

TATA MOTORS LTD/FI  
Form 20-F  
July 28, 2017  
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As filed with the Securities and Exchange Commission on July 28, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 20-F**

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal year ended March 31, 2017**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from                      to**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of event requiring this shell company report**

**Commission file number: 001-32294**

# TATA MOTORS LIMITED

(Exact name of Registrant as specified in its charter)

**Bombay House**  
**24, Homi Mody Street**  
**Mumbai 400 001, India**  
(Address of principal executive offices)

**Republic of India**  
(Jurisdiction of incorporation or organization)

**H.K. Sethna**  
**Tel.: +91 22 6665 7219**  
**Facsimile: +91 22 6665 7260**  
**Email:hks@tatamotors.com**  
**Address:**  
**Bombay House**  
**24, Homi Mody Street**  
**Mumbai 400 001, India**  
(Name, Telephone, Facsimile number, Email and Address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class                               | Name of Each Exchange On Which Registered |
|---|---|
| <b>Ordinary Shares, par value Rs.2 per share*</b> | <b>New York Stock Exchange</b>            |

Securities registered or to be registered pursuant to Section 12(g) of the Act:

**None**  
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

**A Ordinary Shares, par value Rs.2 per share**  
(Title of Class)

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report. 2,887,348,428 Ordinary Shares and 508,502,291 A Ordinary Shares, including 530,496,280 Ordinary Shares represented by 106,095,104 American Depositary Shares, or ADSs, outstanding as at March 31, 2017. Each ADS represents five (5) Ordinary Shares as at March 31, 2017.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). N/A

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards<sup>1</sup> provided pursuant to Section 13(a) of the Exchange Act. N/A

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

U.S. GAAP International Financial Reporting Standards as Other  
issued by the International Accounting Standards  
Board

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

\* Not for trading, but only in connection with listed American Depositary Shares, each representing five Ordinary Shares.

<sup>1</sup> The term new or revised financial accounting standard refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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*In this annual report on Form 20-F:*

*References to we , our and us are to Tata Motors Limited and its consolidated subsidiaries, except as the context otherwise requires;*

*References to dollar , U.S. dollar and US\$ are to the lawful currency of the United States of America; references to Indian rupees and Rs. are to the lawful currency of India; references to JPY are to the lawful currency of Japan; references to GBP are to the lawful currency of the United Kingdom; references to Euro are to the currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended; references to Russian Ruble are to the lawful currency of Russia; references to RMB and Chinese Renminbi are to the lawful currency of China and references to KRW and Korean won are to the lawful currency of the Republic of Korea;*

*References to Indian GAAP are to accounting principles generally accepted in India; references to IFRS are to International Financial Reporting Standards and its interpretations as issued by International Accounting Standards Board; and references to IndAS are to Indian Accounting Standards;*

*References to an ADS are to an American Depositary Share, each of which represents five of our Ordinary Shares of Rs.2 each, and references to an ADR are to an American Depositary Receipt evidencing one or more ADSs;*

*References to Shares are to the Ordinary Shares and the A Ordinary Shares of Tata Motors Limited unless stated otherwise;*

*Passenger Cars are vehicles that have a seating capacity of up to five persons, including the driver, that are further classified into the following market categories:*

- i. Micro length of up to 3,200 mm;*
- ii. Mini length of between 3,200 mm and 3,600 mm;*
- iii. Compact length of between 3,600 mm and 4,000 mm;*
- iv. Super Compact length of between 4,000 mm and 4,250 mm;*
- v. Mid-size length of between 4,250 mm and 4,500 mm;*
- vi. Executive length of between 4,500 mm and 4,700 mm;*
- vii. Premium length of between 4,700 mm and 5,000 mm; and*

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viii. *Luxury* length of above 5,000 mm;

*Utility Vehicles, or UVs, are vehicles that have a seating capacity of five to ten persons, including the driver, which includes sports utility vehicles, or SUVs, multi-purpose vehicles and vans;*

*Passenger Vehicles refers to Passenger Cars or Utility Vehicles;*

*Light Commercial Vehicles, or LCVs, refer to vehicles that have gross vehicle weight, or GVW, of up to 7.5 metric tons and Small Commercial Vehicles, or SCVs, are a subcategory of LCVs that have a GVW of up to 2 metric tons;*

*Medium and Heavy Commercial Vehicles, or M&HCVs, are vehicles that have a GVW of over 7.5 metric tons and Intermediate Commercial Vehicles, or ICVs, are a subcategory of M&HCVs with a GVW between 7.5 metric tons and 16 metric tons;*

*For our Jaguar Land Rover business, references to premium cars and luxury performance sports utility vehicles refer to a defined list of premium competitor cars and sports utility vehicles;*

*Unless otherwise stated, comparative and empirical Indian industry data in this annual report on Form 20-F have been derived from published reports of the Society of Indian Automobile Manufacturers, or SIAM;*

*References to a particular Fiscal year, such as Fiscal 2017, are to our Fiscal year ended on March 31 of that year;*

*Millimeters or mm are equal to 1/1000 of a meter. A meter is equal to approximately 39.37 inches and a millimeter is equal to approximately 0.039 inch;*

*Kilograms or kg are each equal to approximately 2.2 pounds, and metric tons or tons are equal to 1,000 kilograms or approximately 2,200 pounds;*

*Liters are equivalent to 61.02 cubic inches of volume, or approximately 1.057 U.S. quarts of liquid measure;*

*Revenue refers to Total Revenue net of excise duty unless stated otherwise;*

*Companies Act refers to the Indian Companies Act, 2013, unless stated otherwise; and*

*Figures in tables may not add up to totals due to rounding.*

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### **Cautionary Note Regarding Forward-looking Statements**

This annual report on Form 20-F contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Forward-looking statements are generally identifiable by use of forward-looking terminology such as may, will, should, potential, intend, expect, seek, anticipate, estimate, believe, could, plan, project, predict, continue, or other similar words or expressions. Forward-looking statements are not guarantees of performance and are based on certain assumptions, discuss future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. Our ability to predict results or the actual effect of plans or strategies is inherently uncertain, particularly given the economic environment. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in the forward-looking statements and you should not unduly rely on these statements. These forward-looking statements involve risks, uncertainties and other factors that may cause our actual results in future periods to differ materially from those forward-looking statements.

Information regarding important factors that could cause actual results to differ materially from those in our forward-looking statements appear in a number of places in this annual report on Form 20-F and the documents incorporated by reference into this annual report on Form 20-F, and include, but are not limited to:

changes in general economic, business, political, social, fiscal or other conditions in India, the United States, the United Kingdom and the rest of Europe, Russia, China or in any of the other countries where we operate;

fluctuations in the currency exchange rate against the functional currency of the respective consolidated entities;

accidents and natural disasters;

terms on which we finance our working capital and capital and product development expenditures and investment requirements;

implementation of new projects, including mergers and acquisitions, planned by management;

contractual arrangements with suppliers;

government policies including those specifically regarding the automotive industry, including industrial licensing, environmental regulations, safety regulations, import restrictions and duties, excise duties, sales taxes, value added taxes, product range restrictions, diesel and gasoline prices and road network enhancement projects;

significant movements in the prices of key inputs such as steel, aluminum, rubber and plastics; and

other factors beyond our control.

All forward-looking statements included herein are based upon information available to us on the date hereof and we are under no duty to update any of the forward-looking statements after the date hereof to conform these statements to actual results.

### **Non-IFRS Measures**

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We use the following non-IFRS performance indicators to monitor financial performance.

### *Earnings before other income, interest and tax*

Earnings before other income, interest and tax is measured as net income add income tax expense, interest expense (net) and foreign exchange loss and less other income and interest income. It is monitored by management for the purposes of performance of income earned by our operations. Earnings before other income, interest and tax is presented because management believes this gives earnings earned by the business of the Company. Reconciliation of our consolidated earnings before other income, interest and tax to our consolidated net income is provided in Item 5.A Operating Results Overview .

### *Free Cash Flow*

Free cash flow is measured as cash flow from operating activities, less payments for property, plant and equipment and intangible assets. It is monitored by management for the purposes of quantifying ongoing needs for investments in plant and machinery, products and technologies. Free cash flow is presented because management believes this provides investors with a relevant measure of cash available to address our debts, pay dividends and fund capital expenditures and other strategic initiatives. Reconciliation of our free cash flow to cash flow from operating activities is provided in Item 5.A Operating Results Overview .

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*Ratio of Net Debt to Shareholders' Equity*

Ratio of net debt to shareholders' equity is measured as (Total debt less cash and cash equivalent and mutual funds) divided by equity (including minority interest). It is monitored by management because it helps assess our debt commitments. Ratio of net debt to shareholders' equity is presented because management believes it is a relevant financial measure for investors to understand the leverage employed in our operations and of our ability to obtain financing. Reconciliation of our ratio of net debt to shareholders' equity is provided in Item 5.A – Operating Results Overview .

The non-IFRS measures used herein should not be considered in isolation and are not measures of our financial performance or liquidity under IFRS. They may not be indicative of our results of operations, and should not be construed as alternatives for any IFRS measures. Additionally, the non-IFRS measures may not be comparable to other similarly titled measures used by other companies.



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**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers**

**A. Directors and Senior Management**

Not applicable.

**B. Advisers**

Not applicable.

**C. Auditors**

Not applicable.

**Item 2. Offer Statistics and Expected Timetable**

**A. Offer Statistics**

Not applicable.

**B. Method and Expected Timetable**

Not applicable.

**Item 3. Key Information**

**A. Selected Financial Data**

The following tables set forth selected financial data including selected historical financial information as at and for each of the Fiscal years ended March 31, 2017, 2016, 2015, 2014 and 2013 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, or IFRS.

The selected IFRS consolidated financial data as at March 31, 2017 and 2016 and for each of Fiscal 2017, 2016 and 2015 are derived from our audited IFRS consolidated financial statements included in this annual report on Form 20-F. The selected IFRS consolidated financial data as at March 31, 2015, 2014 and 2013 and for Fiscal 2014 and 2013 are derived from our audited IFRS consolidated financial statements not included in this annual report on Form 20-F. We adopted several new and amended standards issued by the IASB with effect from April 1, 2013. As described in Note 2(v) of our annual report on Form 20-F for Fiscal 2014, the financial data for Fiscal 2013 has been retrospectively adjusted. These retrospective adjustments resulted in decreases in net income by Rs.26.5 million for Fiscal 2013. The decrease in net income resulted in a corresponding decrease in other comprehensive income.

You should read our selected financial data in conjunction with Item 5 Operating and Financial Review and Prospects.

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|   | 2017   |                    | Year ended March 31,                                  |                    | 2014               | 2013               |
|---|--|--------------------|---|--------------------|--------------------|--------------------|
|   | (In US\$ millions, except share and per share amounts) | 2017               | 2016  | 2015               |                    |                    |
|   |  |                    | (in Rs. millions, except share and per share amounts) |                    |                    |                    |
| Revenues  | 40,588.6   | 2,632,176.8        | 2,682,793.8   | 2,626,297.8        | 2,325,150.8        | 1,865,737.5        |
| Finance revenues  | 375.0  | 24,318.3           | 22,318.8  | 22,630.8           | 29,875.9           | 30,013.3           |
| <b>Total revenues</b>   | <b>40,963.6</b>  | <b>2,656,495.1</b> | <b>2,705,112.6</b>                                    | <b>2,648,928.6</b> | <b>2,355,026.7</b> | <b>1,895,750.8</b> |
| Change in inventories of finished goods and work-in-progress              | (1,137.3)  | (73,751.2)         | (27,540.1)  | (29,610.9)         | (28,317.3)         | (30,086.8)         |
| Purchase of products for sale   | 2,147.2  | 139,245.3          | 128,494.6   | 130,803.8          | 109,691.6          | 92,889.5           |
| Raw materials, components and consumables                                 | 24,576.8   | 1,593,803.1        | 1,536,255.1   | 1,515,835.7        | 1,366,066.9        | 1,146,210.6        |
| Employee cost   | 4,372.9  | 283,588.0          | 288,117.4   | 250,401.2          | 213,903.0          | 167,169.5          |
| Depreciation and amortization   | 2,812.7  | 182,405.4          | 168,074.9   | 134,495.8          | 110,462.6          | 75,767.9           |
| Other expenses  | 9,382.6  | 608,461.6          | 585,321.4   | 545,909.5          | 498,777.7          | 384,423.3          |
| Provision /(Reversal) for loss of inventory (net of insurance recoveries) | (205.1)  | (13,301.0)         | 16,383.9  |                    |                    |                    |
| Expenditure capitalized   | (2,602.4)  | (168,768.8)        | (166,783.2)   | (153,217.5)        | (135,246.8)        | (101,934.5)        |
| Other (income) / loss (net)   | (434.4)  | (28,171.5)         | (3,135.6)   | (11,508.4)         | (7,732.6)          | (12,099.1)         |
| Foreign exchange (gain)/loss (net)  | 204.9  | 13,284.8           | 20,588.0  | 20,371.3           | (8,332.8)          | 10,619.4           |
| Interest income   | (87.0)   | (5,640.7)          | (7,186.6)   | (6,763.9)          | (6,656.7)          | (6,928.0)          |
| Interest expense (net)  | 653.3  | 42,365.7           | 47,912.6  | 52,231.6           | 53,094.7           | 40,792.0           |
| Impairment in an equity accounted investee                                |  |                    |   |                    | 8,033.7            |                    |
| Share of (profit)/loss of equity accounted investees                      | (230.2)  | (14,930.0)         | (5,774.7)   | 1,748.3            | 1,877.6            | 131.5              |
| <b>Net income before tax</b>  | <b>1,509.6</b>   | <b>97,904.4</b>    | <b>124,384.9</b>                                      | <b>198,232.1</b>   | <b>179,405.1</b>   | <b>128,795.5</b>   |
| Income tax expense  | (550.0)  | (35,670.0)         | (27,512.7)  | (69,149.7)         | (48,226.5)         | (39,238.8)         |
| <b>Net income after tax</b>   | <b>959.6</b>   | <b>62,234.4</b>    | <b>96,872.2</b>                                       | <b>129,082.4</b>   | <b>131,178.6</b>   | <b>89,556.7</b>    |

|  | 2017   |               | Year ended March 31,                                  |               | 2014          | 2013          |
|--|--|---------------|---|---------------|---------------|---------------|
|  | (In US\$ millions, except share and per share amounts) | 2017          | 2016  | 2015          |               |               |
|  |  |               | (in Rs. millions, except share and per share amounts) |               |               |               |
| Net income/(loss) attributable to equity holders           | 943.8  | 61,210.5      | 95,883.4  | 128,291.2     | 130,717.1     | 88,670.5      |
| Net income/(loss) attributable to non-controlling interest | 15.8   | 1,023.9       | 988.8   | 791.2         | 461.5         | 886.2         |
| Dividends per share Ordinary Shares US\$                   |  | Rs.0.2        | Rs.   | Rs. 2.0       | Rs. 2.0       | Rs. 4.0       |
| Dividends per share A Ordinary Shares US\$                 |  | Rs.0.3        | Rs.   | Rs. 2.1       | Rs. 2.1       | Rs. 4.1       |
| Weighted average Ordinary shares outstanding:              |  |               |   |               |               |               |
| Basic  |  | 2,887,218,310 | 2,873,188,838   | 2,765,339,619 | 2,760,961,457 | 2,734,354,019 |
| Diluted  |  | 2,887,818,076 | 2,873,809,883   | 2,765,824,089 | 2,761,450,718 | 2,734,846,741 |
| Weighted average A Ordinary shares outstanding:            |  |               |   |               |               |               |

