452.4	69,884.6	-	-	140,298.5	
	2011-2012	68,284.1	-	49,467.2	7,634.8	-	125,386.1	-	125,386.1	19,484.5	-	18,903.7	2,275.1	0.5	40,662.8	-	40,662.8	84,723.3	
(iv) **Trade marks & brand**	2013-2014	32,644.8	-	11.3	6,933.3	-	39,589.4	-	-	-	-	-	-	-	-	-	-	39,589.4	660.7
	2012-2013	32,416.6	-	-	228.2	-	32,644.8	-	-	-	-	-	-	-	-	-	-	32,644.8	
	2011-2012	28,417.3	-	-	3,999.3	-	32,416.6	-	32,416.6	-	-	-	-	-	-	-	-	32,416.6	
(v) **Developed technologies**	2013-2014	10,049.4	-	-	1,834.6	-	11,884.0	-	-	4,921.4	-	1,153.9	908.1	-	6,983.4	-	-	4,900.6	81.8
	2012-2013	10,216.5	-	58.9	(226.0)	-	10,049.4	-	-	3,950.9	-	1,013.4	(42.9)	-	4,921.4	-	-	5,128.0	
	2011-2012	8,987.9	-	-	1,228.6	-	10,216.5	-	10,216.5	2,593.0	-	983.3	374.6	-	3,950.9	-	3,950.9	6,265.6	
TOTAL INTANGIBLE ASSETS	2013-2014	273,284.5	209.1	69,460.7	48,023.8	15,456.0	375,522.1	-	-	86,480.4	140.2	55,739.4	14,268.3	15,291.7	141,336.6	-	-	234,185.5	3,908.3
	2012-2013	191,158.0	-	94,094.6	(2,921.7)	9,046.4	273,284.5	-	-	59,647.1	-	35,939.0	(702.7)	8,403.0	86,480.4	-	-	186,804.1	
	2011-2012	122,922.9	-	53,304.3	14,942.8	223.9	190,946.1	211.9	191,158.0	32,902.5	-	22,762.4	3,917.2	116.9	59,465.2	181.9	59,647.1	131,480.9	

* Additions / Adjustments include capitalisation of exchange loss of ₹ 262.4 million (2012-2013 capitalisation of exchange loss of ₹ 195.0 million and 2011-2012 capitalisation of exchange loss of ₹ 254.7 million)

	As at March 31, 2012	2013	2014	2014
		(₹ in million)		(US$ in million)
14. Goodwill (on consolidation)				
Opening balance	35,847.9	40,937.4	41,023.7	684.6
Add: Addition due to acquisition of subsidiary	2,041.3	-	1,396.0	23.3
Less: Impairment	(1,391.8)	(253.6)	(221.6)	(3.7)
Add: Impact of foreign currency translation	4,440.0	339.9	7,590.2	126.7
Closing balance	40,937.4	41,023.7	49,788.3	830.9
15. Non-current investments				
(A) Investments in equity accounted investees :				
Carrying amount of investments in associates (Note 4 below)	6,685.5	4,517.4	3,829.8	63.9
	6,685.5	4,517.4	3,829.8	63.9
(B) Others (at cost)				
(i) Quoted				
(a) Equity shares	2,979.8	2,991.1	2,991.1	49.9
(b) Bonds	26.9	29.3	-	-
(ii) Unquoted				
(a) Equity Shares	3,534.9	3,821.0	3,854.5	64.4
(b) Non cumulative redeemable preference shares	20.0	20.0	20.0	0.3
(c) Cumulative redeemable non-participating preference shares	-	60.0	60.0	1.0
(d) Non-convertible debentures	35.0	35.0	-	-
(e) Mutual fund	380.0	125.0	-	-
(f) Optionally convertible debentures	41.1	16.6	-	-
(g) Retained interest in securitisation transactions	3.8	650.3	400.1	6.7
	7,021.5	7,748.3	7,325.7	122.3
(C) Provision for diminution in value of Investments (net)	(41.6)	(41.6)	(41.6)	(0.7)
(D) Advance against investments	250.0	-	30.0	0.5
Total (A+B+C+D)	13,915.4	12,224.1	11,143.9	186.0
Notes:				
(1) Book value of quoted investments (other than in associates)	3,006.7	3,020.4	2,991.1	49.9
(2) Book value of unquoted investments (other than in associates)	4,223.2	4,686.3	4,323.0	72.1
(3) Market value of quoted investments (other than in associates)	2,883.5	2,104.8	2,524.9	42.1

(4) The particulars of investments in associate companies as of March 31, 2014 are as follows:

Sr. No.	Name of the Associates		Country of Incorporation	Ownership Interest (%)	Original Cost of Investment	Amount of Goodwill/ (Capital Reserve) in Original Cost	Share of post acquisition Reserves and Surplus	Carrying amount of Investments
						(₹ in million)		
(i)	Tata Cummins Ltd	2013-2014	India	-	-	-	-	-
		2012-2013		-	-	-	-	-
		2011-2012		50.00	900.00	-	2,066.10	2,966.10
(ii)	Tata AutoComp Systems Ltd	2013-2014	India	26.00	774.7	-	1,428.8	2,203.5
		2012-2013		26.00	774.7	-	1,420.6	2,195.3
		2011-2012		26.00	774.7	-	133.4	908.1
(iii)	NITA Company Ltd	2013-2014	Bangladesh	40.00	12.7	(4.3)	182.7	195.4
		2012-2013		40.00	12.7	(4.3)	116.7	129.4
		2011-2012		40.00	12.7	(4.3)	63.4	76.1
(iv)	Automobile Corporation of Goa Ltd	2013-2014	India	47.19	1,096.3	552.8	295.5	1,391.8
		2012-2013		47.19	1,096.3	552.8	257.5	1,353.8
		2011-2012		47.18	1,096.2	552.8	220.2	1,316.4
(v)	Jaguar Cars Finance Ltd	2013-2014	UK	49.90	39.1	-	-	39.1
		2012-2013		49.90	39.1	-	-	39.1
		2011-2012		49.90	39.1	-	-	39.1
(vi)	Tata Hitachi Construction Machinery Company Ltd	2013-2014	India	40.00	802.0	2.0	(802.0)	-
		2012-2013		40.00	802.0	2.0	(2.2)	799.8
		2011-2012		40.00	802.0	2.0	577.7	1,379.7
	Total	2013-2014			2,724.8	550.5	1,105.0	3,829.8
		2012-2013			2,724.8	550.5	1,792.6	4,517.4
		2011-2012			3,624.7	550.5	3,060.8	6,685.5

	As at March 31, 2012	2013	2014	2014
		(₹ in million)		(US$ in million)
16. Current investments				
(at cost or fair value whichever is lower) (fully paid)				
(A) Quoted				
(a) Equity shares	-	-	196.0	3.3
(b) Bonds	-	-	22.5	0.4
	-	-	218.5	3.7
(B) Unquoted				
(a) Cumulative redeemable preference shares	340.0	30.0	30.0	0.5
(b) Mutual funds	74,920.5	74,970.0	94,940.6	1,584.4
(c) Optionally convertible debentures	21.1	24.4	16.6	0.3
(d) Equity shares	9.3	9.3	9.3	0.2
(e) Non-convertible debentures	7.5	-	-	-
(f) Retained interest in securitisation transactions	2.6	432.9	547.1	9.1
	75,301.0	75,466.6	95,543.6	1,594.5
(C) Provision for diminution in value of Investments (net)	(39.3)	(43.4)	(39.3)	(0.7)
Total (A+B+C)	75,261.7	75,423.2	95,722.8	1,597.5
Note:				
(1) Book value of quoted investments	-	-	218.5	3.6
(2) Book value of unquoted investments	75,261.7	75,423.2	95,504.3	1,593.9
(3) Market value of quoted investments	-	-	279.0	4.7
17. Long-term loans and advances				
(A) Secured :				
Finance receivables [Note below]	103,399.3	118,259.3	97,889.3	1,633.7
Total	103,399.3	118,259.3	97,889.3	1,633.7
(B) Unsecured:				
(a) Loans to employees	479.2	448.6	448.0	7.5
(b) Loan to Joint Venture (FIAT India Automobile Ltd)	1,325.0	1,325.0	1,325.0	22.1
(c) Taxes recoverable, statutory deposits and dues from government	7,246.0	7,117.0	9,888.7	164.9
(d) Capital advances	1,791.2	2,204.1	3,215.5	53.7
(e) Credit entitlement of Minimum Alternate Tax (MAT)	14,514.5	15,164.0	7,875.9	131.4
(f) Non-current income tax assets (net of provision)	5,342.6	6,943.6	8,559.6	142.9
(g) Others	2,481.7	4,379.6	3,486.4	58.2
Total	33,180.2	37,581.9	34,799.1	580.7
Total (A + B)	136,579.5	155,841.2	132,688.4	2,214.4
Note :				
Finance receivables (Gross) *	105,954.1	121,453.6	105,896.1	1,767.3
Less : Allowances for doubtful loans **	(2,554.8)	(3,194.3)	(8,006.8)	(133.6)
Total	103,399.3	118,259.3	97,889.3	1,633.7
* Loans are secured against hypothecation of vehicles				
Includes on account of overdue securitised receivables	1,359.6	353.8	46.5	0.8
** Includes on account of securitised receivables	(135.9)	(70.2)	(43.5)	(0.7)
18. Short-term loans and advances				
(A) Secured :				
Finance receivables [Note below]	54,077.4	64,008.5	85,053.9	1,419.5
Total	54,077.4	64,008.5	85,053.9	1,419.5
(B) Unsecured:				
(a) Advances and other receivables	5,184.3	9,569.6	8,032.1	134.0
(b) Inter corporate deposits	504.2	3.0	3.0	0.1
(c) Fixed deposit with Financial Institutions	-	-	375.0	6.3
(d) VAT, other taxes recoverable, statutory deposits and dues from government	49,021.0	50,153.1	42,745.7	713.3
(e) Current income tax assets (net of provisions)	4,515.4	2,691.1	3,852.8	64.3
(f) Others	69.9	245.2	489.9	8.2
Total	59,294.8	62,662.0	55,498.5	926.2
Total (A + B)	113,372.2	126,670.5	140,552.4	2,345.7
Note :				
Finance receivables (Gross) *	60,964.8	70,410.6	93,437.3	1,559.4
Less : Allowances for doubtful loans **	(6,887.4)	(6,402.1)	(8,383.4)	(139.9)
Total	54,077.4	64,008.5	85,053.9	1,419.5
* Loans are secured against hypothecation of vehicles				
Includes on account of overdue securitised receivables	2,168.6	372.5	94.7	1.6
** Includes on account of securitised receivables	(1,595.0)	(129.7)	(42.5)	(0.7)