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|  |      |     |             |             |             |             |             |
|--|------|-----|-------------|-------------|-------------|-------------|-------------|
| Basic                                    |      |     | 508,483,714 | 506,063,234 | 487,445,041 | 487,440,271 | 487,436,720 |
| Diluted                                  |      |     | 508,736,110 | 506,320,979 | 487,684,611 | 487,684,558 | 487,684,518 |
| Earnings per share:                      |      |     |             |             |             |             |             |
| Basic                                    | US\$ | 0.3 | Rs. 18.0    | Rs. 28.4    | Rs. 39.4    | Rs. 40.2    | Rs. 27.5    |
| Diluted                                  | US\$ | 0.3 | Rs. 18.0    | Rs. 28.4    | Rs. 39.4    | Rs. 40.2    | Rs. 27.5    |
| Earnings per share of A Ordinary Shares: |      |     |             |             |             |             |             |
| Basic                                    | US\$ | 0.3 | Rs. 18.1    | Rs. 28.5    | Rs. 39.5    | Rs. 40.3    | Rs. 27.6    |
| Diluted                                  | US\$ | 0.3 | Rs. 18.1    | Rs. 28.5    | Rs. 39.5    | Rs. 40.3    | Rs. 27.6    |

As described in Note 2(u) of our audited IFRS consolidated financial statements included in this annual report on Form 20-F, during Fiscal 2017, we changed our presentation of foreign exchange gain/(loss) in the consolidated income statement, The change in presentation has been retrospectively applied to prior year comparatives. There has been no impact on net income for the years ended March 31, 2016, 2015, 2014 and 2013.

In Fiscal 2016, we conducted a renounceable rights offer of 150,644,759 new Ordinary Shares, including Ordinary Shares represented by ADSs, and 26,530,290 new A Ordinary Shares of Rs.2 each to qualifying shareholders recorded in the shareholders register at the close of business on April 8, 2015, at a subscription price of Rs.450 each for new Ordinary Shares and Rs.271 each for new A Ordinary Shares, in the ratio of six rights to subscribe to Shares for every 109 Shares held. The rights offer was fully subscribed and the shareholders received the new shares on May 13, 2015. As described in Note 39 to our audited consolidated financial statements for Fiscal 2016, the earliest period presented in the consolidated financial statement for each of Fiscal 2015, 2014 and 2013, basic and diluted earnings per share have been retrospectively adjusted for the bonus element of the rights offer attributable to the difference between the exercise price of the rights and the prevailing market price of the Shares.

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|  | 2017<br>(in US\$ millions,<br>except number of<br>shares) | 2017          | 2016                                       | As at March 31,<br>2015 | 2014          | 2013          |
|--|---|---------------|--|-------------------------|---------------|---------------|
|  |   |               | (in Rs. millions, except number of shares) |                         |               |               |
| <b>Balance Sheet Data</b>                  |   |               |  |                         |               |               |
| Total Assets                               | 41,120.4  | 2,666,646.0   | 2,619,981.3                                | 2,345,643.4             | 2,184,775.9   | 1,687,166.5   |
| Long term debt, net of current portion     | 9,339.2   | 605,644.5     | 504,511.3                                  | 544,862.5               | 454,138.6     | 330,718.1     |
| Total shareholders equity                  | 8,309.3   | 538,842.2     | 768,036.7                                  | 539,351.8               | 631,696.3     | 373,905.7     |
| <b>Number of Equity shares outstanding</b> |   |               |  |                         |               |               |
| -Ordinary Shares                           |   | 2,887,348,428 | 2,887,203,602                              | 2,736,713,122           | 2,736,713,122 | 2,708,156,151 |
| - A Ordinary Shares                        |   | 508,502,291   | 508,476,704                                | 481,966,945             | 481,966,945   | 481,959,620   |

**Exchange Rate Information**

For convenience, some of the financial amounts presented in this annual report on Form 20-F have been translated from Indian rupee amounts into U.S. dollar amounts at the rate of Rs.64.85 = US\$1.00, based on the fixing rate in the city of Mumbai as published by the Foreign Exchange Dealers Association of India on March 31, 2017.

The following table sets forth information with respect to the exchange rate between the Indian rupee and the U.S. dollar (Rs. per U.S. dollar) as published by Bloomberg L.P. for Fiscal 2017, 2016, 2015, 2014 and 2013.

| Year ended March 31, | Period     |         |       |       |
|----------------------|------------|---------|-------|-------|
|                      | Period End | Average | High  | Low   |
| 2017                 | 64.85      | 67.08   | 68.78 | 64.85 |
| 2016                 | 66.25      | 65.45   | 68.71 | 62.19 |
| 2015                 | 62.50      | 61.16   | 63.68 | 58.46 |
| 2014                 | 59.89      | 60.47   | 68.83 | 53.81 |
| 2013                 | 54.28      | 54.44   | 57.16 | 50.72 |

The following table sets forth information with respect to the exchange rate between the Indian rupee and the U.S. dollar (Rs. per U.S. dollar) for the previous six months as published by Bloomberg L.P.

| Month         | Period     |         |       |       |
|---------------|------------|---------|-------|-------|
|               | Period End | Average | High  | Low   |
| January 2017  | 67.87      | 68.11   | 68.33 | 67.87 |
| February 2017 | 66.69      | 67.04   | 67.48 | 66.69 |
| March 2017    | 64.85      | 65.85   | 66.83 | 64.85 |
| April 2017    | 64.25      | 64.50   | 65.02 | 64.11 |
| May 2017      | 64.51      | 64.44   | 64.89 | 64.06 |
| June 2017     | 64.58      | 64.45   | 64.62 | 64.21 |

As at July 2017 (through July 27, 2017), the value of the Indian rupee against the U.S. dollar was Rs.64.11 per US\$1.00, as published by Bloomberg L.P.

**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.



**Table of Contents****D. Risk Factors**

This section describes the risks that we currently believe may materially affect our business, financial condition and results of operations. The factors below should be considered in connection with any forward-looking statements in this annual report on Form 20-F and the cautionary statements on page ii. Although we will be making reasonable efforts to mitigate or minimize these risks, one or more of a combination of these risks could materially and adversely impact our business, revenues, sales, and net assets, financial condition, results of operations, liquidity, capital resources and prospects.

**Risks Associated with Our Business and the Automotive Industry*****Deterioration in global economic conditions could have a material adverse impact on our sales and results of operations.***

The Indian automotive industry could be affected materially by the general economic conditions in India and around the world. The automotive industry, in general, is cyclical, and economic slowdowns in the recent past have affected the manufacturing sector in India, including the automotive and related industries. Further deterioration in key economic metrics, such as the growth rate, interest rates and inflation, as well as reduced availability of financing for vehicles at competitive rates, environment policies, tax policies, increase in freight rates and fuel prices could materially and adversely affect our automotive sales in India and results of operations.

In addition, investors' reactions to economic developments or a loss of investor confidence in the financial systems of other countries may cause volatility in Indian financial markets and indirectly, in the Indian economy in general. Any worldwide financial instability, including increased protectionist measures and withdrawal from trade pacts by countries in which we operate, could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. In the event global economic recovery is slower than expected, or if there is any significant financial disruption, this could have a material adverse effect on our cost of funding, portfolio of financing loans, business, prospects, results of operations, financial condition and the trading price of our Shares and ADSs.

Our Jaguar Land Rover business has significant operations in the United Kingdom, North America, continental Europe and China as well as sales operations in other overseas markets across the globe. The automotive market in China experienced strong growth in Fiscal 2017 with positive growth also in Europe, the UK and the US. Conditions remained challenging in emerging markets such as Brazil, Russia and South Africa where automotive sales deteriorated during Fiscal 2017. Jaguar Land Rover's growth plans may not quite materialize as expected which could have a significant adverse impact on our financial performance. If automotive demand softens because of lower or negative economic growth in key markets (notably China) or due to other factors, Jaguar Land Rover's operations and financial condition could be materially and adversely affected as a result. The Brexit vote, the June 8, 2017 UK election results and the ongoing negotiations between the United Kingdom and the European Union to finalize terms of the United Kingdom's exit from the European Union has created significant uncertainty with respect to the United Kingdom's future relationship with the European Union, the economic and political future of the United Kingdom and the legal structure applicable to companies doing business in the United Kingdom. This uncertainty, along with any real or perceived impact of Brexit, could have a material adverse effect on our business, results of operations and financial condition. Deterioration in key economic factors, such as GDP growth rates, interest rates and inflation, as well as the reduced availability of financing for vehicles at competitive rates in countries where Jaguar Land Rover has sales operations may result in a decrease in demand for automobiles. A decrease in demand would, in turn, cause automobile prices and manufacturing capacity utilization rates to fall. Such circumstances have in the past materially affected, and could in the future, materially affect, our business, results of operations and financial condition.

***Intensifying competition could materially and adversely affect our sales, financial condition and results of operations.***

The global automotive industry is highly competitive and competition is likely to further intensify in light of continuing globalization and consolidation. 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 China, India, Russia, Brazil and parts of Asia. Factors affecting competition include product quality and features, innovation and the development time for introduction of new products, cost control, pricing, reliability, safety, fuel economy, environmental impact and perception thereof, customer service and financing terms. Some of our competitors based in the European Union may gain a competitive advantage that would enable them to benefit from their access to the European Union single market post-Brexit. There can be no assurance that we will be able to compete successfully in the global automotive industry in the future.

We also face strong competition in the Indian market from domestic, as well as foreign automobile manufacturers. Improving infrastructure and growth prospects, compared to those of other mature markets, has 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



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further intensify in the future. There can be no assurance that we will be able to implement our future strategies in a way that will mitigate the effects of increased competition on the Indian automotive industry.

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Designing, manufacturing and selling vehicles is capital intensive and requires substantial investments in manufacturing, machinery, research and development, product design, engineering, technology and marketing in order to meet both consumer preferences and regulatory requirements. If our competitors consolidate or enter into other strategic agreements such as alliances, they may be able to take better advantage of economies of scale. We believe that competitors may be able to benefit from the cost savings offered by consolidation or alliances, which could adversely affect our competitiveness with respect to those competitors. Competitors could use consolidation or alliances as a means of enhancing their competitiveness (including through the acquisition of technology), which could also materially adversely affect our business. Further, our growth strategy relies on the expansion of our operations in less mature markets abroad, where we may face significant competition and higher than expected costs to enter and establish ourselves.

*If we are unable to effectively implement or manage our growth strategy, our operating results and financial condition could be materially and adversely affected.*

As part of our growth strategy, we may open new manufacturing, research or engineering facilities, expand existing facilities, add additional product lines or expand our businesses into new geographical markets. There is a range of risks inherent in such a strategy that could adversely affect our ability to achieve these objectives, including, but not limited to, the following: the potential disruption of our business; the uncertainty that new product lines will generate anticipated sales; the uncertainty that we may not be able to meet or anticipate consumer demand; the uncertainty that a new business will achieve anticipated operating results; the diversion of resources and management's time; our cost reduction efforts, which may not be successful; the difficulty of managing the operations of a larger company; and the difficulty of competing for growth opportunities with companies having greater financial resources than we have.

More specifically, our international businesses face a range of risks and challenges, including, but not limited to, the following: language barriers, cultural differences, difficulties in staffing and managing overseas operations, inherent difficulties and delays in contract enforcement and the collection of receivables under the legal systems of foreign countries, the risk of non-tariff barriers, regulatory and legal requirements affecting our ability to enter new markets through joint ventures with local entities, difficulties in obtaining regulatory approvals, environmental permits and other similar types of governmental consents, difficulties in negotiating effective contracts, obtaining the necessary facility sites or marketing outlets or securing essential local financing, liquidity, trade financing or cash management facilities, export and import restrictions, multiple tax regimes (including regulations relating to transfer pricing and withholding and other taxes on remittances and other payments from subsidiaries), foreign investment restrictions, foreign exchange controls and restrictions on repatriation of funds, other restrictions on foreign trade or investment sanctions, and the burdens of complying with a wide variety of foreign laws and regulations. Furthermore, as part of our global activities, we may engage with third-party dealers and distributors, which we do not control but which, nevertheless, take actions that could have a material adverse impact on our reputation and business; we cannot assure you that we will not be held responsible for any activities undertaken by such dealers and distributors. If we are unable to manage risks related to our expansion and growth in other parts of the world and therefore fail to establish a strong presence in those higher growth markets, our business, results of operations and financial condition could be adversely affected or our investments could be lost.

Furthermore, we are subject to risks associated with growing our business through mergers and acquisitions. We believe that our acquisitions provide us opportunities to grow significantly in the global automobile markets by offering premium brands and products. Our acquisitions have provided us 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 our acquisitions present significant challenges, and we may be unable to integrate the relevant subsidiaries, divisions and facilities effectively within our expected schedule. An acquisition may not meet our expectations and the realization of the anticipated benefits may be blocked, delayed or reduced as a result of numerous factors, some of which are outside our control.

For example, we acquired the Jaguar Land Rover business from Ford in June 2008, and since then Jaguar Land Rover has become a significant part of our business, accounting for approximately 80% of our total revenues in Fiscal 2017. As a result of the acquisition, we are responsible for, among other things, the obligations and liabilities associated with the legacy business of Jaguar Land Rover. There can be no assurances that any legacy issues at Jaguar Land Rover or any other acquisition we have undertaken in the past or will undertake in the future would not have a material adverse effect on our business, financial condition and results of operations, as well as our reputation and prospects.

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We 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 are seamless integration, effective management of the merged and/or acquired entity, retention of key personnel, cash flow generation from synergies in engineering and sourcing, joint sales and marketing efforts, and management of a larger business. If any of these factors fails to materialize or if we are unable to manage any of the associated risks successfully, our business, financial condition and results of operations could be materially and adversely affected.

*Our future success depends on our ability to satisfy changing customer demands by offering innovative products in a timely manner and maintaining such products' competitiveness and quality.*

Our competitors may gain significant advantages if they are able to offer products satisfying customer needs earlier than we are able to, which could adversely impact our sales, results of operations and financial condition. Unanticipated delays or cost overruns in implementing new product launches, expansion plans or capacity enhancements could also materially and adversely impact our financial condition and results of operations.

Climate change concerns and the promotion of new technologies, such as autopilot, encourage customers to look beyond standard factors (such as price, design, performance, brand image or comfort and features) in favor of more fuel efficient, convenient and environmentally friendly vehicles. As a result of the public discourse on climate change and volatile fuel prices, we face more stringent government regulations, imposition of speed limits and higher taxes on sports utility vehicles or premium automobiles. We endeavor to take account these factors, and we are focused on researching, developing and producing new drive technologies, such as hybrid engines and electric cars. We are also investing in development programs to reduce fuel consumption through the use of lightweight materials, reducing parasitic losses through the driveline and improving aerodynamics. Coupled with consumer preferences, a failure to achieve our planned objectives or delays in developing fuel efficient products could materially affect our ability to sell premium passenger cars and large or medium-sized all-terrain vehicles at current or targeted volume levels, and could have a material adverse effect on our general business activity, net assets, financial position and results of operations. In addition, deterioration in the quality of our vehicles could force us to incur substantial costs and damage our reputation. There is a risk 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. It is possible that we could then be compelled to make new investments in researching and developing other technologies to maintain our existing market share or to win back the market share lost to competitors. Finally, our manufacturing operations and sales may be subject to potential physical impacts of climate change, including changes in weather patterns and an increased potential for extreme weather events, which could affect the manufacture and distribution of our products and the cost and availability of raw materials and components.

Private and commercial users of transportation increasingly use modes of transportation other than the automobile. The reasons for this include the rising costs of automotive transport, increasing traffic density in major cities and environmental awareness. Furthermore, the increased use of car-sharing concepts and other innovative mobility initiatives facilitates access to other methods of transport, thereby reducing dependency on the private automobile. Furthermore, non-traditional market participants may cut dependency on the private automobile altogether. A shift in consumer preferences away from private automobiles would have a material adverse effect on our general business activity and on our sales, prospects, financial condition and results of operations.

To stimulate demand, competitors in the automotive industry have offered customers and dealers price reductions on vehicles and services, which has led to increased price pressures and sharpened competition within the industry. As a provider of numerous high-volume models, our profitability and cash flows are significantly affected by the risk of rising competitive price pressures. Special sales incentives and increased price pressures in the new car business also influence price levels in the used car market, with a negative effect on vehicle resale values. This could have a negative impact on the profitability of the used car business in our dealer organization.

There can be no assurance that our new models will meet our sales expectations, in which case we may be unable to realize the intended economic benefits of our investments, which would in turn materially affect our business, results of operations and financial condition. In addition, there is a risk that our quality standards can be maintained only by incurring substantial costs for monitoring and quality assurance. For our customers, one of the determining factors in purchasing our vehicles is the high quality of the products. A decrease in the quality of our vehicles (or if the public were to have the impression that such a decrease in quality had occurred) could damage our image and reputation as a premium automobile manufacturer and in turn materially affect our business, results of operations and financial condition.

In addition, product development cycles can be lengthy, and there is no assurance that new designs will lead to revenues from vehicle sales, or that we will be able to accurately forecast demand for our vehicles, potentially leading to inefficient use of our production capacity. Additionally, our high proportion of fixed costs, due to our significant investment in property, plant and equipment, further exacerbates the risks associated with incorrectly assessing demand for our vehicles.



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### ***We are subject to risks associated with product liability, warranty and recall.***

We are subject to risks and costs associated with product liability, warranties and recalls in connection with performance, compliance or safety-related issues affecting our products which may, in turn, cause our customers to question the safety or reliability of our vehicles and thus result in a materially adverse effect on our business, impacting our reputation, results from operations and financial condition. Such events could also require us to expend considerable resources to remediate, and we may also be subject to class actions or other large-scale product liability or other lawsuits in various jurisdictions where we conduct business. In May 2016, an industry-wide passenger airbag safety recall was announced in the United States by the National Highway Traffic System Administration or NHTSA, in respect of airbags from Takata Corporation or Takata, a supplier of airbags. Certain front-passenger airbags supplied by Takata were installed in vehicles sold by Jaguar Land Rover. The Company considered the cost associated with the recall to be an adjusting post-balance sheet event and recognized an additional provision of GBP67.4 million for the estimated cost of repairs in our income statement for Fiscal 2016. We expect to utilize such provision over the next one to four years.

Furthermore, we may also be subject to class actions or other large-scale product liability or other lawsuits in various jurisdictions in which we have a significant presence. The use of shared components in vehicle production increases this risk because individual components are deployed in a number of different models across our brands. Any costs incurred or lost sales caused by product liability, warranties and recalls could materially adversely affect our business.

### ***Any disruption in the supply of automobile components could have a material adverse impact on our results of operations.***

Adverse economic conditions, a decline in automobile demand and lack of access to sufficient financing arrangements, among others, could have a negative financial impact on our suppliers, thereby impairing timely availability of components to us or causing increase in the costs of components. In addition, if one or more of the other global automotive manufacturers were to become insolvent, this would have an adverse effect on our supply chains and may have a material adverse effect on our results of operations.

We have also entered into supply agreements with Ford and certain other third parties for critical components and remain reliant upon Ford and the Ford-PSA joint venture for a portion of our engines. However, following the launch of the Engine Manufacturing Centre (EMC) in Wolverhampton, we now also manufacture our own in-house engines. We may not be able to manufacture certain types of engines or find a suitable replacement supplier in a timely manner in the event of any disruption in the supply of engines, or parts of engines, and other hardware or services provided to us by Ford or the Ford-PSA joint venture and such disruption could have a material adverse impact on our operations, business and/or financial condition.

A change in requirements under long-term supply arrangements committing Jaguar Land Rover to purchase minimum or fixed quantities of certain parts, or to pay a minimum amount to the seller, could have a material adverse impact on our financial condition or results of operations. We have entered into a number of long-term supply contracts that require Jaguar Land Rover to purchase a fixed quantity of parts to be used in the production of Jaguar Land Rover vehicles (e.g., take-or-pay contracts). If the need for any of these parts were to lessen, Jaguar Land Rover could still be required to purchase a specified quantity of the part or pay a minimum amount to the seller pursuant to the take-or-pay contract, which could have a substantial adverse effect on our financial condition or results of operations.

### ***Increases in input prices may have a material adverse effect on our results of operations.***

In Fiscal 2017 and 2016, the consumption of raw materials, components and aggregates and purchase of products for sale (including changes in inventory) constituted approximately 62.5% and 60.5%, respectively, of our 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 we continue to pursue cost reduction initiatives, an increase in price of input materials could severely impact our profitability to the extent such increase cannot be absorbed by the market through price increases and/or could have a negative impact on demand. In addition, an increased price and supply risk could arise from the need for rare and frequently sought-after raw materials for which demand is high, such as rare earths, which are predominantly found in China. Rare earth metal prices and supply remain uncertain. In the past, China has limited the export of rare earths from time to time. Due to intense price competition and our high level of fixed costs, we 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, especially in the commercial and premium vehicle categories where increased fuel prices have an impact on demand. If we are unable to find substitutes for supplies of raw materials or pass price increases on to customers, or to safeguard the supply of scarce raw materials, our vehicle production, business, financial condition and results of operations could be materially and adversely affected.



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We manage these risks through the use of fixed supply contracts with tenor up to 12 months and the use of financial derivatives pursuant to a defined hedging policy. We enter into a variety of foreign currency, interest rates and commodity forward contracts and options to manage our exposure to fluctuations in foreign exchange rates, interest rates and commodity price risk. These financial exposures are managed in accordance with our risk management policies and procedures. We use foreign currency forward and option contracts to hedge risks associated with foreign currency fluctuations relating to highly probable forecast transactions. We also enter into interest rate swaps and interest rate currency swap agreements, mainly to manage exposure on our fixed rate or variable rate debt. We further use interest rate derivatives or currency swaps to hedge exposure to exchange rate fluctuations on principal and interest payments for borrowings denominated in foreign currencies. Specific transactional risks include risks like liquidity and pricing risks, interest rate and exchange rate fluctuation risks, volatility risks, counterparty risks, settlement risks and gearing risks. However, the hedging transactions may not adequately protect us against these risks. In addition, if markets move adversely, we may incur financial losses on such hedging transactions, the financial condition and results of operations may be adversely impacted.

***A significant reliance on key markets by both TML and Jaguar Land Rover increases the risk of negative impact of reduced customer demand in those countries.***

TML and Jaguar Land Rover rely on the United Kingdom, Chinese, North American, continental European and Indian markets. Any decline in demand for our vehicles in these major markets may in the future significantly impair our business, financial position and results of operations. Further, decreased demand for our and Jaguar Land Rover's products may not be sufficiently mitigated by new product launches and expansion into growing markets, which could have a significant adverse impact on our financial performance.

***We are exposed to liquidity risks.***

Our main sources of liquidity are cash generated from operations, existing notes, external debt in the form of factoring discount facilities and other revolving credit facilities. However, adverse changes in the global economic and financial environment may result in lower consumer demand for vehicles, and prevailing conditions in credit markets may adversely affect both consumer demand and the cost and availability of finance for our business and operations. If the global economy goes back into recession and consumer demand for our vehicles drops, as a result of higher oil prices, excessive public debt or for any other reasons, and the supply of external financing becomes limited, we may again face significant liquidity risks. See Item 5. Operating and Financial Review and Prospects B. Liquidity and Capital Resources Loan Covenants.

We are also subject to various types of restrictions or impediments on the ability of our companies in certain countries to transfer cash across our companies through loans or interim dividends. These restrictions or impediments are caused by exchange controls, withholding taxes on dividends and distributions and other similar restrictions in the markets in which we operate. The cash in some of these jurisdictions is subject to certain restrictions on cash pooling, intercompany loan arrangements or interim dividends.

***Exchange rate and interest rate fluctuations could materially and adversely affect our financial condition and results of operations.***

Our operations are subject to risks arising from fluctuations in exchange rates with reference to countries in which we operate. We import capital equipment, raw materials and components from, manufacture vehicles in, and sell vehicles into, various countries, and therefore, our revenues and costs have significant exposure to the relative movements of the GBP, the U.S. dollar, the Euro, the Russian Ruble, the Chinese Renminbi, the Singapore dollar, the Japanese Yen, the Australian dollar, the South African rand, the Thai baht, the Korean won and the Indian rupee. The United Kingdom's exit from the European Union could also have a negative impact on the growth of the UK economy and cause greater volatility in the pound sterling. This could directly impact our sales volumes and financial results, as we derive the majority of our revenues from overseas markets and source significant levels of raw materials and components from Europe, which may result in a decrease in profits to the extent non-GBP costs are not fully mitigated by non-GBP sales. The GBP declined significantly relative to the Indian rupee and U.S. dollar in 2017. As published by Bloomberg L.P., the exchange rate as at June 23, 2016 expressed in Indian rupees per GBP1.00, was Rs.100.2 compared to Rs. 79.88 as at March 14, 2017 and the rate expressed in US\$ per GBP1.00, was US\$149 as at June 23, 2016 compared to US\$1.20 as at January 16, 2017.

Moreover, we have outstanding foreign currency-denominated debt and are sensitive to fluctuations in foreign currency exchange rates. We have experienced and could in the future experience foreign exchange losses on obligations denominated in foreign currencies in respect of our borrowings and foreign currency assets and liabilities due to currency fluctuations.