TATA MOTORS LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

	As at March 31,			
	2012	2013	2014	2014
		(₹ in million)		(US$ in million)
19. Other non-current assets				
(a) Prepaid expenses	426.7	622.3	2,688.4	44.9
(b) Prepaid debt issue cost / loan arrangement fees	3,032.9	2,773.0	3,844.4	64.2
(c) Interest accrued on loans and deposits	390.2	649.6	504.7	8.4
(d) Derivative financial instruments	1,897.0	6,194.6	43,647.0	728.4
Total	5,746.8	10,239.5	50,684.5	845.9
20. Other current assets				
(a) Prepaid expenses	2,866.9	4,643.1	9,582.9	159.9
(b) Prepaid debt issue cost / loan arrangement fees	1,632.3	993.4	1,036.6	17.3
(c) Interest accrued on loans and deposits	621.3	124.8	77.1	1.3
(d) Derivative financial instruments	3,950.4	2,568.1	35,912.4	599.4
Total	9,070.9	8,329.4	46,609.0	777.9
21. Inventories				
(a) Stores and spare parts	1,783.9	2,045.9	1,928.4	32.2
(b) Consumable tools	880.6	996.8	1,329.6	22.2
(c) Raw materials and components	20,116.5	18,975.2	17,772.4	296.6
(d) Work-in-progress	19,248.4	21,639.5	26,570.4	443.4
(e) Finished goods	133,784.2	162,026.1	217,713.3	3,633.3
(f) Goods-in-transit - Raw materials and components	6,346.6	4,684.7	7,394.8	123.4
Total	182,160.2	210,368.2	272,708.9	4,551.1
22. Trade receivables (unsecured)				
(a) Over six months	5,934.7	8,211.6	9,518.5	158.9
(b) Others	79,695.8	104,601.5	102,440.8	1,709.6
	85,630.5	112,813.1	111,959.3	1,868.5
Less : Allowances for doubtful debts	(3,262.1)	(3,217.1)	(6,217.0)	(103.8)
Total	82,368.4	109,596.0	105,742.3	1,764.7
23. Cash and bank balances				
(A) Cash and cash equivalents				
(a) Cash on hand	215.6	414.6	386.3	6.4
(b) Cheques on hand	798.4	1,219.4	1,222.4	20.4
(c) Current account with banks #	64,190.9	77,144.9	75,686.1	1,263.1
(d) Bank deposits with upto 3 months maturity	83,125.3	44,730.8	88,985.0	1,485.1
Total	148,330.2	123,509.7	166,279.8	2,775.0
(B) Other bank balances (with more than 3 months but less than 12 months maturity)				
(a) Bank deposits	11,879.5	68,961.3	124,776.4	2,082.5
(b) Other restricted deposits	10,709.1	9,002.4	-	-
(c) Earmarked balances with banks	1,969.9	3,541.9	2,175.7	36.3
(d) Margin money / cash collateral with banks	405.0	1,402.9	352.6	5.9
Total	24,963.5	82,908.5	127,304.7	2,124.7
(C) Other bank balances (with more than 12 months maturity)				
(a) Bank deposits	326.0	-	0.6	-
(b) Other restricted deposits	6,577.2	4,036.9	2,524.5	42.1
(c) Margin money / cash collateral with banks	2,184.4	693.1	1,008.3	16.8
Total	9,087.6	4,730.0	3,533.4	58.9
Total (A + B + C)	182,381.3	211,148.2	297,117.9	4,958.6
# Includes remittances in transit	504.7	1,188.1	1,460.4	24.4

	Year Ended March 31,			
	2012	2013	2014	2014
		(₹ in million)		(US$ in million)
24. Total revenue				
(I) Revenue from operations				
(a) Sale of products	1,670,713.2	1,889,085.6	2,308,030.7	38,518.6
(b) Sale of services	7,452.1	8,451.0	9,356.0	156.1
(c) Income from vehicle loan contracts (Note below)	20,610.8	27,800.2	27,312.0	455.8
	1,698,776.1	1,925,336.8	2,344,698.7	39,130.5
(d) Other operating revenues	7,999.7	11,647.9	21,565.6	359.9
Total	1,706,775.8	1,936,984.7	2,366,264.3	39,490.4
(II) Other income				
(a) Interest income	4,876.4	6,940.6	6,754.5	112.8
(b) Dividend income	379.2	378.9	356.5	5.9
(c) Profit on sale of investments (net)	484.5	800.9	1,145.8	19.1
(d) Profit on issue of shares by a subsidiary	473.6	-	-	-
(e) Other non-operating income	404.0	35.5	29.1	0.5
Total	6,617.7	8,155.9	8,285.9	138.3
Note :				
Includes :				
(a) Income from securitisation / sale of receivables of loan contracts (net)	459.0	278.3	636.9	10.6
(b) Interest income from loan contracts (net of income reversal)	18,626.2	25,305.0	24,202.2	403.9

	Year Ended March 31, 2012	2013	2014	2014
		(₹ in million)		(US$ in million)
25. Employee cost / benefits expenses				
(a) Salaries, wages and bonus	97,804.6	132,224.3	167,153.3	2,789.6
(b) Contribution to provident fund and other funds	13,039.7	16,636.7	26,017.0	434.2
(c) Staff welfare expenses	12,140.2	17,460.9	22,393.9	373.7
Total	122,984.5	166,321.9	215,564.2	3,597.5
26. Finance cost				
(a) Interest	31,824.2	41,352.8	55,505.1	926.3
Less: Transferred to capital account	(7,777.6)	(12,737.5)	(14,747.2)	(246.1)
	24,046.6	28,615.3	40,757.9	680.2
(b) Discounting charges	5,775.6	6,987.2	6,579.9	109.8
Total	29,822.2	35,602.5	47,337.8	790.0
27. Other expenses				
(a) Processing charges	15,391.4	14,505.6	10,935.3	182.5
(b) Consumption of stores & spare parts	12,172.4	14,241.2	16,823.4	280.8
(c) Power & fuel	10,171.9	10,777.7	11,286.9	188.4
(d) Rent	1,288.4	3,175.5	4,658.6	77.7
(e) Repairs to buildings	1,015.1	1,208.4	935.8	15.6
(f) Repairs to plant, machinery etc.	1,754.2	2,022.4	2,614.5	43.6
(g) Insurance	2,271.8	2,259.1	2,787.5	46.5
(h) Rates & taxes	2,591.5	2,030.7	2,655.1	44.3
(i) Freight, transportation, port charges etc.	37,345.5	48,036.7	68,797.5	1,148.2
(j) Publicity	53,984.0	66,071.4	80,641.0	1,345.8
(k) Excise duty on change in closing stock	1,168.0	1,164.9	(483.3)	(8.1)
(l) Works operation and other expenses (Note below)	145,385.5	190,989.7	236,605.4	3,948.7
Total	284,539.7	356,483.3	438,257.7	7,314.0
Note :				
Works operation and other expenses include:				
(i) Warranty and product liability expenses	34,274.5	42,039.1	62,074.4	1,036.0
(ii) Computer expenses	11,246.4	11,264.8	17,628.0	294.2
(iii) Engineering expenses	19,664.2	25,861.0	54,657.5	912.2
(iv) Misc.contract jobs / Outsourcing expenses	32,122.2	44,030.1	34,949.2	583.3
(v) Lease rentals in respect of plant, machinery and equipment	1,856.4	2,716.6	1,963.8	32.8
(vi) Provision and write off of sundry debtors, vehicle loans and advances (net)	5,544.5	5,253.3	11,877.0	198.2
(vii) Exchange loss / (gain)	(4,058.5)	4,332.7	(16,291.2)	(271.9)

28. Earnings Per Share

				Year Ended March 31,	
		2012	**2013**	**2014**	**2014**
			(₹ in million)		**(US$ in million)**
(a) Profit for the period	₹ in million	135,165.0	98,926.1	139,910.2	$2,335.2
(b) The weighted average number of Ordinary shares for Basic EPS	Nos.	269,15,42,867	270,60,14,707	273,23,46,381	273,23,46,381
(c) The weighted average number of 'A' Ordinary shares for Basic EPS	Nos.	48,19,00,898	48,19,58,717	48,19,62,228	48,19,62,228
(d) The nominal value per share (Ordinary and 'A' Ordinary)	₹	2.0	2.0	2.0	2.0
(e) Share of profit for Ordinary shares for Basic EPS	₹ in million	114,598.7	83,929.5	118,890.7	$1,984.2
(f) Share of profit for 'A' Ordinary shares for Basic EPS *	₹ in million	20,566.3	14,996.6	21,019.5	$350.8
(g) Earnings Per Ordinary share (Basic)	₹	42.58	31.02	43.51	$0.7
(h) Earnings Per 'A' Ordinary share (Basic)	₹	42.68	31.12	43.61	$0.7
(i) Profit for the period for Basic EPS	₹ in million	135,165.0	98,926.1	139,910.2	$2,335.2
(j) Add: Interest and other expenses on outstanding Foreign Currency Convertible Notes	₹ in million	247.0	736.5	-	-
(k) Profit for the period for Diluted EPS	₹ in million	135,412.0	99,662.6	139,910.2	$2,335.2
(l) The weighted average number of Ordinary shares for Basic EPS	Nos.	269,15,42,867	270,60,14,707	273,23,46,381	273,23,46,381
(m) Add: Adjustment for options relating to warrants, shares held in abeyance and Foreign Currency Convertible Notes	Nos.	15,14,16,658	3,11,46,823	4,89,261	4,89,261
(n) The weighted average number of Ordinary shares for Diluted EPS	Nos.	284,29,59,525	273,71,61,530	273,28,35,642	273,28,35,642
(o) The weighted average number of 'A' Ordinary shares for Basic EPS	Nos.	48,19,00,898	48,19,58,717	48,19,62,228	48,19,62,228
(p) Add: Adjustment for 'A' Ordinary shares held in abeyance	Nos.	3,05,518	2,47,798	2,44,287	2,44,287
(q) The weighted average number of 'A' Ordinary shares for Diluted EPS	Nos.	48,22,06,416	48,22,06,515	48,22,06,515	48,22,06,515
(r) Share of Profit for Ordinary shares for Diluted EPS	₹ in million	115,733.7	84,693.8	118,884.8	$1,984.1
(s) Share of Profit for 'A' Ordinary shares for Diluted EPS *	₹ in million	19,678.3	14,968.8	21,025.4	$350.9
(t) Earnings Per Ordinary share (Diluted)	₹	40.71	30.94	43.50	$0.7
(u) Earnings Per 'A' Ordinary share (Diluted)	₹	40.81	31.04	43.60	$0.7

* 'A' Ordinary share holders are entitled to receive dividend @ 5% points more than the aggregate rate of dividend determined by the Company on Ordinary shares for the financial year.

	As at March 31, 2012	2013	2014	2014
		(₹ in million)		(US$ in million)
29. Contingent liabilities, commitments (to the extent not provided for) :				
Description of claims and assertions where a potential loss is possible, but not probable is reported under notes (1), (2) and (3) below :				
(1) Claims against the company not acknowledged as debt	10,200.3	16,980.3	24,035.7	401.1
(2) Provision not made for income tax matters in dispute	1,831.4	1,214.9	1,237.4	20.7
(3) The claims / liabilities in respect of excise duty, sales tax and other matters where the issues were decided in favour of the Company for which Department is in further appeal	735.0	749.1	720.0	12.0
(4) The Company has given guarantees for liability in respect of receivables assigned by way of securitisation	20,597.9	12,492.1	5,039.4	84.1
(5) Other money for which the Company is contingently liable :				
(i) In respect of bills discounted and export sales on deferred credit	2,485.5	4,936.6	7,305.7	121.9
(ii) Cash margin / collateral	2,511.7	2,033.1	1,533.8	25.6
(iii) In respect of subordinated receivables	207.7	29.5	10.4	0.2
(iv) Others	902.8	592.6	456.5	7.6
(6) Estimated amount of contracts remaining to be executed on capital account and not provided for	61,864.7	41,057.2	122,439.8	2,043.4
(7) Purchase commitments	133,219.7	133,517.1	119,132.3	1,988.2

30. Disclosure in respect of leases :

(A) Finance leases :

Assets taken on lease:

	2012	2013	2014	2014
(a) (i) Total of minimum lease payments	522.4	568.2	421.4	7.0
The total of minimum lease payments for a period :				
Not later than one year	151.7	227.8	247.5	4.1
Later than one year and not later than five years	367.1	338.6	173.9	2.9
Later than five years	3.6	1.8	-	-
(ii) Present value of minimum lease payments	464.3	505.5	379.4	6.3
Present value of minimum lease payments for a period :				
Not later than one year	141.5	174.1	223.0	3.7
Later than one year and not later than five years	319.5	329.7	156.4	2.6
Later than five years	3.3	1.7	-	-

(b) A general description of the significant leasing arrangements -

The Company has entered into finance lease arrangements for computers and data processing equipments from various vendors.

(B) Operating leases :

Assets taken on lease:

	2012	2013	2014	2014
(a) Total of minimum lease payments	3,924.0	3,809.9	9,127.7	152.3
The total of minimum lease payments for a period :				
Not later than one year	968.5	1,019.6	2,991.3	49.9
Later than one year and not later than five years	2,430.8	1,900.8	4,276.0	71.4
Later than five years	524.7	889.5	1,860.4	31.0

(b) A general description of significant leasing arrangements-

The Company has entered into operating lease arrangements for property, computers and data processing equipment from various vendors.

31. Related party disclosures

(A) Related parties and their relationship

Associates :
Tata AutoComp Systems Ltd
Tata Sons Ltd (Investing Party)
Nita Company Ltd
Tata Precision Industries (India) Ltd
Automobile Corporation of Goa Ltd
Jaguar Cars Finance Limited
Tata Hitachi Construction Machinery Company Ltd
(Formerly known as Telco Construction Equipment Co. Ltd)

Joint Ventures :
Fiat India Automobiles Ltd.
Tata Cummins Ltd
Tata HAL Technologies Ltd
Spark 44 Ltd
Chery Jaguar Land Rover Automotive Co Ltd
(Incorporated in November 2012)
Suzhou Chery Jaguar Land Rover Trading Co Ltd (Ownership transferred to Chery Jaguar Land Rover Automotive Co. Ltd w.e.f. November 2013)

Key Management Personnel :
Mr. P M Telang (upto June 21, 2012)
Mr. Karl Slym (upto January 26, 2014)
Mr. R Pisharody (from June 21, 2012)
Mr. S B Borwankar (from June 21, 2012)

In Subsidiary Companies :
Dr. Ralf Speth

(B) Transactions with the related parties

		Joint Venture	Associates	Key Management Personnel		Total	Total
		(₹ in million)					(US$ in million)
Purchase of goods	2013-2014	21,597.7	4,812.3	-		26,410.0	440.8
	2012-2013	26,126.4	6,378.9	-		32,505.3	
	2011-2012	18,642.1	41,258.7	-		59,900.8	
Sale of goods (inclusive of sales tax)	2013-2014	5,569.6	1,374.1	-		6,943.7	115.9
	2012-2013	3,116.0	1,268.0	-		4,384.0	
	2011-2012	2,395.5	4,782.7	-		7,178.2	
Services received	2013-2014	906.8	189.6	413.4	#	1,509.8	25.2
	2012-2013	2.6	262.6	399.8		665.0	
	2011-2012	3.0	607.6	768.3		1,378.9	
Services rendered	2013-2014	2,568.1	131.7	-		2,699.8	45.1
	2012-2013	661.8	131.4	-		793.2	
	2011-2012	43.3	205.6	-		248.9	
Redemption / buy back of investments	2013-2014	96.2	-	-		96.2	1.6
	2012-2013	-	310.0	-		310.0	
	2011-2012	-	-	-		-	
Finance given (including loans and equity)	2013-2014	10,632.6	268.6	-		10,901.2	181.9
	2012-2013	355.1	0.1	-		355.2	
	2011-2012	-	-	-		-	
Finance given, taken back (including loans and equity)	2013-2014	-	-	-		-	-
	2012-2013	-	238.3	-		238.3	
	2011-2012	-	-	-		-	
Finance taken (including loans and equity)	2013-2014	-	335.0	-		335.0	5.6
	2012-2013	-	500.0	-		500.0	
	2011-2012	-	940.0	-		940.0	
Finance taken, paid back (including loans and equity)	2013-2014	-	370.0	-		370.0	6.2
	2012-2013	-	505.0	-		505.0	
	2011-2012	-	710.0	-		710.0	
Interest / Dividend paid/(received) (net)	2013-2014	(113.5)	1,192.0	-		1,078.5	18.0
	2012-2013	(187.8)	2,104.8	-	*	1,917.0	
	2011-2012	(164.5)	2,325.0	-		2,160.5	
(C) Balances with the related parties							
Amount Receivable	2013-2014	1,551.0	232.1	-		1,783.1	29.8
	2012-2013	717.8	142.5	-		860.3	
	2011-2012	22.7	737.3	-		760.0	
Amount Payable	2013-2014	1,765.6	482.1	-		2,247.7	37.5
	2012-2013	184.4	484.9	-		669.3	
	2011-2012	563.4	1,086.9	-		1,650.3	
Amount Receivable (in respect of loans, interest & dividend)	2013-2014	1,733.0	-	-		1,733.0	28.9
	2012-2013	1,625.7	38.0	-		1,663.7	
	2011-2012	1,518.8	276.3	0.9		1,796.0	
Amount Payable (in respect of loans, interest & dividend)	2013-2014	-	160.0	-		160.0	2.7
	2012-2013	-	295.0	-		295.0	
	2011-2012	-	302.0	-		302.0	
Bills discounted (in respect of amount receivable)	2013-2014	-	76.0	-		76.0	1.3
	2012-2013	-	51.2	-		51.2	
	2011-2012	-	255.3	-		255.3	
Bank Guarantee / Other assets given as security	2013-2014	-	30.0	-		30.0	0.5
	2012-2013	-	30.0	-		30.0	
	2011-2012	-	30.0	-		30.0	

Includes ₹ 54.8 million (2012-13 ₹ Nil and 2011-12 ₹ Nil) of managerial remuneration which is subject to the approval of the Central Government and shareholders and ₹ 122.3 million (2012-13 ₹ Nil and 2011-12 ₹ Nil) of managerial remuneration which is subject to the approval of shareholders.

* Less than ₹ 5,000/-

(D) Disclosure in respect of material transactions with related parties

		Year Ended March 31, 2012	2013	2014	2014
		(₹ in million)			(US$ in million)
(i) Purchase of Goods	Tata Cummins Ltd	32,676.7	11,494.6	9,107.7	152.0
	Fiat India Automobiles Ltd	18,642.1	14,631.8	12,490.0	208.4
	Automobile Corporation of Goa Ltd	-	2,729.3	2,822.1	47.1
	Tata AutoComp Systems Ltd	5,618.0	4,258.0	1,982.6	33.1
(ii) Sale of Goods	Tata Cummins Ltd	2,505.3	-	722.6	12.1
	Fiat India Automobiles Ltd	2,389.9	3,111.1	4,830.5	80.6
	Nita Company Ltd	1,687.5	941.9	1,086.0	18.1
	Tata Hitachi Construction Machinery Co Ltd	581.0	315.6	211.5	3.5
(iii) Services received	Tata Sons Ltd	607.6	261.1	183.1	3.1
	Fiat India Automobiles Ltd	-	2.4	2.0	-
(iv) Services rendered	Tata Cummins Ltd	57.6	-	32.3	0.5
	Tata Sons Ltd	-	13.5	-	-
	Fiat India Automobiles Ltd	41.5	289.3	25.6	0.4
	Suzhou Chery Jaguar Land Rover Trading Co Ltd	-	372.5	-	-
	Tata Hitachi Construction Machinery Co Ltd	122.0	103.4	102.7	1.7
(v) Redemption / buy back of Investments	Tata AutoComp Systems Ltd	-	210.0	-	-
	Tata Sons Ltd	-	100.0	-	-
(vi) Finance given including loan and equity	Tata AutoComp Systems Ltd	-	-	268.6	4.5
	Tata Hitachi Construction Machinery Co Ltd	350.0	-	-	-
	Automobile Corporation of Goa Ltd	360.0	0.1	-	-
	Suzhou Chery Jaguar Land Rover Trading Co Ltd	-	351.3	-	-
	Chery Jaguar Land Rover Automotive Co Ltd	-	-	9,007.6	150.3
(vii) Finance given, taken back (including loans and equity)	Tata AutoComp Systems Ltd	-	238.3	-	-
(viii) Finance taken including loan and equity	Automobile Corporation of Goa Ltd	590.0	500.0	335.0	5.6
	Tata Hitachi Construction Machinery Co Ltd	350.0	-	-	-
(ix) Finance taken, paid back (including loans and equity)	Automobile Corporation of Goa Ltd	-	(505.0)	(370.0)	(6.2)
(x) Interest/Dividend paid/(received)					
Dividend paid	Tata Sons Limited	2,907.7	2,829.9	1,408.9	23.5
Dividend received	Tata Sons Limited	(106.0)	(112.0)	(99.0)	(1.7)
	Tata Hitachi Construction Machinery Co Ltd	(149.1)	-	-	-
	Tata Cummins Ltd	(270.0)	(360.0)	-	-
Interest paid	Fiat India Automobiles Ltd	427.4	759.6	154.4	2.6
Interest received	Fiat India Automobiles Ltd	(591.9)	(934.7)	(267.9)	(4.5)