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We are exposed to changes in interest rates, as we have both interest-bearing assets (including cash balances) and interest-bearing liabilities, which bear interest at variable rates. Although we engage in managing our 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 could significantly increase our cost of borrowing, which could have a material adverse effect on our financial condition, results of operations and liquidity. Please see note 35(d)(i) (b) to our consolidated financial statements included elsewhere in this annual report on Form 20-F for further detail on our exposure to fluctuations in interest rates.

Appropriate hedging lines for the type of risk exposures we are subject to may not be available at a reasonable cost, particularly during volatile rate movements, or at all. Moreover, there are risks associated with the use of such hedging instruments. While hedging instruments may mitigate our exposure to fluctuations in currency exchange rates to a certain extent, we potentially forego benefits that might result from market fluctuations in currency exposures. These hedging transactions can also result in substantial losses. Such losses could occur under various circumstances, including, without limitation, any circumstances in which a counterparty does not perform its obligations under the applicable hedging arrangement (despite having International Swaps and Derivatives Association (ISDA) agreements in place with each of our hedging counterparties), there are currency fluctuations, the arrangement is imperfect or ineffective, or our internal hedging policies and procedures are not followed or do not work as planned. In addition, because our potential obligations under the financial hedging instruments are marked to market, we may experience quarterly and annual volatility in our operating results and cash flows.

***A decline in retail customers' purchasing power or consumer confidence or in corporate customers' financial condition and willingness to invest could materially and adversely affect our business.***

Demand for vehicles for personal use generally depends on consumers' net purchasing power, their confidence in future economic developments and changes in fashion and trends, while demand for vehicles for commercial use by corporate customers (including fleet customers) primarily depends on the customers' financial condition, their willingness to invest (motivated by expected future business prospects) and available financing. A decrease in potential customers' disposable income or their financial flexibility or an increase in the cost of financing will generally have a negative impact on demand for our products. A weak macroeconomic environment, combined with restrictive lending and a low level of consumer sentiment generally, may reduce consumers' net purchasing power and lead existing and potential customers to refrain from purchasing a new vehicle, to defer a purchase further or to purchase a smaller model with less equipment at a lower price. A deteriorating macroeconomic environment may disproportionately reduce demand for luxury vehicles. It also leads to reluctance by corporate customers to invest in vehicles for commercial use and/or to lease vehicles, resulting in a postponement of fleet renewal contracts.

***We are subject to risks associated with the automobile financing business.***

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

In India, default by our customers or inability to repay installments as due could materially and adversely affect our business, financial condition, results of operations and cash flows. In addition, any downgrade in our credit ratings may increase our borrowing costs and restrict our 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, we may need to reduce the amount of financing receivables we originate, which could severely disrupt our ability to support the sale of our vehicles.

Jaguar Land Rover is similarly subject to consumer financing risks. Any reduction in the supply of available automobile consumer financing or increase in the cost thereof would make it more difficult for some customers to purchase Jaguar Land Rover's vehicles, which could put Jaguar Land Rover under commercial pressure to offer new (or expand existing) retail or dealer incentives to maintain demand for their vehicles, thereby materially and adversely affecting Jaguar Land Rover sales and results of operations. Furthermore, Jaguar Land Rover offers residual value guarantees on the leases of certain vehicles in some markets. The value of these guarantees is dependent on used car valuations in those markets at the end of the lease, which is subject to change. Consequently, Jaguar Land Rover may be adversely affected by movements in used car valuations in these markets.

***Underperformance of our distribution channels could have a material adverse effect on our sales and results of operations.***

We rely on third parties to supply us with the raw materials, parts and components used in the manufacture of our products. For some of these parts and components, we are dependent on a single source. Our ability to procure supplies in a cost-effective and timely manner is subject to various factors, some of which are not within our control. While we manage our supply chain as part of our vendor management process, any



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significant problems with our supply chain in the future could disrupt our business and materially and adversely affect our results of operations, as well as our sales, net income and financial condition.

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Our products are sold and serviced through a network of authorized dealers and service centers across India and through a network of distributors and local dealers in international markets. We monitor the performance of our dealers and distributors and provide them with support to enable them to perform to our expectations. There can be no assurance, however, that our expectations will be met. Any underperformance by or a deterioration in the financial condition of our dealers or distributors could materially and adversely affect our sales and results of operations.

If dealers or importers encounter financial difficulties and our products and services cannot be sold or can be sold only in limited numbers, this would have a direct effect on the sales of such dealers and importers. Additionally, if we cannot replace the affected dealers or importers with other franchises, the financial difficulties experienced by such dealers or importers could have an indirect effect on our vehicle deliveries. Consequently, we could be compelled to provide additional support for dealers and importers and, under certain circumstances, may even take over their obligations to customers, which would adversely affect our financial position and results of operations in the short term.

***Deterioration in the performance of any of our subsidiaries, joint ventures and affiliates could materially and adversely affect our results of operations.***

We have made and may continue to make capital commitments to our subsidiaries, joint ventures and affiliates, and if the business or operations of any of these subsidiaries, joint ventures and affiliates deteriorates, the value of our investments may decline substantially. Operating a business as a joint venture often requires additional organizational formalities and a requirement of information sharing. We are also subject to risks associated with joint ventures and affiliates wherein we retain only partial or joint control. Our partners may be unable, or unwilling, to fulfill their obligations, or the strategies of our joint ventures or affiliates may not be implemented successfully, any of which may significantly reduce the value of our investments or relationship with the co-owner may be deteriorated, and, which could, in turn, have a material adverse effect on our reputation, business, financial position or results of operations.

***We may be adversely impacted by political instability, wars, terrorism, multinational conflicts, countries resorting to protectionism, natural disasters, fuel shortages/prices, epidemics and labor strikes.***

Our products are exported to a number of geographical markets and we plan to further expand our international operations in the future. For example, we have manufacturing facilities and design and engineering centers in India, the United Kingdom, China, South Korea, Thailand, South Africa, Brazil and Indonesia. Consequently, our operations in markets abroad may be subject to political instability, wars, terrorism, regional or multinational conflicts, natural disasters and extreme weather, fuel shortages, epidemics and labor strikes. Any disruption of the operations of our manufacturing, design, engineering, sales, corporate and other facilities could materially and adversely affect our business, financial condition and results of operations. If any of these events were to occur, there can be no assurance that we would be able to shift our manufacturing, design, engineering, sales, corporate and other operations to alternate sites in a timely manner or at all. In addition, conducting business internationally, especially in emerging markets, exposes us to additional risks, including adverse changes in economic and government policies, unpredictable shifts in regulation, inconsistent application of existing laws, applicability of retrospective taxes, sanctions programs, unclear regulatory and taxation systems and divergent commercial and employment practices and procedures. Any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability. Any significant or prolonged disruption or delay in our operations related to these risks could materially and adversely affect our business, 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 we operate, our business and our profitability. India has from time to time experienced social and civil unrest and hostilities and adverse social, economic or political events, including terrorist attacks and local civil disturbances, 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 our business, as well as the market for securities of Indian companies, including our Shares and ADSs. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have a material adverse effect on our business, results of operations and financial condition, and also the market price of our Shares and ADSs.

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We are vulnerable to supply chain disruptions resulting from natural disasters or man-made accidents. For example, on August 12, 2015, there was an explosion in the city port of Tianjin, one of three major ports in China through which we import our vehicles. Approximately 5,800 of our vehicles were stored at various locations in Tianjin at the time of the explosion, and, as a result, we recognized an exceptional charge of GBP245 million in the three months ended September 30, 2015. Subsequently, GBP274 million of net insurance proceeds and other recoveries have been received till March 31, 2017, including GBP35 million related to other costs associated with Tianjin including lost and discounted vehicle revenue. A significant delay or sustained interruption in the supply of key inputs sourced from areas affected by disasters or accidents could materially and adversely affect our ability to maintain our current and expected levels of production, and therefore negatively affect our revenues and increase our operating expenses.

We are a global organization, and are therefore vulnerable to shifts in global trade and economic policies and outlook. Policies that result in countries withdrawing from trade pacts, increasing protectionism and undermining free trade could substantially affect our ability to operate as a global business. Additionally, negative sentiments towards foreign companies among our overseas customers and employees could adversely affect our sales as well as our ability to hire and retain talented people. A negative shift in either policies or sentiment with respect to global trade and foreign businesses could have a material adverse effect on our business, results of operations and financial condition.

***Our business is seasonal in nature and a substantial decrease in our sales during certain quarters could have a material adverse impact on our financial performance.***

The sales volumes and prices for our vehicles are influenced by the cyclical and seasonality of demand for these products. The automotive industry has been cyclical in the past, and we expect this cyclical to continue.

In the Indian market, demand for our 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 as customers defer purchases to the new year.

Our Jaguar Land Rover business is impacted by the semi-annual registration of vehicles in the United Kingdom where the vehicle registration number changes every March and September, which leads to an increase in sales during these months, and, in turn, has an impact on the resale value of vehicles. Most other markets, such as the United States, are influenced by the introduction of new-model-year products, which typically occurs in the autumn of each year. Furthermore, in the United States, there is some seasonality in the purchasing pattern of vehicles in the northern states for Jaguar when there is a concentration of vehicle sales in the spring and summer months and for Land Rover, where the trend for purchasing 4x4 vehicles is concentrated in the autumn and winter months. Markets in China tend to experience higher demand for vehicles around the Lunar New Year holiday in either January or February, the Chinese National Day holiday and the Golden Week holiday in October. In addition, demand in Western European automotive markets tends to be softer during the summer and winter holidays. Jaguar Land Rover's cash flows are impacted by the temporary shutdown of four of their manufacturing plants in the United Kingdom (including the Engine Manufacturing Centre at Wolverhampton) during the summer and winter holidays. The resulting profile of operating results differs between each reporting period.

***Restrictive covenants in our financing agreements could limit our operations and financial flexibility and materially and adversely impact our financial condition, results of operations and prospects.***

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

In the event we breach 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 our financing agreements could have a material adverse effect on our financial condition and results of operations.

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***We rely on licensing arrangements with Tata Sons Limited to use the Tata brand. Any improper use of the associated trademarks by our licensor or any other third parties could materially and adversely affect our business, financial condition and results of operations.***

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

***Inability to protect or preserve our intellectual property could materially and adversely affect our business, financial condition and results of operations.***

We own or otherwise have rights in respect of a number of patents relating to the products we manufacture. In connection with the design and engineering of new vehicles and the enhancement of existing models, we seek to regularly develop new intellectual property. We also use 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 our business and may continue to be of value in the future. Although we do not regard any of our 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 our intellectual property rights, would have a materially adverse effect on our business, financial condition and results of operations. We may also be affected by restrictions on the use of intellectual property rights held by third parties and we may be held legally liable for the infringement of the intellectual property rights of others in our products.

***Impairment of intangible assets may have a material adverse effect on our results of operations.***

Designing, manufacturing and selling vehicles is capital intensive and requires substantial investments in intangible assets such as research and development, product design and engineering technology. We review the value of our intangible assets to assess on an annual basis whether the carrying amount matches the recoverable amount for the asset concerned based on underlying cash-generating units. We may have to take an impairment loss as at a current balance sheet date or future balance sheet date, if the carrying amount exceeds the recoverable amount, which could have a material adverse effect on our financial condition and the results of operations.

***We may be adversely affected by labor unrest.***

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

In general, we consider our labor relations with all of our employees to be good. However, in the future we may be subject to labor unrest, which may delay or disrupt our 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 our facilities or at the facilities of our major vendors occur or continue for a long period of time, our business, financial condition and results of operations may be materially and adversely affected. During Fiscal 2017, we faced two standalone incidents of labor unrest in India, one at our Dharwad plant in Karnataka and the other at our Sanand plant in Gujarat. Although these particular issues were amicably resolved, there is no assurance that additional labor issues could not occur, or that any future labor issues will be amicably resolved.

***Our business and prospects could suffer if we lose one or more key personnel or if we are unable to attract and retain our employees.***

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

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

We provide post-retirement and pension benefits to our employees, including defined benefit plans. Our 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 our pension liabilities or assets and consequently increase funding requirements, which could

materially decrease our net income and cash flows.

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For Jaguar Land Rover, the arrangements with the trustees of the defined benefit pension schemes, an actuarial valuation of the assets and liabilities of the schemes is undertaken every three years. The most recent valuation, as at April 2015 and completed in 2016, indicated a shortfall in the assets of the schemes as at that date, versus the actuarially determined liabilities as at that date, of GBP789 million (compared to GBP702 million as at April 2012).

As part of the valuation process, we agreed to a schedule of contributions with the trustee of the schemes, which, together with the expected investment performance of the assets of the schemes, is expected to eliminate the deficit by 2025. As part of this schedule of contributions, we paid GBP69 million into the pension schemes in March 2016 as advance payments towards deficit contributions due during Fiscal 2017. As at March 31, 2017, our UK defined benefit pension deficit had increased to GBP1,461 million as compared to GBP567 million as at March 31, 2016. This increase has primarily been driven by a decline in AA- rated UK corporate bond yields in light of the events surrounding Brexit and even though the accounted deficit position does not affect cash contributions, movements in the associated balance sheet liability could have adverse impacts notably on our results of operations and financial condition.

### ***We are exposed to operational risks, including risks in connection with our use of information technology.***

Operational risk is the risk of loss resulting from inadequate or failed internal systems and processes, from either 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 unauthorized access to or misuse of data on our information technology systems, human errors or technological or process failures of any kind or any failure in our protection measures could severely disrupt our operations, including our manufacturing, design and engineering processes, and could have a material adverse effect on our reputation, financial condition and results of operations.