TATA MOTORS LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

32. Consolidated segment information

(A) Primary segment		Automotive: Tata Vehicles and financing thereof *	Automotive: Jaguar and Land Rover	Automotive: Intra Segment Eliminations	Automotive: Total	Others	Segment Eliminations	Total	Total
					(₹ in million)				(US$ in million)
(a) Revenue									
External sales and income from other operations	2013-2014	412,098.6	1,903,785.0	-	2,315,883.6	12,453.0	-	2,328,336.6	38,857.4
	2012-2013	507,961.8	1,368,221.7	-	1,876,183.5	11,743.4	-	1,887,926.9	
	2011-2012	598,466.7	1,047,509.3	-	1,645,976.0	10,568.9	-	1,656,544.9	
Inter segment/Intra segment sales and other income	2013-2014	895.8	-	(761.4)	134.4	12,736.9	(12,871.3)	-	-
	2012-2013	988.7	-	(933.1)	55.6	10,915.8	(10,971.4)	-	
	2011-2012	745.7	-	(678.9)	66.8	8,916.9	(8,983.7)	-	
Total revenue	2013-2014	412,994.4	1,903,785.0	(761.4)	2,316,018.0	25,189.9	(12,871.3)	2,328,336.6	38,857.4
	2012-2013	508,950.5	1,368,221.7	(933.1)	1,876,239.1	22,659.2	(10,971.4)	1,887,926.9	
	2011-2012	599,212.4	1,047,509.3	(678.9)	1,646,042.8	19,485.8	(8,983.7)	1,656,544.9	
(b) Segment results before other income, finance cost, tax and exceptional items	2013-2014	(9,669.3)	245,612.0	-	235,942.7	2,826.6	(1,173.9)	237,595.4	3,965.2
	2012-2013	17,535.9	149,756.1	-	167,292.0	3,756.8	(1,101.8)	169,947.0	
	2011-2012	41,520.0	123,594.5	-	165,114.5	2,948.8	(1,204.7)	166,858.6	
(c) (i) Other income	2013-2014							8,285.9	138.3
	2012-2013							8,155.9	
	2011-2012							6,617.7	
(ii) Finance cost	2013-2014							(47,337.8)	(790.0)
	2012-2013							(35,602.5)	
	2011-2012							(29,822.2)	
(iii) Exceptional items :									
- Exchange loss (net) on revaluation of foreign currency borrowings, deposits and loans	2013-2014							(7,077.2)	(118.1)
	2012-2013							(5,150.9)	
	2011-2012							(6,541.1)	
- Provision for costs associated with closure of operations and impairment of intangibles	2013-2014							(2,241.6)	(37.4)
	2012-2013							(876.2)	
	2011-2012							(1,774.3)	
- Employee separation cost	2013-2014							(535.0)	(8.9)
	2012-2013							-	
	2011-2012							-	
(d) Profit before tax	2013-2014							188,689.7	3,149.1
	2012-2013							136,473.3	
	2011-2012							135,338.7	
Tax expense	2013-2014							47,647.9	795.2
	2012-2013							37,766.6	
	2011-2012							(400.4)	
(e) Profit after tax	2013-2014							141,041.8	2,353.9
	2012-2013							98,706.7	
	2011-2012							135,739.1	
(f) Segment assets	2013-2014	566,042.3	1,254,971.2	-	1,821,013.5	19,994.0	(8,414.6)	1,832,592.9	30,584.0
	2012-2013	564,944.7	873,180.3	-	1,438,125.0	16,322.7	(6,926.6)	1,447,521.1	
	2011-2012	517,931.7	719,154.1	(400.9)	1,236,684.9	14,823.4	(5,680.2)	1,245,828.1	
(g) Segment liabilities	2013-2014	149,101.9	709,742.2	-	858,844.1	6,873.5	(1,989.0)	863,728.6	14,414.7
	2012-2013	149,422.0	524,223.9	-	673,645.9	6,605.8	(1,680.5)	678,571.2	
	2011-2012	137,306.1	406,497.5	(400.9)	543,402.7	5,015.9	(1,539.0)	546,879.6	
(h) Other information									
(a) Depreciation and amortisation expense	2013-2014	25,340.7	84,984.7	-	110,325.4	456.2	-	110,781.6	1,848.8
	2012-2013	22,828.3	53,034.3	-	75,862.6	150.2	-	76,012.8	
	2011-2012	20,439.6	35,704.8	-	56,144.4	109.4	-	56,253.8	
(b) Capital expenditure	2013-2014	38,142.9	245,061.3	-	283,204.2	763.4	(1,177.7)	282,789.9	4,719.5
	2012-2013	33,757.6	181,615.2	-	215,372.8	407.8	(1,107.6)	214,673.0	
	2011-2012	37,000.2	113,229.3	-	150,229.5	51.6	(1,210.1)	149,071.0	
(i) Segment assets exclude:									
(i) Deferred tax assets	2013-2014							23,470.8	391.7
	2012-2013							44,289.3	
	2011-2012							45,393.3	
(ii) Current and non-current investments	2013-2014							106,866.7	1,783.5
	2012-2013							87,647.3	
	2011-2012							89,177.1	
(iii) Income tax assets (net of provision) including MAT credit	2013-2014							20,288.3	338.6
	2012-2013							24,798.7	
	2011-2012							24,372.5	
(iv) Other unallocated assets	2013-2014							216,764.5	3,617.6
	2012-2013							99,526.0	
	2011-2012							44,541.1	
								367,390.3	6,131.4
								256,261.3	
								203,484.0	

* Other brand vehicles includes Tata Daewoo and Fiat traded vehicles

(j) Segment liabilities exclude:

		(₹ in million)	(US$ in million)
(i) Minority interest	2013-2014	4,206.5	70.2
	2012-2013	3,704.8	
	2011-2012	3,071.3	
(ii) Long-term borrowings	2013-2014	452,586.1	7,553.2
	2012-2013	321,552.9	
	2011-2012	279,624.8	
(iii) Short-term borrowings	2013-2014	96,958.6	1,618.1
	2012-2013	116,202.1	
	2011-2012	107,415.9	
(iv) Current maturities of long term debt	2013-2014	56,878.1	949.2
	2012-2013	99,402.1	
	2011-2012	84,448.9	
(v) Deferred tax liability	2013-2014	15,723.3	262.4
	2012-2013	20,482.1	
	2011-2012	21,650.7	
(vi) Proposed dividend and tax thereon	2013-2014	7,626.7	127.3
	2012-2013	7,546.9	
	2011-2012	14,870.0	
(vii) Provision for income tax	2013-2014	13,969.4	233.1
	2012-2013	17,920.3	
	2011-2012	13,117.1	
(viii) Other unallocated liabilities	2013-2014	32,271.4	538.6
	2012-2013	62,027.0	
	2011-2012	51,248.8	
	2013-2014	680,220.1	11,352.1
	2012-2013	648,838.2	
	2011-2012	575,447.5	

(B) Secondary segment

		United States	UK	Rest of Europe	India	China	Rest of World	Total	Total
Revenue from external customers	2013-2014	267,649.0	292,937.7	292,858.8	344,481.5	659,039.1	471,370.5	2,328,336.6	38,857.4
	2012-2013	189,417.9	223,669.0	222,639.0	447,582.8	446,950.8	357,667.4	1,887,926.9	
	2011-2012	158,132.6	180,926.1	189,094.7	541,239.8	297,264.0	289,887.7	1,656,544.9	
Carrying amount of segment assets	2013-2014	33,353.4	1,010,522.5	34,579.9	529,154.1	110,058.4	114,924.6	1,832,592.9	30,584.0
	2012-2013	36,989.4	673,086.3	28,875.4	533,553.0	66,563.6	108,453.4	1,447,521.1	
	2011-2012	49,423.6	501,510.1	57,364.4	485,288.8	50,001.5	102,239.7	1,245,828.1	
Capital expenditure	2013-2014	150.0	234,149.8	100.3	36,250.4	9,969.1	2,170.3	282,789.9	4,719.5
	2012-2013	39.7	179,188.4	275.1	32,259.6	1,105.3	1,804.9	214,673.0	
	2011-2012	93.9	111,548.8	340.4	34,337.2	1,187.1	1,563.6	149,071.0	

Notes:

(1) The Company has disclosed business segment as primary segment. Automotive segment consists of business of automobile products consisting of all types of commercial and passenger vehicles including financing of the vehicles sold by the Company, wherever applicable. Others primarily include engineering solutions and software operations.

(2) Segment revenues, expenses and results include transfer between business segments. Such transfers are undertaken either at competitive market prices charged to unaffiliated customers for similar goods or at contracted rates. These transfers are eliminated on consolidation.

33. (a) Defined benefit plans / Long term compensated absences

	Particulars	Gratuity, Superannuation and BKY / PSY						Compensated Absences						Post-retirement Medicare scheme					
	As at / for the year ended on March 31,	2010	2011	2012	2013	2014	2014	2010	2011	2012	2013	2014	2014	2010	2011	2012	2013	2014	2014
		(₹ in million)					(US$ in million)	(₹ in million)					(US$ in million)	(₹ in million)					(US$ in million)
i	**Components of employer expense**																		
	Current Service cost	317.8	359.8	469.7	526.6	585.3	9.8	186.6	222.9	279.5	344.3	383.0	6.4	32.7	36.7	42.2	40.6	51.8	0.9
	Interest cost	450.9	481.1	554.8	600.9	638.1	10.6	121.6	140.7	178.3	205.9	217.5	3.6	70.5	72.3	81.4	83.4	90.6	1.5
	Expected return on plan assets	(423.2)	(448.6)	(499.5)	(536.4)	(570.2)	(9.5)	-	-	-	-	-	-	-	-	-	-	-	-
	Past Service Cost	5.7	0.7	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.5	-
	Actuarial Losses/(Gains)	509.2	602.6	219.6	50.0	(1.9)	-	291.6	404.5	232.3	60.7	(255.3)	(4.3)	(1.4)	38.0	(60.2)	20.0	26.5	0.4
	Total expense recognised in the Profit and Loss Statement in Note 25:	860.4	995.6	744.6	641.1	651.3	10.9	599.8	768.1	690.1	610.9	345.2	5.8	101.8	147.0	63.4	144.0	174.5	2.9
		(b) & (c)						(a)						(c)					
ii	**Actual Contribution and Benefit Payments**																		
	Actual benefit payments	640.8	646.2	564.2	816.2	858.5	14.3	236.0	330.0	322.6	412.9	492.2	8.2	43.8	41.3	39.0	40.7	39.0	0.7
	Actual Contributions	869.8	850.5	683.4	679.8	423.8	7.1	236.0	330.0	322.6	412.9	492.2	8.2	43.8	41.3	39.0	40.7	39.0	0.7
iii	**Net asset/(liability) recognised in Balance Sheet**																		
	Present value of Defined Benefit Obligation	6,089.3	6,913.2	7,565.8	8,133.5	8,262.7	137.9	1,819.5	2,257.6	2,627.3	2,825.3	2,670.6	44.6	871.7	977.4	1,001.8	1,105.1	1,240.5	20.7
	Fair value of plan assets	5,500.7	6,180.2	6,767.4	7,373.8	7,206.3	120.3	-	-	-	-	-	-	-	-	-	-	-	-
	Net asset/(liability) recognised in Balance Sheet	(588.6)	(733.0)	(798.4)	(759.7)	(1,056.5)	(17.6)	(1,819.5)	(2,257.6)	(2,627.3)	(2,825.3)	(2,670.6)	(44.6)	(871.7)	(977.4)	(1,001.8)	(1,105.1)	(1,240.5)	(20.7)
	Experience adjustment on plan liabilities	(42.9)	(369.1)	(73.5)	(235.7)	235.5	3.9	N/A	N/A	N/A	N/A	N/A	N/A	3.9	53.2	(28.3)	87.6	34.6	0.6
	Experience adjustment on plan assets	(51.1)	27.2	(31.6)	209.4	233.8	3.9	N/A	N/A	N/A	N/A	N/A	N/A	-	-	-	-	-	-
iv	**Change in Defined Benefit Obligations (DBO)**																		
	Present Value of DBO at beginning of year	5,757.5	6,089.3	6,913.2	7,565.8	8,133.5	135.7	1,548.1	1,819.5	2,257.6	2,627.3	2,825.3	47.2	851.8	871.7	977.4	1,001.8	1,105.1	18.4
	Liability on Acquisitions	-	-	4.3	0.4	-	-	-	-	2.2	-	-	-	-	-	-	-	-	-
	Current Service cost	317.8	359.8	469.7	526.6	585.3	9.8	186.6	222.9	279.5	344.3	383.0	6.4	32.7	36.7	42.2	40.6	51.8	0.9
	Past Service Cost	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.5	-
	Interest cost	450.9	481.1	554.8	600.9	638.1	10.6	121.6	140.7	178.3	205.9	217.5	3.6	70.5	72.3	81.4	83.4	90.6	1.5
	Plan amendments	6.5	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Settlement cost / (Credit)						-	-	-	-	-	(7.7)	-	-	-	-	-	-	-
	Actuarial (gains)/ losses	461.7	629.2	188.0	256.0	(235.7)	(3.9)	291.6	404.5	232.3	60.7	(255.3)	(4.3)	(1.4)	38.0	(60.2)	20.0	26.5	0.4
	Benefits paid	(640.8)	(646.2)	(564.2)	(816.2)	(858.5)	(14.3)	(236.0)	(330.0)	(322.6)	(412.9)	(492.2)	(8.2)	(43.8)	(41.3)	(39.0)	(40.7)	(39.0)	(0.7)
	Sale of stake in Subsidiary	(264.3)	-	-	-	-	-	(92.4)	-	-	-	-	-	(38.1)	-	-	-	-	-
	Present Value of DBO at the end of year	6,089.3	6,913.2	7,565.8	8,133.5	8,262.7	137.9	1,819.5	2,257.6	2,627.3	2,825.3	2,670.6	44.6	871.7	977.4	1,001.8	1,105.1	1,240.5	20.7
v	**Change in Fair Value of Assets**																		
	Plan assets at beginning of year	5,172.8	5,500.7	6,180.2	6,767.4	7,373.8	123.1	-	-	-	-	-	-	-	-	-	-	-	-
	Liability on Acquisitions	-	-	-	0.4	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Actual return on plan assets	375.7	475.2	468.0	742.4	336.5	5.6	-	-	-	-	-	-	-	-	-	-	-	-
	Actual Company contributions	869.8	850.5	683.4	679.8	423.8	7.1	236.0	330.0	322.6	412.9	492.2	8.2	43.8	41.3	39.0	40.7	39.0	0.7
	Benefits paid	(640.8)	(646.2)	(564.2)	(816.2)	(858.5)	(14.3)	(236.0)	(330.0)	(322.6)	(412.9)	(492.2)	(8.2)	(43.8)	(41.3)	(39.0)	(40.7)	(39.0)	(0.7)
	Sale of stake in Subsidiary	(276.8)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Others	-	-	-	-	(69.3)	(1.2)	-	-	-	-	-	-	-	-	-	-	-	-
	Plan assets at the end of year	5,500.7	6,180.2	6,767.4	7,373.8	7,206.3	120.3	-	-	-	-	-	-	-	-	-	-	-	-
vi	**Actuarial Assumptions**																		
	Discount Rate (%)	6.75-8.70	6.75-8.50	6.75-8.90	6.75-8.35	6.75-9.30	6.75-9.30	8.50	8.50	8.50	8.35	9.20	9.20	8.50	8.50	8.50	8.35	9.20	9.20
	Expected Return on plan assets (%)	8.00-9.25	8.00-9.25	8.00-9.25	8.00-9.25	8.00-9.25	8.00-9.25	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Medical cost inflation (%)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	4.00	4.00	4.00	5.00	6.00	6.00
vii	**The major categories of plan assets as percentage to total plan assets**																		
	Debt securities	76%	75%	77%	73%	71%	71%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Balance with approved Insurance companies	-	-	19%	24%	28%	28%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	Balances with banks	24%	25%	4%	4%	1%	1%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
viii	**Effect of one percentage point change in assumed Medical inflation rate**	**One percentage point increase in Medical inflation rate**												**One percentage point decrease in Medical inflation rate**					
		2010	2011	2012	2013	2014	2014							2010	2011	2012	2013	2014	2014
	Revised DBO	1,001.5	1,045.7	1,084.4	1,210.0	1,370.3	22.9							829.8	884.9	816.2	1,013.3	1,115.5	18.6
	Revised service cost	37.8	43.0	48.8	48.6	60.5	1.0							28.0	31.6	30.4	34.1	44.7	0.7
	Revised interest cost	77.8	79.7	88.5	93.0	99.4	1.7							64.2	65.9	68.1	75.4	83.0	1.4

(a) Defined Contribution Plans-
The Company's contribution to defined contribution plan aggregated ₹ 2,716.2 million (2012-13 ₹ 2356.0 million and 2011-12 ₹ 2506.0 million) for the year ended March 31, 2014 has been recognised in the Profit and Loss Statement in note 25.

(b) The expected rate of return on plan assets is based on market expectation, at the beginning of the year, for returns over the entire life of the related obligation.

(c) The assumption of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(d) The Company expects to contribute ₹ 1,027.7 million to the funded pension plans in the year 2014-2015.

33. (b) Details of Severance Indemnity plan applicable to Tata Daewoo Commercial Vehicle Co. Ltd. and Tata Daewoo Commercial Vehicle Sales and Distribution Co. Ltd., Korea.

	Particulars As at / for the year ended on March 31,	2010	2011	2012 (₹ in million)	2013	2014	2014 (US$ in million)
i	**Components of employer expense**						
	Current service cost	175.4	203.2	211.8	372.4	387.5	6.5
	Interest cost	88.5	102.8	102.6	93.0	56.4	0.9
	Past service cost	-	-	-	(61.7)	-	-
	Expected return on plan assets	-	-	-	-	(0.4)	-
	Actuarial losses	197.5	(233.8)	(83.9)	(624.0)	(71.4)	(1.2)
	Total expense recognised in the Profit and Loss Statement in Note 25:	461.4	72.2	230.5	(220.3)	372.1	6.2
ii	**Actual Contribution and Benefit Payments**						
	Actual benefit payments	162.6	89.6	146.4	879.7	68.3	1.1
	Actual contributions	162.6	89.6	146.4	879.7	1,350.3	22.5
iii	**Net liability recognised in Balance Sheet**						
	Present value of Defined Benefit Obligation	2,172.3	2,206.2	2,525.8	1,644.4	2,195.4	36.6
	Fair value of plan assets	-	-	-	-	1,294.3	21.6
	Net liability recognised in Balance Sheet	(2,172.3)	(2,206.2)	(2,525.8)	(1,644.4)	(901.1)	(15.0)
	Experience adjustment on plan liabilities	(200.9)	55.6	190.1	796.2	65.4	1.1
	Experience adjustment on plan assets	-	-	-	-	-	
iv	**Change in Defined Benefit Obligations**						
	Present Value of DBO at the beginning of the year	1,748.3	2,172.3	2,206.2	2,525.8	1,644.4	27.4
	Current service cost	175.4	203.2	211.8	372.4	387.5	6.5
	Interest cost	88.5	102.8	102.6	93.0	56.4	0.9
	Past service cost	-	-	-	(61.7)	-	-
	Actuarial losses	197.5	(233.8)	(83.9)	(624.0)	(71.4)	(1.2)
	Benefits paid	(162.6)	(89.6)	(146.4)	(879.7)	(68.3)	(1.1)
	Exchange fluctuation	125.2	51.3	235.5	218.6	246.8	4.1
	Present Value of DBO at the end of the year	2,172.3	2,206.2	2,525.8	1,644.4	2,195.4	36.6
v	**Change in fair value of assets**						
	Plan assets at the beginning of the year	-	-	-	-	-	-
	Actual return on plan assets	-	-	-	-	0.4	-
	Actual Company contributions	162.6	89.6	146.4	879.7	1,350.3	22.5
	Benefits paid	(162.6)	(89.6)	(146.4)	(879.7)	(68.3)	(1.1)
	Exchange fluctuation	-	-	-	-	11.9	0.2
	Plan assets at the end of the year	-	-	-	-	1,294.3	21.6
vi	**Actuarial assumptions**						
	Discount rate	4.84%	4.53%	4.03%	3.07%	3.60%	3.60%
	Expected return on plan assets	N/A	N/A	N/A	N/A	N/A	N/A
	Medical cost inflation	N/A	N/A	N/A	N/A	N/A	N/A

The assumption of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

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33. (c) Details of Defined benefit plans applicable to Jaguar and Land Rover group.