### ***We may be materially and adversely affected by the divulgence of confidential information.***

Although we have implemented policies and procedures to protect confidential information, such as key contractual provisions, future projects, and customer records, such information may be divulged, including as a result of hacking or other threats from cyberspace. If this occurs, we could be subject to claims by affected parties, negative publicity and loss of proprietary information, all of which could have an adverse and material impact on our reputation, business, financial condition, results of operations and cash flows.

### ***Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject, and this may have a material adverse effect on our business, financial condition and results of operations.***

While we believe that the insurance coverage that we maintain is reasonably adequate to cover all normal risks associated with the operation of our business, there can be no assurance that our insurance coverage will be sufficient, that any claim under our insurance policies will be honored fully or in a timely manner, or that our insurance premiums will not increase substantially. There can be no assurance that any claim under our insurance policies will be honored fully or timely, our insurance coverage will be sufficient in any respect or our insurance premiums will not change substantially. Accordingly, to the extent that we suffer loss or damage that is not covered by insurance or that exceeds our insurance coverage, or are required to pay higher insurance premiums, our business, financial condition and results of operations could be materially and adversely affected.

### ***Our business could be negatively affected by the actions of activist shareholders.***

Certain of our shareholders may from time to time advance shareholder proposals or otherwise attempt to effect changes at the Company, influence elections of directors or acquire control over our business. Our success largely depends on the ability of our current management team to operate and manage effectively. Campaigns by shareholders to effect changes at publicly listed companies are sometimes led by investors seeking to increase short-term shareholder value by advocating corporate actions such as financial restructuring, increased borrowing, special dividends, stock repurchases or even sales of assets or the entire company, or by voting against proposals put forward by the board of directors and management of the company. If faced with actions by activist shareholders, we may not be able to respond effectively to such actions, which could be disruptive to our business.

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### **Political and Regulatory Risks**

#### ***India's obligations under the World Trade Organization Agreement could materially affect our business.***

India's obligations under its World Trade Organization agreement could reduce the present level of tariffs on imports of components and vehicles. Reductions of import tariffs could result in increased competition, which in turn could materially and adversely affect our sales, business, financial condition and results of operations.

#### ***New or changing laws, regulations and government policies regarding increased fuel economy, reduced greenhouse gas and other emissions, vehicle safety and taxes may have significant impact on our business.***

As an automobile company, we are subject to extensive governmental regulations regarding vehicle emission levels, noise, safety and levels of pollutants generated by our production facilities. In particular, the United States and Europe have stringent regulations relating to vehicle emissions. The contemplated tightening of vehicle emissions regulations by the European Union will require significant costs for compliance. In China, further regulations are being introduced in the short to medium-term future relating to greenhouse gas emissions and other environmental concerns. While we are pursuing various technologies in order to meet the required standards in the various countries in which we sell our vehicles, these regulations are likely to become more stringent and the resulting higher compliance costs may be significant to our operations and may adversely impact our business, financial condition and results of operations. They may also limit the type of vehicles we sell and where we sell them, which could affect our revenues.

In order to comply with current and future safety and environmental norms, we may have to incur additional capital expenditure and R&D expenditure to (i) operate and maintain our production facilities, (ii) install new emissions controls or reduction technologies, (iii) purchase or otherwise obtain allowances to emit greenhouse gases, (iv) administer and manage our greenhouse gas emissions program, and (v) invest in research and development to upgrade products and manufacturing facilities. If we are unable to develop commercially viable technologies or otherwise unable to attain compliance within the time frames set by the new standards, we could face significant civil penalties or be forced to restrict product offerings significantly. For example, in the United States, manufacturers are subject to substantial civil penalties if they fail to meet federal Corporate Average Fuel Economy, or CAFE, standards. Please see Item 4.B Information on the Company Business Overview Government Regulations Environmental, fiscal and other governmental regulations around the world Greenhouse gas/CO<sub>2</sub> economy legislation for additional detail on these standards. These penalties are calculated at US\$5.50 for each tenth of a mile below the required fuel efficiency level for each vehicle sold in a model year in the U.S. market. As with many European manufacturers, since 2010, Jaguar Land Rover has paid total penalties of US\$46 million for its failure to meet CAFE standards. Jaguar Land Rover could incur a substantial increase in these penalties, as a result of announced increases in CAFE civil penalties to adjust for inflation. Moreover, safety and environmental standards may at times impose conflicting imperatives, which pose engineering challenges and would, among other things, increase our costs.

The Motor Vehicles (Amendment) Bill, 2017 was passed in the Lok Sabha on April 10, 2017, and is currently being debated in the Rajya Sabha. This Bill addresses vehicle recalls, road safety, traffic management and accident insurance, among other matters. In its current draft, the Bill imposes civil and criminal liability on manufacturers selling vehicles in contravention of the standards specified in the Bill, or required by the government to recall their vehicles. The Bill also proposes the creation of the National Road Safety Board to provide advice to the central and state governments on all aspects of road safety and traffic management.

Commencing July 1, 2017, the Indian tax regime underwent a systemic change. The Government of India, in conjunction with the state governments, implemented a comprehensive national goods and services tax, or GST, regime to combine taxes and levies by the central and state governments into one unified rate structure. Based on the application of the tax, GST will be classified as either Central GST (CGST), in instances where the central government levies the tax; State/Union Territory GST (SGST/UTGST), in instances where the state or union territory governments levy the tax; and Integrated GST (IGST), in instances where the GST is levied on the inter-state supply of goods and services. While both the central and state governments have publicly announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information on incentives and refunds, we are unable to provide any assurance as to this or any other aspect of the tax regime, or guarantee that the implementation of GST will not materially or adversely affect our business or financial condition.

Imposition of any additional taxes and levies designed to limit the use of automobiles and changes in corporate and other taxation policies as well as changes in export and other incentives given by various governments or import or tariff policies, could adversely affect the demand for our vehicles and our results of operations. For instance, the United Kingdom's exit from the European Union would result in material changes to the UK's tax, tariff and fiscal policies. In addition, the current U.S. presidential administration could seek to introduce changes to laws and policies governing international trade and impose additional tariffs and duties on foreign vehicle imports, which could have a material adverse effect on our sales in the United States. Furthermore, in recent years, Brazil has increased import duty on foreign vehicles, which has put pressure on sales margins in Brazil and has prompted us to enter into discussions with the Brazilian government to exempt a certain number of

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imported vehicles from the increased tariff. Such government actions may be unpredictable and beyond our control, and any adverse changes in government policy could have a material adverse effect on our business prospects, results of operations and financial condition.



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Evaluating and estimating our provision and accruals for our taxes requires significant judgment. As we conduct our business, the final tax determination may be uncertain. We operate in multiple geographical markets and our operations in each market are susceptible to additional tax assessments and audits. Our collaborations with business partners are similarly susceptible to such tax assessments.

Authorities may engage in additional reviews, inquiries and audits that disrupt our operations or challenge our conclusions regarding tax matters. Any resulting tax assessment may be accompanied by a penalty or additional fee for failing to make the initial payment. Our 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 we consider our practices to be in compliance with tax laws and regulations. Should we challenge such taxes or believe them to be without merit, we may nonetheless be required to pay them. These amounts may be materially different from our 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 beneficitation.

Regulations in the areas of investments, taxes and levies may also have an impact on Indian securities, including our Shares and ADSs. For more information, see Item 4.B Business Overview Government Regulations of this annual report on Form 20-F.

In 2014, the antitrust regulator in China, the Bureau of Price Supervision and Anti-Monopoly of the National Development and Reform Commission (the NDRC), 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 our competitors. The NDRC has reportedly imposed fines on certain of our international competitors as a result of anti-competitive practices pertaining to vehicle and spare-part pricing. In response to this investigation, we established a process to review our pricing in China and announced reductions in the manufacturer's suggested retail price for the 5.0-liter V8 models, which include the Range Rover, Range Rover Sport and F-Type and the price of certain of our spare parts. Further imposition of price reductions and other actions taken in relation to our products may significantly reduce our revenues and profits generated by operations in China and have a material adverse effect on our financial condition and results of operations. As a result, our 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. Furthermore, any regulatory action taken or penalties imposed by regulatory authorities may have significant adverse financial and reputational consequences on our business and have a material adverse effect on our results of operations and financial condition.

On March 29, 2017, the Supreme Court of India prohibited the sale and registration of Bharat Stage III vehicles from April 1, 2017. The Supreme Court's judgment overturned a government regulation, and was unexpected. The Government of India has applied to the Supreme Court for a grant of appropriate time for manufacturers to dispose Bharat Stage III vehicles in their inventory. This application is currently pending. Similarly a review petition filed by the Society of Indian Manufacturers, or SIAM, is also currently pending. The Supreme Court's decision resulted in a provision of Rs.1,479 million for the unsold inventory of BS III vehicles at the year end of March 31, 2017. We cannot guarantee a favorable outcome for either the Government of India's application or SIAM's review petition. Any future potential or real unexpected change in law could have a material adverse effect on our business prospects, results of operations and financial condition.

***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.***

The Indian Competition Act oversees practices having an appreciable adverse effect on competition, or AAEC, in a given relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC, is considered void and results in imposition of substantial penalties. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Furthermore, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, sharing the market by way of geographical area or number of subscribers in the relevant market or which directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. We cannot predict with certainty the impact of the provisions of the Competition Act on our agreements at this stage.

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On March 4, 2011, the Government of India issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset- and turnover-based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India, or CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011 (as amended), which sets out the mechanism for the implementation of the merger control regime in India.

Furthermore, the CCI has extraterritorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. The CCI has initiated an inquiry against us and other car manufacturers, collectively referred to hereinafter as the OEMs, pursuant to an allegation that genuine spare parts of automobiles manufactured by the OEMs were not made freely available in the open market in India and, accordingly, anti-competitive practices were carried out by the OEMs.

If we are adversely affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it could adversely affect our business, financial condition and results of operations.

***Compliance with new or changing corporate governance and public disclosure requirements adds uncertainty to our compliance policies and increases our costs of compliance.***

We are subject to a complex and continuously changing regime of laws, rules, regulations and standards relating to accounting, corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002 and U.S. Securities and Exchange Commission, or SEC, regulations, Securities and Exchange Board of India, or SEBI, regulations, New York Stock Exchange, or NYSE, listing rules, and the Companies Act, as well as Indian stock market listing regulations. New or changed laws, rules, regulations and standards may lack specificity and are subject to varying interpretations. Under applicable Indian laws, for example, remuneration packages may, in certain circumstances, require shareholders' approval. New guidance and revisions may be provided by regulatory and governing bodies, which could result in continuing uncertainty and higher costs of compliance. We are committed to maintaining high standards of corporate governance and public disclosure. However, our efforts to comply with evolving regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management resources and time.

The Companies Act has effected significant changes to the existing Indian company law framework, such as in the provisions related to the issue of capital, disclosures in offering documents, corporate governance norms, accounting policies and audit matters, related party transactions, class action suits against companies by shareholders or depositors, prohibitions on loans to directors and insider trading, including restrictions on derivative transactions concerning a company's securities by directors and key managerial personnel. The Companies Act may subject us to higher compliance requirements, increase our compliance costs and divert management's attention. We are also required to spend, in each financial year, at least 2% of our average net profits during the three immediately preceding financial years, calculated for Tata Motors Limited on a standalone basis under Ind AS, toward corporate social responsibility activities. Furthermore, the Companies Act imposes greater monetary and other liability on us and our directors for any non-compliance. Due to limited relevant jurisprudence, in the event that our interpretation of the Companies Act differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government of India in the future, we may face regulatory actions or be required to undertake remedial steps. In addition, some of the provisions of the Companies Act overlap with other existing laws and regulations (such as corporate governance provisions and insider trading regulations issued by SEBI). SEBI promulgated the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or the Listing Regulations, which are applicable to all Indian companies with listed securities or companies intending to list its securities on an Indian stock exchange, and the Listing Regulations became effective on December 1, 2015. Pursuant to the Listing Regulations, we are required to establish and maintain a vigilance mechanism for directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of our Code of Conduct or ethics policy under our whistleblower policy, to implement increased disclosure requirements for price sensitive information, to conduct elaborate directors familiarization programs and comprehensive disclosures thereof, in accordance with the Listing Regulations. We may face difficulties in complying with any such overlapping requirements. Furthermore, we cannot currently determine the impact of certain provisions of the Companies Act and the revised SEBI corporate governance norms. Any increase in our compliance requirements or in our compliance costs may have a material and adverse effect on our business, financial condition and results of operations.

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***We are subject to risks associated with legal proceedings and governmental investigations, including potential adverse publicity as a result thereof.***

We are and may be involved from time to time in civil, labor, administrative or tax proceedings arising in the ordinary course of business. It is not possible to predict the potential for, or the ultimate outcomes of, such proceedings, some of which may be unfavorable to us. In such cases, we may incur costs and any mitigating measures (including provisions taken on our balance sheet) adopted to protect against the impact of such costs may not be adequate or sufficient. In addition, adverse publicity surrounding legal proceedings, government investigations or allegations may also harm our reputation and brands.

***We may have to comply with more stringent foreign investment regulations in India in the event of an increase in shareholding of non-residents or if we are considered as engaged in a sector in which foreign investment is restricted.***

Indian companies, which are owned or controlled by non-resident persons, are subject to investment restrictions specified in the Consolidated FDI (Foreign Direct Investment) Policy. Under the Consolidated FDI Policy, an Indian company is considered to be owned by non-resident persons if more than 50% of its equity interest is beneficially owned by non-resident persons. The non-resident equity shareholding in our company may, in the near future, exceed 50%, thereby resulting in our company being considered as being owned by non-resident entities under the Consolidated FDI Policy. In such an event, any investment by us in existing subsidiaries, associates or joint ventures and new subsidiaries, associates or joint ventures will be considered as indirect foreign investment and shall be subject to various requirements specified under the Consolidated FDI Policy, including sectoral limits, approval requirements and pricing guidelines, as may be applicable.

Furthermore, as part of our automotive business, we supply and have in the past supplied, vehicles to Indian military and paramilitary forces and in the course of such activities have obtained an industrial license from the Department of Industrial Policy. The Consolidated FDI policy applies different foreign investment restrictions to companies based upon the sector in which they operate. While we believe we are an automobile company by virtue of the significance of our automobile operations, in the event that foreign investment regulations applicable to the defense sector (including under the Consolidated FDI Policy) are made applicable to us, we may face more stringent foreign investment restrictions and other compliance requirements compared to those applicable to us presently, which, in turn, could materially affect our business, financial condition and results of operations.

***We require certain approvals or licenses in the ordinary course of business, and the failure to obtain or retain them in a timely manner, or at all, could materially and adversely affect our operations.***

We require certain statutory and regulatory permits, licenses and approvals to carry out our business operations and applications for their renewal need to be made within certain time frames. For some of the approvals which may have expired, we have either made, or are in the process of making, an application for obtaining the approval or its renewal. While we have applied for renewal for such approvals, registrations and permits, we cannot assure you that we will receive them in a timely manner or at all. We can make no assurances that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Furthermore, if we are unable to renew or obtain necessary permits, licenses and approvals on acceptable terms in a timely manner, or at all, our business, financial condition and results of operations could be materially and adversely affected.

***Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies could adversely impact our ability to raise additional financing, as well as the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our financial results, business prospects, ability to obtain financing for capital expenditures and the price of our Shares and ADSs.

### **Risks associated with Investments in an Indian Company**

***Political changes in the Government of India could delay and/or affect the further liberalization of the Indian economy and materially and adversely affect economic conditions in India, generally, and our business, in particular.***

Our business could be significantly influenced by economic policies adopted by the Government of India. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms.



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The Government of India has at various times announced its general intention to continue India's current economic and financial liberalization and deregulation policies. However, protests against such policies, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization 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 we expect any new government to continue the liberalization of India's economic and financial sectors and deregulation policies, there can be no assurance that such policies will be continued.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our ADSs and 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 Government of India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally, and specifically our business and operations, as a substantial portion of our assets are located in India. This could have a material adverse effect on our financial condition and results of operations.

*We may be materially and adversely affected by Reserve Bank of India policies and actions.*

The Indian stock exchanges are vulnerable to fluctuations based on changes in monetary policy formulated by the Reserve Bank of India, or RBI. We can make no assurances about future market reactions to RBI announcements and their impact on the price of our Shares and ADSs. Furthermore, our business could be significantly impacted were the RBI to make major alterations to monetary or fiscal policy. Certain changes, including the raising of interest rates, could negatively affect our sales and consequently our revenue, any of which could have a material adverse effect on our financial condition and results of operations.

*Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.*

Our Articles of Association and Indian law govern our corporate affairs. Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company incorporated in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions, including the United States. You may also have more difficulty in asserting your rights as a shareholder of our company than you would as a shareholder of a corporation organized in another jurisdiction.

*The market value of your investment may fluctuate due to the volatility of the Indian securities market.*

Stock exchanges in India, including BSE Limited, or the BSE, have, in the past, experienced substantial fluctuations in the prices of their listed securities. Such fluctuations, if they continue or recur, could affect the market price and liquidity of the securities of Indian companies, including our Shares and ADSs. These problems have included temporary exchange closures, broker defaults, settlement delays and strikes by brokers. Volatility in other stock exchanges, including, but not limited to, those in the United Kingdom and China, may affect the prices of securities in India, including our Shares, which may in turn affect the price of our ADSs. In addition, the governing bodies of the stock exchanges in India have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

There may be a differing level of regulation and monitoring of the Indian securities markets and the activities of investors, brokers and other participants, than in the United States. SEBI received statutory powers in 1992 to assist it in carrying out its responsibility for improving disclosure and other regulatory standards for the Indian securities markets. Subsequently, SEBI has prescribed regulations and guidelines in relation to disclosure requirements, insider dealing and other matters relevant to the Indian securities market. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in the United States.

*Investors may have difficulty enforcing judgments against us or our management.*

We are a public limited company incorporated in India. The majority of our directors and executive officers are residents of India and substantially all of the assets of those persons and a substantial portion of our assets are located in India. As a result, it may not be possible for you to effect service of process within the United States upon those persons or us. In addition, you may be unable to enforce judgments obtained in courts of the United States against those persons outside the jurisdiction of their residence, including judgments predicated solely upon U.S. federal securities laws. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with public policy.



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Section 44A of the Indian Code of Civil Procedure, 1908, as amended, or the Civil Code, provides that where a foreign judgment has been rendered by a superior court (within the meaning of the section) in any country or territory outside of India which the Government of India has by notification declared to be a reciprocating territory, such foreign judgment may be enforced in India by proceedings in execution as if the judgment had been rendered by an appropriate court in India. However, the enforceability of such judgments is subject to the exceptions set forth in Section 13 of the Civil Code.

Section 44A of the Civil Code is applicable only to monetary decrees not being in the nature of amounts payable in respect of taxes or other charges of a similar nature or in respect of fines or other penalties and does not include arbitration awards.

If a judgment of a foreign court is not enforceable under Section 44A of the Civil Code as described above, it may be enforced in India only by a suit filed upon the judgment, subject to Section 13 of the Civil Code and not by proceedings in execution. Accordingly, as the United States has not been declared by the Government of India to be a reciprocating territory for the purposes of Section 44A, a judgment rendered by a court in the United States may not be enforced in India except by way of a suit filed upon the judgment.

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. Generally, there are considerable delays in the resolution of suits by Indian courts.

A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI, under the Foreign Exchange Management Act, 1999, or FEMA to repatriate any amount recovered pursuant to such enforcement. Any judgment in a foreign currency would be converted into Indian rupees on the date of judgment and not on the date of payment.

### **Risks associated with our Shares and ADSs**

***Fluctuations in the exchange rate between the Indian rupee and the U.S. dollar may have a material adverse effect on the market value of our ADSs and Shares, independent of our operating results.***

The exchange rate between the Indian rupee and the U.S. dollar has changed materially in the last two decades and may materially fluctuate in the future. Fluctuations in the exchange rate between the Indian rupee and the U.S. dollar will affect, among others things, the U.S. dollar equivalents of the price of our Shares in Indian rupees as quoted on stock exchanges in India and, as a result, may affect the market price of the ADSs. Such fluctuations will also affect the U.S. dollar equivalent of any cash dividends in Indian rupees received on the Shares represented by the ADSs and the U.S. dollar equivalent of the proceeds in Indian rupee of a sale of Shares in India.

***Holders of ADSs have fewer rights than shareholders and must act through the depositary to exercise those rights.***

Although ADS holders have a right to receive any dividends declared in respect of the Shares underlying the ADSs, they cannot exercise voting or other direct rights as a shareholder with respect to the Shares underlying the ADSs. Citibank, N.A. as depositary, or the depositary, is the registered shareholder of the deposited Shares underlying our ADSs, and only the depositary may exercise the rights of shareholders in connection with the deposited Shares. The depositary will notify ADS holders of upcoming votes and arrange to deliver our voting materials to ADS holders only if requested by us. The depositary will try, insofar as practicable, subject to Indian laws and the provisions of our Articles of Association, to vote or have its agents vote the deposited securities as instructed by the ADS holders. If the depositary receives voting instructions in time from an ADS holder which fails to specify the manner in which the depositary is to vote the Shares underlying such ADS holder's ADSs, such ADS holder will be deemed to have instructed the depositary to vote in favor of the items set forth in such voting instructions. If the depositary has not received timely instructions from an ADS holder, such ADS holder shall be deemed to have instructed the depositary to give a discretionary proxy to a person designated by us, subject to the conditions set forth in the deposit agreement. If requested by us, the depositary is required to represent all Shares underlying ADSs, regardless of whether timely instructions have been received from such ADS holders, for the sole purpose of establishing a quorum at a meeting of shareholders. In addition, in your capacity as an ADS holder, you will not be able to examine our accounting books and records, or exercise appraisal rights. Registered holders of our Shares withdrawn from the depositary arrangements will be entitled to vote and exercise other direct shareholder rights in accordance with Indian law. However, a holder may not know about a meeting sufficiently in advance to withdraw the underlying Shares in time. Furthermore, an ADS holder may not receive voting materials, if we do not instruct the depositary to distribute such materials, or may not receive such voting materials in time to instruct the depositary to vote.

For further details on the terms and conditions of our ADSs and the rights and obligations of our ADS holders, please see the amended and restated deposit agreement dated as at September 27, 2004 among us, Citibank, N.A., as depositary, and all holders and beneficial owners of ADSs issued thereunder, as amended and supplemented by Amendment No. 1, dated as at December 16, 2009, hereinafter referred to as the deposit agreement, which is incorporated by reference into this annual report on Form 20-F.





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Moreover, pursuant to Indian regulations, we are required to offer our shareholders preemptive rights to subscribe for a proportionate number of Shares to maintain their existing ownership percentages prior to the issue of new Shares. These rights may be waived by a resolution passed by at least 75% of our shareholders present and voting at a general meeting. ADS holders may be unable to exercise preemptive rights for subscribing to these new Shares unless a registration statement under the Securities Act is effective or an exemption from the registration requirements is available to us. Our decision to file a registration statement would be based on the costs, timing, potential liabilities and the perceived benefits associated with any such registration statement and we do not commit that we would file such a registration statement. If any issue of securities is made to our shareholders in the future, such securities may also be issued to the depository, which may sell such securities in the Indian securities market for the benefit of the holders of ADSs. There can be no assurance as to the value, if any, the depository would receive upon the sale of such rights or securities. To the extent that ADS holders are unable to exercise preemptive rights, their proportionate ownership interest in our company would be reduced.

***The Government of India's regulation of foreign ownership could materially reduce the price of the ADSs.***

Foreign ownership of Indian securities is regulated and is partially restricted. In addition, there are restrictions on the deposit of Shares into our ADS facilities. ADSs issued by companies in certain emerging markets, including India, may trade at a discount to the market price of the underlying Shares, in part because of the restrictions on foreign ownership of the underlying Shares and in part because ADSs are sometimes perceived to offer less liquidity than underlying Shares that can be traded freely in local markets by both local and international investors. See Item 10.D Exchange Controls .

***There are restrictions on daily movements in the price of the Shares, which may constrain a shareholder's ability to sell, or the price at which a shareholder can sell, Shares at a particular point in time.***

The Shares are subject to a daily circuit breaker imposed by stock exchanges in India on publicly listed companies, including us, which does not allow transactions causing volatility in the price of the Shares above a certain threshold. This circuit breaker operates independently from the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges in India based on the historical volatility in the price and trading volume of our Shares. The stock exchanges in India are not required to inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively acts to limit the upward and downward movements in the price of our Shares. As a result of this circuit breaker, we cannot make any assurance regarding the ability of our shareholders to sell their Shares or the price at which such shareholders may be able to sell their Shares.

***You may be subject to Indian taxes arising out of capital gains on the sale of the Shares. Capital gains arising from the sale of Shares are generally taxable in India.***

Any gain realized on the sale of the Shares on an Indian stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax has been paid on the transaction. The securities transaction tax will be levied on and collected by the Indian stock exchange on which the Shares are sold. Any gain realized on the sale of Shares held for more than 12 months on which no securities transaction tax has been paid, will be subject to capital gains tax in India. Furthermore, any gain realized on the sale of the Shares held for a period of 12 months or less will be subject to capital gains tax in India. See Item 10.E Additional Information Taxation Taxation of Capital Gains and Losses Indian Taxation Capital Gains of this annual report on Form 20-F for further information on the application of capital gains tax in India to our shareholders and ADS holders.

**Item 4. Information on the Company**  
**A. History and Development of the Company**

We were incorporated on September 1, 1945 as a public limited company under the Indian Companies Act VII of 1913 as Tata Locomotive and Engineering Company Limited and we received a certificate of commencement of business on November 20, 1945. Our name was changed to Tata Engineering and Locomotive Company Limited on September 24, 1960, and to Tata Motors Limited on July 29, 2003. Tata Motors Limited is incorporated and domiciled in India. We commenced operations as a steam locomotive manufacturer. This business was discontinued in 1971. Since 1954, we have been 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. We produced only commercial vehicles until 1991, when we started producing passenger vehicles as well. Together with our consolidated subsidiaries we form the Tata Motors Group.

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In September 2004, we became the first company from India's automotive sector to be listed on the New York Stock Exchange. Our ADSs are traded on the NYSE under the symbol TTM. Our Ordinary Shares and A Ordinary Shares are traded on the BSE under the codes 500570 and 570001, respectively, and the National Stock Exchange of India Ltd., or NSE, under the symbols TATAMOTORS and TATAMTRDVR, respectively.

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In June 2008, we 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, sports cars and luxury performance SUVs and Land Rover premium all-terrain vehicles, as well as related parts, accessories and merchandise. The Jaguar Land Rover business has internationally recognized brands, a product portfolio of award-winning luxury performance cars, luxury performance SUVs and premium all-terrain vehicles, brand-specific global distribution networks and research and development capabilities. As a part of our acquisition of the Jaguar Land Rover business, we 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.

We offer a broad portfolio of automotive products, ranging from sub-1 ton to 49 ton GVW trucks (including pickup trucks) to small, medium, and large buses and coaches to passenger cars, premium luxury cars and SUVs.