	Particulars	Post-retirement Pension scheme						Post-retirement Medicare scheme					
	As at / for the year ended on March 31,	**2010**	**2011**	**2012**	**2013**	**2014**	**2014 (US$ in million)**	**2010**	**2011**	**2012**	**2013**	**2014**	**2014 (US$ in million)**
				(₹ in million)						**(₹ in million)**			
i	**Components of employer expense**												
	Current Service cost	4,800.3	7,526.3	7,805.3	10,092.7	16,267.7	271.5	5.3	6.4	4.6	5.2	5.8	0.1
	Interest cost	15,550.4	15,294.0	18,298.7	21,773.4	25,875.3	431.8	6.1	7.1	5.3	6.0	4.8	0.1
	Expected return on plan assets	(13,148.7)	(17,112.0)	(18,339.9)	(19,177.6)	(22,034.2)	(367.7)	-	-	-	-	-	-
	Amortisation of past service cost	136.3	354.1	1,129.9	491.0	547.2	9.1	-	-	-	-	-	-
	Curtailment	(54.5)	-	-	-	-	-	-	-	-	-	-	-
	Settlement	-	(12.0)	-	-	-	-	-	-	-	(5.2)	-	-
	Expenses paid	-	-	-	-	13.5	0.2	-	-	-	-	-	-
	Asset restriction	-	-	-	-	-	-	-	-	-	-	-	-
	Actuarial Losses	-	-	-	-	-	-	-	-	-	-	-	-
	Total expense recognised in the Profit and Loss Statement in Note 25	7,283.8	6,050.4	8,894.0	13,179.5	20,669.5	345.0	11.4	13.5	9.9	6.0	10.6	0.2
ii	**Actual Contribution and Benefit Payments**												
	Actual benefit payments	8,260.5	9,107.0	8,667.2	11,126.2	13,148.8	219.4	-	-	-	0.9	1.0	-
	Actual Contributions	3,980.6	15,459.7	17,605.5	14,423.6	32,027.5	534.5	-	-	-	31.0	1.0	-
iii	**Amount recognised in Pension Reserve**												
	Actuarial loss / (gain)	6,429.3	13,918.6	14,901.4	39,724.9	12,838.1	214.3	16.7	(43.9)	8.4	8.6	(24.0)	(0.4)
	Movement in restriction of pension assets	(4,813.3)	8,886.7	(427.5)	(2,350.8)	214.5	3.6	-	-	-	-	-	-
	Onerous Obligation	-	-	(374.1)	(10,567.3)	-	-	-	-	-	-	-	-
	Economic benefit from pre payment of normal contributior	-	-	(2,664.4)	3,000.8	-	-	-	-	-	-	-	-
	Deferred Tax	-	-	(12,725.0)	(6,267.3)	(403.9)	(6.7)	-	-	-	-	-	-
	Exchange fluctuation	1,021.3	-	-	-	-	-	-	-	-	-	-	-
	Amount recognised in Pension Reserve	2,637.3	22,805.3	(1,289.6)	23,540.3	12,648.7	211.1	16.7	(43.9)	8.4	8.6	(24.0)	(0.4)
iv	**Net liability recognised in Balance Sheet**												
	Present value of Defined Benefit Obligation	263,402.4	307,233.5	400,656.5	494,269.2	602,496.7	10,055.0	107.6	76.9	107.6	96.0	91.5	1.5
	Fair value of plan assets	259,088.6	298,161.1	383,729.1	440,463.0	535,764.9	8,941.3	-	-	-	-	-	-
	Restriction of pension asset	(176.4)	(2,358.4)	(2,290.0)	(61.6)	(295.6)	(4.9)	-	-	-	-	-	-
	Unrecognised actuarial gains and losses	-	-	-	-	-	-	-	-	-	-	-	-
	Onerous Obligation	(2,337.2)	(9,029.9)	(10,019.4)	-	-	-	-	-	-	-	-	-
	Economic benefit from pre payment of normal contributior	51.0	(152.8)	2,845.2	-	-	-	-	-	-	-	-	-
	Net asset recognised in balance sheet	30.6	67.2	154.9	36.1	43.8	0.7	-	-	-	-	-	-
	Net (Liability) recognised in Balance Sheet	(6,807.0)	(20,680.7)	(26,546.5)	(53,903.9)	(67,071.2)	(1,119.3)	(107.6)	(76.9)	(107.6)	(96.0)	(91.5)	(1.5)
	Experience adjustment on plan liabilities	44,042.5	6,968.0	6,106.2	567.5	692.4	11.6	-	-	-	-	-	-
	Experience adjustment on plan assets	38,266.3	2,179.7	(13,924.4)	(33,430.1)	(39,132.8)	(653.1)	-	-	-	-	-	-
v	**Change in Defined Benefit Obligations (DBO)**												
	Present Value of DBO at beginning of year	221,195.5	263,402.4	307,233.5	400,656.5	494,269.2	8,248.8	86.5	107.6	76.9	103.2	96.0	1.6
	Liability on Acquisition	-	-	-	-	-	-	-	-	-	-	-	-
	Current Service cost	4,800.3	7,526.3	7,805.3	10,092.7	16,267.7	271.5	5.3	6.4	4.6	5.2	5.8	0.1
	Interest cost	15,550.4	15,294.0	18,298.7	21,773.4	25,875.3	431.8	6.1	7.1	5.3	6.0	4.8	0.1
	Amendments	122.5	354.1	515.3	491.0	557.8	9.3	-	-	-	-	-	-
	Actual Member Contributions	1,478.1	463.9	1,129.9	599.3	130.8	2.2	-	-	-	-	-	-
	Actuarial losses / (gains)	49,022.1	16,080.1	27,974.4	73,143.8	(26,289.9)	(438.7)	16.7	(43.9)	8.4	8.6	(24.0)	(0.4)
	Benefits paid	(8,260.5)	(9,107.0)	(8,667.2)	(11,126.2)	(13,148.8)	(219.4)	-	-	-	(0.9)	(1.0)	-
	Expenses paid	(1.5)	(9.9)	(12.2)	(7.7)	-	-	-	-	-	-	-	-
	Plan combinations	27.2	-	-	-	-	-	-	-	-	-	-	-
	Plan curtailment	(54.5)	-	-	-	(10.6)	(0.2)	-	-	-	-	-	-
	Plan settlement	(6.8)	(94.2)	-	-	-	-	-	-	-	(35.3)	-	-
	Exchange fluctuation	(20,470.4)	13,323.8	46,378.8	(1,353.6)	104,845.2	1,749.8	(7.0)	(0.3)	8.0	9.2	9.9	0.2
	Present Value of DBO at the end of year	263,402.4	307,233.5	400,656.5	494,269.2	602,496.7	10,055.0	107.6	76.9	103.2	96.0	91.5	1.5
vi	**Change in Fair Value of Assets**												
	Plan assets at beginning of year	225,917.4	259,088.8	298,161.1	383,729.1	440,463.0	7,350.9	-	-	-	-	-	-
	Plan assets on Acquisition	-	-	-	-	-	-	-	-	-	-	-	-
	Actual return on plan assets	55,741.5	19,272.8	31,412.9	52,596.5	(17,093.8)	(285.3)	-	-	-	-	-	-
	Actual Company contributions	3,980.6	15,459.7	17,605.5	14,423.6	32,021.8	534.4	-	-	-	31.0	1.0	-
	Actual Member Contributions	1,478.1	463.9	515.3	599.3	130.8	2.2	-	-	-	-	-	-
	Benefits paid	(8,260.4)	(9,107.0)	(8,667.2)	(11,126.2)	(13,148.8)	(219.4)	-	-	-	(0.9)	(1.0)	-
	Expenses paid	(1.5)	(9.9)	(12.2)	(7.7)	(13.5)	(0.2)	-	-	-	-	-	-
	Plan combinations	-	-	-	-	-	-	-	-	-	-	-	-
	Plan settlement	(6.8)	(82.2)	-	-	-	-	-	-	-	(30.1)	-	-
	Exchange fluctuation	(19,760.1)	13,075.0	44,713.7	248.4	93,405.4	1,558.8	-	-	-	-	-	-
	Plan assets at the end of year	259,088.8	298,161.1	383,729.1	440,463.0	535,764.9	8,941.3	-	-	-	-	-	-
vii	**Actuarial Assumptions**												
	Discount Rate (%)	5.50- 5.60	5.19- 5.50	4.38-5.10	3.69-4.40	3.71-4.59	3.71-4.59	6.22	5.74	4.88	4.10	4.35	4.35
	Inflation (%)	2.00-3.50	2.00-3.40	2.00-3.30	2.00-3.40	2.00-3.44	2.00-3.44	N/A	N/A	N/A	N/A	N/A	N/A
	Expected Return on plan assets (%)	6.50	5.75-6.57	4.85-6.34	4.75-6.34	2.07-3.94	2.07-3.94	N/A	N/A	N/A	N/A	N/A	N/A
	Medical cost inflation (%)	N/A	N/A	N/A	N/A	N/A	N/A	7.80	4.20	4.50	4.50	4.50	4.50
viii	**The major categories of plan assets as percentage to total plan assets**												
	Equity securities	39%-53%	20%-40%	19%-38.4%	17%-38%	10%-37%	10%-37%	N/A	N/A	N/A	N/A	N/A	N/A
	Debt securities	39%-56%	40%-63%	38.4%-67%	38%-68%	35%-69%	35%-69%	N/A	N/A	N/A	N/A	N/A	N/A
	Other	1%-23%	2.4%-20%	8%-23.2%	15%-24%	19%-27%	19%-27%	N/A	N/A	N/A	N/A	N/A	N/A

(a) Defined Contribution Plans-
Jaguar and Land Rover group's contribution to defined contribution plan aggregated ₹ 2,212.0 million (₹ 1,006.0 million for the year ended March 31, 2013 and ₹ 824.5 million for the year ended March 31, 2012) has been recognised in the Profit and Loss Statement in note 25.

(b) The expected rate of return on plan assets is based on market expectation, at the beginning of the year, for returns over the entire life of the related obligation

(c) The assumption of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(d) The Company expects to contribute ₹ 11,247.5 million to the funded pension plans in the year 2014-2015

	As at March 31,			
	2012	2013	2014	2014
		(₹ in million)		(US$ in million)
34. (i) Movement of provision for warranty and product liability				
Closing balance as at March 31, 2012	-	52,521.7	-	-
Reclassification of an associate to joint venture	-	475.6	-	-
Opening balance	41,261.9	52,997.3	67,191.0	1,121.3
Add: Provision for the year (net) (including additional provision for earlier	34,274.5	42,039.1	62,074.4	1,036.0
Less: Payments / debits (net of recoveries from suppliers)	(28,577.6)	(27,564.3)	(47,603.6)	(794.5)
Foreign currency translation	5,562.9	(281.1)	13,160.4	219.6
Closing balance	52,521.7	67,191.0	94,822.2	1,582.4
Current portion	27,314.0	31,455.0	39,766.9	663.7
Non-current portion	25,207.7	35,736.0	55,055.3	918.8
	52,521.7	67,191.0	94,822.2	1,582.5

The provision is expected to be utilized for settlement of warranty claims within a period of 5 years.