We have a substantial presence in India and also have global operations in connection with production and sale of Jaguar and Land Rover brand passenger vehicles. We are the largest commercial vehicle manufacturer in terms of revenue in India and among the top six passenger vehicle manufacturers in terms of units sold in India during Fiscal 2017. We estimate that over 8.5 million vehicles produced by us are being operated in India as of the date of this annual report on Form 20-F.

We operate six principal automotive manufacturing facilities in India: 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, Sanand in the state of Gujarat and at Dharwad in the state of Karnataka. We also operate four principal automotive manufacturing facilities in the United Kingdom through our Jaguar Land Rover business: at Solihull and Castle Bromwich in the West Midlands, at Halewood in Liverpool and an engine plant at Wolverhampton in the West Midlands. In Fiscal 2015, Jaguar Land Rover opened its inaugural overseas manufacturing facility in China with its joint venture partner, Chery Automobile Company Ltd., or Chery, the China Joint Venture. In June 2016, Jaguar Land Rover opened a new manufacturing plant in Itatiaia, Brazil, with an annual production capacity of 24,000 units, where it will produce the Range Rover Evoque and Discovery Sport models.

We expanded our international operations through mergers and acquisitions, and in India made strategic alliances involving non-Indian companies in recent years, including, but not limited to, the following:

We have a joint venture agreement with FCA Italy Spa (earlier called Fiat Group Automobiles S.p.A., Italy), part of the Fiat Chrysler Automobiles Group (FCA). Together with the FCA, we operate a facility 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 the Fiat Linea, Fiat Punto, Tata Indica, Jeep, Tata Bolt and Tata Zest 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, we and Fiat Group signed a restructuring framework agreement, or RFA. Under the RFA:

The joint arrangement shall manufacture and assemble Fiat branded 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 in accordance with current terms.

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

In December 2006, we entered into a joint venture agreement with Thonburi Automotive Assembly Plant Co. Ltd, or the Thonburi Group, to manufacture pickup trucks in Thailand. As at March 31, 2017, we own 95.28% of the joint venture, while the Thonburi Group owns the remaining 4.72%. The joint venture, which began vehicle production in March 2008, enabled us to access the Thailand market, which is a major market for pickup trucks, as well as other potential markets in the Association of Southeast Asian Nations, or ASEAN, region.

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In October 2010, we acquired an 80% equity interest in Trilix Srl., or Trilix, a design and engineering company, in line with our objective to enhance our 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.

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Jaguar Land Rover opened a manufacturing plant for the China Joint Venture in Changshu, China in October 2014 and began manufacturing the Range Rover Evoque shortly thereafter. Manufacture of the Land Rover Discovery Sport commenced in the third quarter of Fiscal 2016 followed by the long wheel base Jaguar XFL in the first half of Fiscal 2017 which went on sale in September 2016. Total phase one investment in the joint venture was approximately RMB 10.9 billion, which contributed toward the establishment of the manufacturing plant, research and development center and engine production facility. Jaguar Land Rover committed to invest RMB 3.5 billion of equity capital in the China Joint Venture, representing 50% of the share capital and voting rights of the joint venture company. Investment to support phase two, which will add additional manufacturing capacity, will be supported by further capital injections from Jaguar Land Rover and Chery.

In July 2015, Jaguar Land Rover agreed to a manufacturing partnership with Magna Steyr, an operating unit of Magna International Inc, to build certain future Jaguar Land Rover models in Graz, Austria to support Jaguar Land Rover's growth plans. We believe that Magna Steyr has extensive contract manufacturing expertise working with many other car manufacturers globally.

In December 2015, Jaguar Land Rover concluded an agreement with the Government of the Slovak Republic for the development of a new manufacturing plant in western Slovakia with the first cars expected to be produced in 2018. The new facility represents an investment of GBP1 billion and initial annual capacity of up to 150,000 units with potential further investment of GBP500 million to increase the capacity of the facility to 300,000 vehicles per annum.

In June 2017, we signed an agreement with Warburg Pincus to divest an approximately 30% stake in Tata Technologies Limited, or TTL, held by us along with our subsidiary Sheba Properties Limited. The completion of the transaction is subject to regulatory approvals. Following the completion of the transaction, TML will continue to retain approximately 42% in TTL. Warburg Pincus will own a 43% equity interest, with the remaining ownership held by TTL's management team and other shareholders.

On March 30, 2017, TML's Board approved a scheme of merger and arrangement between TML and TML Drivelines Limited, or TMLDL, a wholly-owned subsidiary of TML. The transaction is currently underway and is expected to be completed in Fiscal 2018. Because TMLDL is a wholly-owned subsidiary, this will not have any impact on the consolidated financial statements.

Please see Item 4.B Business Overview Our Strategy Capital and Product Development Expenditures and Item 5.B Operating and Financial Review and Prospect Liquidity and Capital Resources Capital Expenditures of this annual report on Form 20-F for details on our principal capital expenditures.

Through our other subsidiary and associate companies, we are 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. TTL is engaged in providing specialized engineering and design services, product lifecycle management, or PLM, and product-centric IT services to leading global manufacturers. TTL's customers are among the world's premier automotive, aerospace and consumer durables manufacturers. As at March 31, 2017, 72.32% of TTL was owned by the Tata Group, and it had 14 subsidiaries and one joint venture. As noted above, in June 2017 we signed an agreement with Warburg Pincus to divest an approximately 30% stake in TTL, held by us along with our subsidiary Sheba Property Limited. The completion of the transaction is subject to customary regulatory approvals. Following the completion of the transaction, TML will continue to retain approximately 42% in TTL. Warburg Pincus will own 43%, with the remaining ownership held by TTL's management team and other shareholders.

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

Our subsidiary, Tata Motors Finance Limited, or TMFL, was incorporated on June 1, 2006, with the objective of becoming a preferred financing provider for our dealers' customers by capturing customer spending over the vehicle life-cycle relating to vehicles sold by us. In India, TMFL is registered with the RBI as a Systemically Important Non-Deposit Taking Non-Banking Financial Company, or NBFC, and is classified as an Asset Finance Company under the RBI's regulations on NBFCs. In Fiscal 2015, TMFL acquired 100% shareholding of Rajasthan Leasing Private Ltd, which subsequently changed its name to Tata Motors Finance Solutions Private Ltd, an NBFC registered with the RBI. On June 4,

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2015, Tata Motors Finance Solutions Private Ltd was converted into a public limited company, named Tata Motors Finance Solutions Limited or TMFSL. TMFSL focuses on the used vehicle financing business. On March 31, 2016, TMFL acquired 100% shareholding in Sheba Properties Ltd, or Sheba, a wholly-owned subsidiary of TML and an NBFC-registered entity with the Reserve Bank of India, as a part of restructuring and consolidation of financial services companies under TMFL. Pursuant to restructuring arrangements, TMFL transferred its New Vehicle Finance (NVF) business to Sheba on January 31, 2017.

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Our wholly-owned subsidiary, Tata Motors Insurance Broking and Advisory Services Limited, or TMIBASL, is a licensed Direct General Insurance Broker with the Insurance Regulatory and Development Authority of India that operates in the Indian market and has plans to branch out globally to seek additional business opportunities. TMIBASL commenced business in Fiscal 2008 and provides end-to-end insurance solutions in the retail sector with a focus on the automobile sector. TMIBASL offers services to various OEMs in the passenger vehicle, commercial and construction equipment markets, including to us.

As at March 31, 2017, our operations included 78 consolidated subsidiaries, 2 joint operations, 18 joint ventures and 23 equity method affiliates, in respect of which we exercise significant influence. As at March 31, 2017, we had approximately 79,558 permanent employees, including approximately 53,523 permanent employees at our consolidated subsidiaries and joint operations.

Tata Incorporated serves as our authorized United States representative. The address of Tata Incorporated is 101 Park Avenue, New York, NY 10178, United States of America.

Our Registered Office is located at Bombay House, 24, Homi Mody Street, Mumbai 400 001, India. Our telephone number is +91-22-6665-8282 and our website address is [www.tatamotors.com](http://www.tatamotors.com). Our website does not constitute a part of this annual report on Form 20-F.

## **B. Business Overview**

We primarily operate in the automotive segment. Our automotive segment includes 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. The acquisition of the Jaguar Land Rover business has enabled us to enter the premium car market in developed markets, such as the United Kingdom, the United States, Europe and China, as well as several emerging markets, such as Russia, Brazil and South Africa, amongst others. Going forward, we expect to focus on profitable growth opportunities in our global automotive business, through new products and market expansion. Within our automotive operations we continue to focus on integration and synergy through sharing of resources, platforms, facilities for product development and manufacturing, sourcing strategy and mutual sharing of best practices.

Our business segments are (i) automotive operations and (ii) all other operations. Our automotive operations include all activities relating to development, design, manufacture, assembly and sale of vehicles including financing thereof, as well as sale of related parts and accessories. We provide financing for vehicles sold by dealers in India. The vehicle financing is intended to encourage sales of vehicles by providing financing to the dealers' customers and as such is an integral part of our automotive business. Our automotive operations segment is further divided into Tata and other brand vehicles (including financing thereof) and Jaguar Land Rover. Tata and other brand vehicles consist of vehicles manufactured under our Tata, Daewoo and Fiat brands, and exclude vehicles manufactured under Jaguar Land Rover brands.

We produce a wide range of automotive products, including:

**Passenger Vehicles:** Our range of Tata-branded passenger cars include the Nano (micro), the Indica, the Bolt, the Tiago (compact) in the hatchback category, and the Indigo eCS, the Tigor and the Zest (mid-sized) in the sedan category. We have expanded our passenger car range with several variants and fuel options designed to suit various customer preferences. Our Jaguar Land Rover operations have an established presence in the premium passenger car market under the Jaguar brand name. There are five car lines currently manufactured under the Jaguar brand name, including the F-TYPE two-seater sports coupe and convertible the XF sedan (including the long wheel base XFL), the XJ saloon, the XE sports saloon and Jaguar's luxury performance SUV the F-PACE.

**Utility Vehicles:** We manufacture a range of Tata brand utility vehicles, including the Hexa, the Sumo and the Safari, which are SUVs, the Tata Aria, a crossover, and the Venture, a multipurpose utility vehicle. We offer two variants of the Safari: the Dicor and the Storme. We also offer a variant of the Sumo, the Sumo Gold, which is an entry level UV. There are five car lines under the Land Rover brand, comprising the Range Rover, Range Rover Sport, Range Rover Evoque (including the Evoque convertible), the all new Land Rover Discovery (which went on sale in February 2017) and the Land Rover Discovery Sport. The new Range Rover Velar was revealed to the public in March 2017 and is the 4<sup>th</sup> Range Rover model, positioned between the Range Rover Evoque and the Range Rover Sport. The Velar is expected to go on sale during the summer of 2017.

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**Light Commercial Vehicles:** We manufacture a variety of light commercial vehicles, including pickup trucks and small commercial vehicles. This includes the Tata Ace, India's first indigenously developed mini-truck, with a 0.7 ton payload with different fuel options; the Super Ace, with a 1-ton payload; the Ace Zip, with a 0.6 ton payload; the Magic and the Magic Iris, including an electric variant, both of which are passenger variants for commercial transportation developed on the Tata Ace platform; and the Winger. In addition, we launched the Xenon Yodha pickup truck and Magic Mantra passenger carrier in Fiscal 2017.



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**Medium and Heavy Commercial Vehicles:** We manufacture a variety of medium and heavy commercial vehicles, which include trucks, tractors, buses, tippers, and multi-axle vehicles, with GVWs (including payload) of between 8 tons and 49 tons. In addition, through Tata Daewoo Commercial Vehicle Co. Ltd., or TDCV, we manufacture a wide array of trucks ranging from 215 horsepower to 560 horsepower, including dump trucks, tractor-trailers, mixers and cargo vehicles. Our signature product is the Prima and Prima LX range of trucks, which are sold in India and South Korea as well as exported to a number of countries in South Asia, Middle East and Africa. The SIGNA range of new M&HCV trucks launched in 2016 has been extended to several additional tractor and tipper variants. We also offer a range of buses, which includes the Semi Deluxe Starbus Ultra Contract Bus and the new Starbus Ultra. Our range of buses is intended for a variety of uses, including as intercity coaches (with both air-conditioned and non-air-conditioned luxury variants), as school transportation and as ambulances. In Fiscal 2017 we introduced a range of electric and hybrid passenger products, including the Starbus Electric 9m/12m and the Starbus Hybrid 12m.

Our other operations business segment includes information technology, or IT, services and machine tools and factory automation solutions.

## **Our Strategy**

We intend to further strengthen our position in the Indian automobile industry by launching new products, investing in research and development, strengthening our financial position and expanding our manufacturing and distribution network. We have pursued a strategy of increasing our presence in the global automotive markets and enhancing our product range and capability through strategic acquisitions and alliances. Our goal is to position ourselves as a major international automotive company by offering products across various markets by combining our engineering and other strengths as well as through strategic acquisitions. Our strategy to achieve these goals consists of the following elements:

### ***Continued focus on new product development***

Our recent product launches and anticipated product launches include the following:

Xenon Yodha Pickup: The Xenon Yodha is a new Pick-up range, which offers high performance at low costs.

SIGNA range of M&HCVs: Compared to prior models, the SIGNA range offers improved cab experience, connected vehicle-related functionalities and an improved driveline. This range is being extended across the heavy product line.

Magic Mantra: The Magic Mantra is a small passenger vehicle in the SCV segment, which offers performance combined with fuel efficiency and a low cost of ownership.