(ii) Movement of provision for redemption of FCCN / CARS

	2012	2013	2014	2014
Opening balance	8,010.9	9,125.0	342.1	5.7
Foreign currency exchange loss	1,009.9	829.7	9.4	0.2
Premium on redemption of FCCN / CARS (including withholding tax)	(9.7)	(8,433.7)	(351.5)	(5.9)
Reversal of provision for premium due to conversion of FCCN / CARS	-	(199.2)	-	-
Provision / (Reversal of provision) for Withholding tax upon conversion / redemption / foreign currency exchange of FCCN / CARS	113.9	(979.7)	-	-
Closing balance	9,125.0	342.1	-	-
Current portion	8,557.3	-	-	-
Non-current portion	567.7	342.1	-	-
	9,125.0	342.1	-	-

(iii) Movement of provision for residual risk

	2012	2013	2014	2014
Opening balance	502.3	1,309.8	1,196.7	20.1
Add: Provision / (reversal of provision) for the year	425.7	(60.2)	271.9	4.5
Less: Payments / debits	-	(77.4)	-	-
Foreign currency translation	381.8	24.5	20.8	0.3
Closing balance	1,309.8	1,196.7	1,489.4	24.9
Current portion	175.8	134.0	179.5	3.0
Non-current portion	1,134.0	1,062.7	1,309.9	21.9
	1,309.8	1,196.7	1,489.4	24.9

In certain markets, some subsidiaries are responsible for the residual risk arising on vehicles sold by dealers on a leasing arrangement. The provision is based on the latest available market expectations of future residual value trends. The timing of the outflows will be at the end of the lease arrangements – being typically up to three years.

(iv) Movement of provision towards environmental cost

	2012	2013	2014	2014
Opening balance	1,309.0	1,648.6	1,793.2	29.9
Add: Provision for the year (net)	194.7	257.9	9.6	0.2
Less: Payments	(49.6)	(120.4)	(125.0)	(2.1)
Foreign currency translation	194.5	7.1	389.0	6.5
Closing balance	1,648.6	1,793.2	2,066.8	34.5
Current portion	-	-	-	-
Non-current portion	1,648.6	1,793.2	2,066.8	34.5
	1,648.6	1,793.2	2,066.8	34.5

This provision relates to various environmental remediation costs such as asbestos removal and land clean up. The timing of when these costs will be incurred is not known with certainty.

35. The additional disclosure as required by AS 7 (Revised) on Construction Contracts:

(a) Advance received is ₹ 77.5 million (as at March 31, 2013 ₹ 140.1 million and as at March 31, 2012 ₹ 277.5 million)
(b) Retention money is ₹ 87.9 million (as at March 31, 2013 ₹ 132.8 million and as at March 31, 2012 ₹ 193.3 million)
(c) Contract revenue recognised during the year is ₹ 494.6 million (2012-13 ₹ 543.6 million and 2011-12 ₹ 1,195.1 million)
(d) Aggregate amount of costs incurred and recognised profits (less recognised losses) ₹ 2,354.9 million (as at March 31, 2013 ₹ 2,590.2 million and as at March 31, 2012 ₹ 3,812.5 million)

36. Other Notes

(a) The following subsidiaries / joint venture have been considered on Unaudited basis. Details for the same as per individual entity's financials are as under :

	Net Worth As at March 31, 2014	Total Revenue for the year ended March 31, 2014	Net Increase / (Decrease) in Cash & Cash equivalent during 2013-2014
		(₹ in million)	
(i) Subsidiaries :			
Tata Hispano Motors Carrocera S.A and subsidiary	(6,829.0)	2,966.0	(178.7)
Tal Manufacturing Solutions Ltd	522.8	1,309.3	(22.9)
PT Tata Motors Indonesia and subsidiary	195.5	141.9	(141.5)
Trilix S.r.l	155.1	685.3	(24.2)
Tata Precision Industries Pte Ltd	11.1	-	0.2
	(5,944.5)	5,102.5	(367.1)
(ii) Joint venture :			
Fiat India Automobiles Ltd	10,326.6	19,287.4	(741.9)
Total (i + ii)	4,382.1	24,389.9	(1,109.0)
For the year ended / as at March 31, 2013	514.3	23,573.2	(2,614.0)
For the year ended / as at March 31, 2012	2,306.7	23,062.2	(467.4)

(b) The share of profit / (loss) in respect of investments in associate companies include figures which are considered as per unaudited financial statements for the year ended March 31, 2014, as per details given below

	Profit / (Loss) for the year ended March 31, 2014
	(₹ in million)
Tata Hitachi Construction Machinery Company Ltd	(761.4)
Nita Company Ltd	51.3
	(710.1)
For the year ended March 31, 2013	(485.8)
For the year ended March 31, 2012	(176.5)

(c) During the year ended March 31, 2012, Jaguar Land Rover Plc., an indirect subsidiary of the Company has issued GBP 1,500 million equivalent Senior Notes (Notes). The Notes issued includes GBP 500 million Senior Notes due 2018 at a coupon of 8.125% per annum, GBP 500 million Senior Notes due 2020 at a coupon of 8.25% per annum, USD 410 million Senior Notes due 2018 at a coupon of 7.75% per annum and USD 410 million Senior Notes due 2021 at a coupon of 8.125% per annum. The proceeds will be used to refinance existing debt and for general corporate purposes.

(d) During the year ended March 31, 2013 :
   (i) Jaguar Land Rover Automotive Plc., an indirect subsidiary of the Company, has issued US$ 500 million (approximately ₹ 26,909.4 million), 5.625% Senior Notes due 2023.
   (ii) Jaguar Land Rover Automotive Plc. and its subsidiaries, have invested CNY 700 million (approximately ₹ 6,044.5 million) in the joint venture company in China.

(e) During the year ended March 31, 2014, Jaguar Land Rover Automotive Plc (JLR), an indirect subsidiary of the Company, issued USD 700 million 4.125% Senior Notes, due 2018 and GBP 400 million 5.0% Senior Notes, due 2022. The net proceeds from these issues have been used to refinance existing debts and for general corporate purposes

(f) Subsequent to the year ended March 31, 2014, TML Holdings Pte Ltd Singapore (TMLHS), a subsidiary of the Company has issued USD 300 million (approximately ₹ 18,040.5 million), 5.75% Senior Notes due 2021

(g) The figures disclosed in the Consolidated Financial Statements are compiled from the audited Indian Statutory Accounts for the years ended March 31, 2012, March 31, 2013 and March 31, 2014, approved by the Board of Directors on May 29, 2012, May 29, 2013 and May 29, 2014 respectively. Any event subsequent to the said dates has not been considered / adjusted

(h) For the year ended March 31, 2014, we have changed the accounting of a related party from associate to joint venture. Figures for year ended and as at March 31, 2013 has been regrouped / reclassified to make them comparable

(i) Capital Work-in-progress as at March 31, 2014 includes building under construction at Singur in West Bengal of ₹ 3,098.8 million for the purposes of manufacturing automobiles. In October 2008, the Company moved the Nano project from Singur in West Bengal to Sanand in Gujarat. In June 2011, the newly elected Government of West Bengal (State Government) enacted a legislation to cancel land lease agreement. The Company challenged the legal validity of the legislation. In June 2012, the High Court of Calcutta ruled against the validity of the legislation and restored Company's rights under the land lease agreement. The State Government filed an appeal in the Supreme Court of India, which is pending disposal. Based on management's assessment no provision is considered necessary to the carrying cost of buildings at Singur.

(j) The rate of exchange used for converting rupees into US Dollars is US $ 1 = ₹ 59.92 being average of the T.T. (telegraphic transfer) buying and selling rates as on March 31, 2014 as quoted by State Bank of India

TATA MOTORS LIMITED
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CIN - L28920MH1945PLC004520

PART I

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2014

	Particulars		Year ended	Quarter ended			
			March 31, 2014	June 30, 2013	March 31, 2014	June 30, 2014	June 30, 2014 *
			Audited	Unaudited	Unaudited	Unaudited	Unaudited
			(₹ in million)				(US$ in million)
1	**Income from operations**						
	(a) Sales / Income from operations		2,344,698.7	478,279.7	656,162.0	648,569.8	10,796.9
	Less : Excise duty		37,927.7	10,660.6	9,003.9	7,062.4	117.6
	Net Sales / Income from operations		2,306,771.0	467,619.1	647,158.1	641,507.4	10,679.3
	(b) Other operating income		21,565.6	345.6	6,013.3	5,320.9	88.6
	Total income from operations (net)		**2,328,336.6**	**467,964.7**	**653,171.4**	**646,828.3**	**10,767.9**
2	**Expenses**						
	(a) Cost of materials consumed		1,355,500.4	294,407.8	378,959.6	366,814.7	6,106.5
	(b) Purchase of products for sale		108,769.5	23,459.5	31,280.9	28,964.7	482.2
	(c) Changes in inventories of finished goods, work-in-progress and products for sale		(28,405.8)	(29,429.8)	(7,402.9)	1,582.4	26.3
	(d) Employee benefits expense		215,564.2	44,728.0	60,273.1	58,225.3	969.3
	(e) Depreciation and amortisation		110,781.6	23,554.5	31,254.8	29,795.7	496.0
	(f) Product development / Engineering expenses		25,652.1	5,341.4	7,765.8	5,980.3	99.6
	(g) Other expenses		438,257.7	95,235.5	118,915.8	109,898.5	1,829.5
	(h) Amount capitalised		(135,378.5)	(28,112.9)	(36,618.7)	(36,061.4)	(600.3)
	Total expenses		**2,090,741.2**	**429,184.0**	**584,428.4**	**565,200.2**	**9,409.1**
3	**Profit from operations before other income, finance costs and exceptional items (1 - 2)**		**237,595.4**	**38,780.7**	**68,743.0**	**81,628.1**	**1,358.8**
4	Other income		8,285.9	1,830.3	2,548.4	2,132.0	35.5
5	**Profit from ordinary activities before finance costs and exceptional items (3 + 4)**		**245,881.3**	**40,611.0**	**71,291.4**	**83,760.1**	**1,394.3**
6	Finance costs		47,337.8	9,488.8	16,675.5	9,415.8	156.7
7	**Profit from ordinary activities after finance costs but before exceptional items (5 - 6)**		**198,543.5**	**31,122.2**	**54,615.9**	**74,344.3**	**1,237.6**
8	Exceptional items						
	(a) Exchange loss / (gain) (net) including on revaluation of foreign currency borrowings, deposits and loans		7,077.2	1,786.4	3,550.6	(940.2)	(15.7)
	(b) Provision for costs associated with closure of operations and impairment of intangibles		2,241.6	-	-	-	-
	(c) Employee separation cost		535.0	-	535.0	-	-
9	**Profit from ordinary activities before tax (7 - 8)**		**188,689.7**	**29,335.8**	**50,530.3**	**75,284.5**	**1,253.3**
10	Tax expense		47,647.9	11,655.4	10,969.3	21,150.5	352.1
11	**Net profit from ordinary activities after tax (9 - 10)**		**141,041.8**	**17,680.4**	**39,561.0**	**54,134.0**	**901.2**
12	Extraordinary items (net of tax expenses ₹ Nil)		-	-	-	-	-
13	**Net profit for the period (11 + 12)**		**141,041.8**	**17,680.4**	**39,561.0**	**54,134.0**	**901.2**
14	Share of profit / (loss) of associates (net)		(537.1)	(221.6)	(173.0)	48.1	0.8
15	Minority interest		(594.5)	(198.1)	(205.1)	(200.0)	(3.3)
16	**Net profit after taxes, minority interest and share of profit / (loss) of associates (13 + 14 + 15)**		**139,910.2**	**17,260.7**	**39,182.9**	**53,982.1**	**898.7**
17	Paid-up equity share capital (face value of ₹ 2 each)		6,437.8	6,437.8	6,437.8	6,437.8	107.2
18	Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year		649,368.0				
19	Earnings per share (EPS)						
	A. Ordinary shares (of ₹ 2 each)						
	(a) Basic EPS before and after extraordinary items	₹	43.51	5.38	12.16	16.76	$0.3
	(b) Diluted EPS before and after extraordinary items	₹	43.50	5.38	12.16	16.75	$0.3
	B. 'A' Ordinary shares (of ₹ 2 each)						
	(a) Basic EPS before and after extraordinary items	₹	43.61	5.48	12.26	16.86	$0.3
	(b) Diluted EPS before and after extraordinary items	₹	43.60	5.48	12.26	16.85	$0.3
				(Not annualised)	(Not annualised)	(Not annualised)	(Not annualised)

PART II

SELECT INFORMATION FOR THE QUARTER ENDED JUNE 30, 2014

	Particulars	Year ended March 31, 2014	Quarter ended June 30, 2013	Quarter ended March 31, 2014	Quarter ended June 30, 2014
A	**PARTICULARS OF SHAREHOLDING**				
1	Public shareholding				
	A. Ordinary shares				
	- Number of shares	1,215,482,372	1,269,928,532	1,215,482,372	1,215,482,372
	- Percentage of shareholding (refer note 8)	44.42%	46.42%	44.42%	44.42%
	B. 'A' Ordinary shares				
	- Number of shares	478,488,358	478,481,033	478,488,358	478,738,358
	- Percentage of shareholding	99.28%	99.28%	99.28%	99.33%
2	Promoters and promoter group shareholding				
	A. Ordinary shares				
	(a) Pledged / Encumbered				
	- Number of shares	58,400,000	56,000,000	58,400,000	76,400,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	6.22%	5.96%	6.22%	8.13%
	- Percentage of shares (as a % of the total share capital of the Company)	2.13%	2.05%	2.13%	2.79%
	(b) Non-encumbered				
	- Number of shares	881,156,205	884,056,205	881,156,205	863,156,205
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	93.78%	94.04%	93.78%	91.87%
	- Percentage of shares (as a % of the total share capital of the Company)	32.20%	32.29%	32.20%	31.54%
	B. 'A' Ordinary shares				
	(a) Pledged / Encumbered				
	- Number of shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the Company)	-	-	-	-
	(b) Non-encumbered				
	- Number of shares	3,478,587	3,478,587	3,478,587	3,228,587
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the Company)	0.72%	0.72%	0.72%	0.67%

	Particulars	Quarter ended June 30, 2014
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the quarter	2
	Received during the quarter	10
	Disposed off during the quarter	6
	Remaining unresolved at the end of the quarter	6

Notes:-

1) The above results have been reviewed by the Audit Committee of the Board and were approved by the Board of Directors at its meeting held on August 11, 2014.

2) Figures for the previous periods / year have been regrouped / reclassified, wherever necessary.

3) In October 2008, the Company moved the Nano project from Singur in West Bengal to Sanand in Gujarat. In June 2011, the newly elected Government of West Bengal (State Government) enacted a legislation to cancel the land lease agreement. The Company challenged the legal validity of the legislation. In June 2012, the High Court of Calcutta ruled against the validity of the legislation and restored Company's rights under the land lease agreement. The State Government filed an appeal in the Supreme Court of India, which is pending disposal. Based on management's assessment no provision is considered necessary to the carrying cost of buildings at Singur.

4) The tax expense is not comparable with the profit before tax, since it is consolidated on a line-by-line addition for each subsidiary company and no tax effect is recorded in respect of consolidation adjustments. This accounting treatment is as per Accounting Standard (AS)-21.

5) During the quarter ended June 30, 2014, an amount of ₹ 9,155.0 million (net of tax) [₹ 7,803.5 million (net of tax) for the quarter ended June 30, 2013] has been debited, to “Reserves and Surplus”, representing changes in actuarial valuation of pension plans of a subsidiary company in the UK, in accordance with IFRS principles and as permitted by AS 21 in the consolidated financial statements.

6) In terms of the proviso to clause 3 (i) of Part A of Schedule II to the Companies Act, 2013 (the Act), the Company and its domestic group companies have decided to retain the useful life hitherto adopted for various categories of fixed assets, which are in certain cases, different from those prescribed in Schedule II to the Act. Based on the policy followed by the Company of continuous and periodic assessment, the estimated useful life and residual value adopted so far is appropriate.

7) Automotive operations of the Company and its consolidated subsidiaries represent the reportable segment, rest are classified as 'Others'. Automotive segment consists of all types of commercial and passenger vehicles including financing of the vehicles sold by the Company. Others primarily include engineering solutions and software operations.

	Particulars	Year ended March 31, 2014 Audited	Quarter ended June 30, 2013 Unaudited	Quarter ended March 31, 2014 Unaudited	Quarter ended June 30, 2014 Unaudited	Quarter ended June 30, 2014 * Unaudited
A.	**Segment revenues :**	(₹ in million)				(US$ in million)
	Total income from operations (net)					
I.	Automotive and related activity					
	- Tata and other brands vehicles and financing thereof	412,994.4	111,639.0	96,661.6	98,983.8	1,647.8
	- Jaguar and Land Rover	1,903,785.0	353,649.7	553,260.1	544,259.7	9,060.4
	Less: Intra segment eliminations	(761.4)	(148.8)	(358.4)	(200.2)	(3.3)
	-Total	**2,316,018.0**	**465,139.9**	**649,563.3**	**643,043.3**	**10,704.9**
II.	Others	25,189.9	5,744.3	6,979.9	6,235.2	103.8
	Total segment revenue	**2,341,207.9**	**470,884.2**	**656,543.2**	**649,278.5**	**10,808.7**
	Less: Inter segment revenue	(12,871.3)	(2,919.5)	(3,371.8)	(2,450.2)	(40.8)
	Net income from operations	**2,328,336.6**	**467,964.7**	**653,171.4**	**646,828.3**	**10,767.9**
B.	**Segment results before other income, finance costs, exceptional items and tax :**					
I.	Automotive and related activity					
	- Tata and other brands vehicles and financing thereof	(9,669.3)	2,017.3	(6,116.5)	(5,988.7)	(99.7)
	- Jaguar and Land Rover	245,612.0	36,444.8	74,053.3	87,149.2	1,450.7
	Less: Intra segment eliminations	-	-	-	-	-
	-Total	**235,942.7**	**38,462.1**	**67,936.8**	**81,160.5**	**1,351.0**
II.	Others	2,826.6	523.9	1,081.1	800.9	13.3
	Total segment results	**238,769.3**	**38,986.0**	**69,017.9**	**81,961.4**	**1,364.3**
	Less: Inter segment eliminations	(1,173.9)	(205.3)	(274.9)	(333.3)	(5.5)
	Net segment results	**237,595.4**	**38,780.7**	**68,743.0**	**81,628.1**	**1,358.8**
	Add / (Less) : Other income	8,285.9	1,830.3	2,548.4	2,132.0	35.5
	Add / (Less) : Finance costs	(47,337.8)	(9,488.8)	(16,675.5)	(9,415.8)	(156.7)
	Add / (Less) : Exceptional items	(9,853.8)	(1,786.4)	(4,085.6)	940.2	15.7
	Total profit before tax	**188,689.7**	**29,335.8**	**50,530.3**	**75,284.5**	**1,253.3**

	Particulars	As at March 31, 2014 Audited	As at June 30, 2013 Unaudited	As at June 30, 2014 Unaudited	As at June 30, 2014 Unaudited
C.	**Capital employed (segment assets less segment liabilities) :**	(₹ in million)		(₹ in million)	(US$ in million)
I.	Automotive and related activity				
	- Tata and other brands vehicles and financing thereof	416,940.4	448,169.4	432,282.6	7,196.3
	- Jaguar and Land Rover	545,229.0	422,063.4	598,299.4	9,960.0
	Less: Intra segment eliminations	-	-	-	-
	-Total	**962,169.4**	**870,232.8**	**1,030,582.0**	**17,156.3**
II.	Others	13,120.5	12,062.6	12,642.7	210.5
	Total capital employed	**975,289.9**	**882,295.4**	**1,043,224.7**	**17,366.8**
	Less: Inter segment eliminations	(6,425.6)	(5,443.8)	(6,924.7)	(115.3)
	Net segment capital employed	**968,864.3**	**876,851.6**	**1,036,300.0**	**17,251.5**
	Add / (Less) : Unallocable assets / (liabilities) (net)	(312,829.8)	(445,707.6)	(314,489.5)	(5,235.4)
	Capital employed	**656,034.5**	**431,144.0**	**721,810.5**	**12,016.1**

8) Public shareholding of Ordinary shares as on June 30, 2014 excludes 21.25% (19.24% as on June 30, 2013 and 21.25% as on March 31, 2014) of Citibank N.A. as Custodian for Depository shares.

9) Figures for the quarter ended March 31, 2014, represent the difference between the audited figures in respect of the full financial year and the unaudited figures of nine months ended December 31, 2013.

10) The Statutory Auditors have carried out limited review of the above results stated in Part I and notes thereto for the quarter ended June 30, 2014.

* The rate of exchange used for converting rupees into US Dollars is US $ 1 = ₹ 60.07 being average of the T.T. (telegraphic transfer) buying and selling rates as on March 31, 2014 as quoted by State Bank of India

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