Electric and Hybrid Bus range: Tata Motors launched two variants of its emission-free, ultra-quiet and efficient STARBUS ELECTRIC buses and the STARBUS HYBRID diesel-electric hybrid bus. The STARBUS HYBRID is the most advanced bus in India

Jaguar XE: The all new Jaguar XE went on retail sale in the United States in May 2016.

Jaguar XFL: The all new long wheel base Jaguar XFL, specifically designed for the China market, is produced by or China joint venture and went on sale in September 2016.

Jaguar F-PACE: The Jaguar F-PACE luxury performance SUV went on sale in April 2016.

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Range Rover Evoque: The new Range Rover Evoque convertible went on sale in June 2016.

Land Rover Discovery: The all new Land Rover Discovery went on sale in February 2017.

The new Range Rover Velar was revealed to the public in March 2017 and is the 4<sup>th</sup> Range Rover model positioned between the Range Rover Evoque and the Range Rover Sport. The Velar is due to go on sale during the summer of 2017.

The new Jaguar XF Sportbrake was revealed to the public on June 14 by Andy Murray ahead of Wimbledon 2017 for which Jaguar is the official car partner. The new XF Sportbrake is due to go on sale during the summer of 2017.

Jaguar I-PACE concept: Jaguar Land Rover's first battery electric vehicle was revealed to the public in November 2016 and is expected to go on sale in 2018

Jaguar E-PACE: Jaguar's new compact performance SUV was announced on June 21, 2017 and is expected to be revealed to the public on July 13, 2017.

Hexa: Our contemporary SUV was launched in January 2017.

Tigor: Our subcompact sedan was launched in March 2017

Nexon: Our subcompact SUV is expected to go on sale in Fiscal 2018.

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Production of Jaguar Land Rover's in-house 4 cylinder Ingenium gasoline engine commenced at the Engine Manufacturing Centre in Wolverhampton in the UK in September 2016 and is now available in the Jaguar XE, XF, F-PACE and in the Land Rover Discovery Sport and the Range Rover Evoque. The Ingenium gasoline engine will also be available in the new Range Rover Velar from launch.

Further, during Fiscal 2017, we increased our global presence by launching the Super Ace in Vietnam, the Xenon pickup in Bolivia, the Prima truck in Bhutan and the Kingdom of Saudi Arabia and the Ultra truck in Kenya. Tata Motors also signed orders to supply 562 buses to the Government of Côte d'Ivoire, 67 Winger ambulances to the Government of Sri Lanka and 553 Xenon pickups to Pos Malaysia Berhad, the country's postal company.

Our research and development focuses on developing and acquiring the technology, core competencies and skill sets required for the timely delivery of our envisaged future product portfolio with industry-leading features across our range of commercial and passenger vehicles. For the passenger vehicle product range, our focus is on stunning design, driving pleasure and connected car technologies. For the commercial vehicle product range, our focus is on enhancing fuel-efficiency and minimizing the total cost of ownership. We continue to endeavor to adopt technologies for our product range to meet the requirements of a globally competitive market. We have also undertaken programs for development of vehicles, which run on alternate fuels such as LPG, CNG, bio-diesel, electric-traction and hydrogen.

We have plans to expand the range of our product base further supported by our strong brand recognition in India, our understanding of local consumer preferences, in-house engineering capabilities and extensive distribution network. With growing competition, changing technologies and evolving customer expectations, we understand the importance of bringing new platforms to address market gaps and further enhance our existing range of vehicles to ensure customer satisfaction. Our capital expenditures totaled Rs.311,627 million, Rs.306,233 million and Rs.335,771 million during Fiscal 2017, 2016 and 2015, respectively, and we currently plan to invest approximately Rs.400 billion in Fiscal 2018 in capacity, new products and technologies.

Jaguar Land Rover continues to invest in enhancing its technological strengths through in-house research and development activities, including the development of its engineering and design centers which centralize Jaguar Land Rover's capabilities in product design and engineering. Jaguar Land Rover also 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.

### ***Leveraging our capabilities***

We believe that the foundation of our 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 through research and development. In India, our Engineering Research Centre, or ERC, established in 1966, has enabled us to successfully design, develop and produce our own range of vehicles. Jaguar Land Rover's research and development operations are built around state-of-the-art engineering facilities, extensive test tracks, testing centers, design hubs and a virtual innovation center. The Engineering Research Centre, or ERC, in India and Jaguar Land Rover engineering and development operations in the United Kingdom have identified areas to leverage the facilities and resources to enhance the product development process and achieve economies of scale. Furthermore, we have a wholly-owned subsidiary, Tata Motors European Technical Centre PLC, or TMETC, in the United Kingdom, which is engaged in automobile research and engineering.

We believe that our in-house research and development capabilities, including those of our subsidiaries Jaguar Land Rover, TDCV and Trilix in Italy, TMETC in the United Kingdom and our joint ventures with Marcopolo S.A. of Brazil in India, with Thonburi in Thailand and Tata Africa Holdings (SA) (Proprietary) Ltd. in South Africa, will enable us to expand our product range and extend our geographical reach. We continually strive to achieve synergy wherever possible with our subsidiaries and joint ventures.

We have continued modernizing our facilities to meet demand for our vehicles. Our Jamshedpur plant, which manufactures our entire range of M&HCVs, including the Prima, both for civilian and defense uses, was our first plant, set up in 1945 to manufacture steam locomotives. It led our entry into commercial vehicles in 1954. The Jamshedpur plant has been modernized over the years and in Fiscal 2015, we celebrated 60 years of truck manufacturing at our first manufacturing and engineering facility in Jamshedpur.

Our product portfolio of Tata-brand vehicles includes the Nano, Indica, Tiago, Indigo, Tigor, Sumo, Sumo Grande, Safari, Safari Storme, Hexa, Aria, Zest, Bolt and Venture, which enable us to compete in various passenger vehicle market categories. We also offer alternative fuel vehicles under the Nano and Indigo brands. We also intend to expand our sales reach and volumes in rural areas, where an increase in wealth has resulted in a declining difference between urban and rural automobile purchase volumes.



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Jaguar Land Rover invests substantially in the development of new products for new and existing segments by introducing new powertrains and technologies, including CO<sub>2</sub> reduction and electrification that satisfy both customer preferences and regulatory requirements. Jaguar Land Rover also invests in expanding manufacturing capacity in the United Kingdom and internationally to meet customer demand. Jaguar Land Rover expects investment spending of over GBP4 billion (approximately Rs.324 billion) in Fiscal 2018, reflecting its growth plans. Around half of that investment is expected to be spent on R&D with the other half expected to be spent on tangible fixed assets such as facilities, tools and equipment as well as other investments.

In October 2014, Jaguar Land Rover opened its Engine Manufacturing Centre at Wolverhampton, in the West Midlands. The plant currently manufactures Jaguar Land Rover's own in-house 2.0-liter diesel and gasoline engines which are now available across the majority of models. Jaguar Land Rover's in-house engines have been engineered to ensure maximum manufacturing efficiency, flexibility to increase the number of engine variants and consistently high quality.

In July 2015, Jaguar Land Rover agreed to a manufacturing partnership with Magna Steyr, an operating unit of Magna International Inc, to build certain future Jaguar Land Rover models in Graz, Austria. Jaguar Land Rover has also announced that the Jaguar I-PACE, their first battery electric vehicle, will be produced under contract manufacture with Magna Steyr in Graz. In December 2015, Jaguar Land Rover announced initial investment of GBP1 billion to build a manufacturing facility in Slovakia (Europe) with annual capacity of 150,000 units and production scheduled to commence from Fiscal 2018. The new Land Rover Discovery will be the first vehicle to be produced at the Slovakia plant. Subject to feasibility studies, Jaguar Land Rover has the option to invest a further GBP500 million to expand capacity to 300,000 units annually. In June 2016, Jaguar Land Rover opened its first wholly-owned international manufacturing plant in Brazil, which manufactures the Evoque and Discovery Sport for the local market.

***Continuing focus on high quality and enhancing customer satisfaction***

One of our principal goals is to achieve international quality standards for our products and services. We have established a comprehensive purchasing and quality control system that is designed to consistently deliver quality products and superior service. We also have a program for assisting vendors from whom we purchase 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.

Through close coordination supported by our IT systems, we monitor quality performance in the field and implement corrections on an ongoing basis to improve the performance of our products, thereby improving customer satisfaction. We believe our extensive sales and service network has also enabled us to provide quality and timely customer service. We are encouraging focused initiatives at both sales and service touch points to enhance customer experience and strive to be best in class, and we believe that the reach of our sales, service and maintenance network provides us with a significant advantage over our competitors. We ranked second in the J.D. Power Asia Pacific 2016 India Customer Service Index (CSI) Study score, moving up from the third spot last year.

In our passenger vehicle segment, we launched the Tiago, Hexa and Tigor in Fiscal 2017. The Tiago received a strong response and accolades with 18 awards during the year.

| S.No | Media             | Award Show                                     | Category  |
|------|-------------------|--|---|
| 1    | Overdrive         | CNBC-TV18 OVERDRIVE Awards 2017                | Compact car of the year                               |
| 2    | NDTV              | Car and Bike Awards 2017                       | Entry hatchback of the year 2017                      |
| 3    |                   |  | Car of the year Award                                 |
| 4    | Motor Vikatan     | Motors Vikatan Awards                          | Hatchback of the Year award                           |
| 5    |                   |  | Value for Money Award                                 |
| 6    | Team BHP          | Team BHP Awards                                | Car of the Year 2016                                  |
| 7    |                   |  | Best Value for Money Car of the Year                  |
| 8    | Autocar India     | 2017 Autocar Awards                            | Tata Tiago<br>Compact Car of the Year                 |
| 9    | BTVi              | The Auto Show Car & Bike India Awards 2017     | Tata Tiago<br>Compact Hatchback Of The Year           |
| 10   | BBC Topgear India | BBC Topgear awards 2017                        | Tata Tiago<br>Compact Car of the Year                 |
| 11   | T3                | Innovation, Technology and Imaging Awards 2017 | MAKE IN INDIA Award                                   |
| 12   | Flywheel          | Flywheel Auto Awards 2017                      | Tata Tiago<br>Flywheel Mid-Size Hatchback of the Year |
| 13   | Vicky.in          | 2016 People's Choice Car and Bike Awards       | Tata Tiago<br>Car of the year                         |
| 14   | MotorBeam         | MotorBeam Awards 2016                          | Readers' choice MotorBeam car of the year             |
| 15   | Autoportal        | Autoportal Best Car Awards 2017                | Best Hatchback of the year                            |

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|    |                  |  |                                     |
|----|------------------|--|-------------------------------------|
| 16 | Evo India        | Times Auto Awards 2016 with evo India & Fast Bikes India | Hatchback of the Year               |
| 17 | Automotive India | Automotive India Awards                                  | Viewers choice car of the year 2016 |
| 18 | Motoring World   | Motoring World Awards 2017                               | Compact Car of the Year: Tata Tiago |

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We also won several awards at the Apollo CV Awards in February 2017, with the Tata Armored Personnel Carrier winning special CV Application of the Year; Prima 2528.K winning MCV Tipper of the Year; Signa 4923.S tractor winning HCV Tractor Cargo Carrier of the Year and the Tata Double Deck tractor trailer winning CV application builder of the Year. One of our dealerships, Cargo Motors, won the Dealership of the Year award.

As a key stakeholder in the Indian trucking industry Tata Motors launched the Use Dipper at Night campaign in 2016 to help promote safe sexual health among Indian truck drivers. This was a highly successful campaign winning numerous global and regional awards, including:

Cannes 2016:

Silver for Public Health Service (Media Category)

Bronze for Education Service (Health & Wellness Category)

Spikes Asia 2016:

Silver at Spikes Asia 2016 under Education & Awareness (including Fundraising and Advocacy) category.

Bronze in the Promotional Item Design category.

Bronze in the Health & Wellness Education and Service category.

Effies 2016:

Silver in the category Effie for Good.

Jaguar and Land Rover has received approximately 213 awards from leading international motoring writers, magazines and opinion leaders during Fiscal 2017, reflecting the strength of its model line-up, design and engineering capabilities. A selection of recent awards is listed below.

| <b>Award</b>  | <b>Model</b>       | <b>Awarding Institution</b>  | <b>Date</b>   |
|---|--------------------|------------------------------|---------------|
| Best Saloon Car (Mid-Full size)                                   | Jaguar XF          | Golden Steering Wheel Awards | November 2016 |
| Sport Auto Award  | Jaguar F-TYPE      | Auto Motor Sport             | October 2016  |
| Compact SUV of the Year 2016                                      | Jaguar F-PACE      | Auto Express Awards          | July 2016     |
| SUV of the Year   | Range Rover Evoque | Off Road Award Off Road      | June 2016     |
| Most Popular SUV  | Discovery Sport    | Honest John                  |               |
| Best vehicle in Sports car/ Coupe/ Roadster/ Convertible category | Jaguar F-TYPE      | Top 5 AUTO Ceremony          | May 2016      |
| Autocar Star Award  | Range Rover Sport  | Autocar                      | May 2016      |

***Environmental performance***

Jaguar Land Rover's strategy is to invest in products and technologies that are ahead of expected stricter environmental regulations and ensure that it benefits from a shift in consumer awareness of the environmental impact of their vehicles. Jaguar Land Rover's environmental vehicle strategy focuses on developing new propulsion technology, overall vehicle weight reduction and reducing parasitic losses through the driveline. It has developed diesel hybrid versions of the Range Rover and Range Rover Sport, without compromising the vehicles' off-road capability or load space.

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Jaguar Land Rover uses aluminum and other lightweight materials to reduce overall vehicle weight and improve fuel and CO<sub>2</sub> efficiency. For example, the Jaguar XE is the only vehicle in its class to use an aluminum-intensive monocoque. Jaguar Land Rover plan to continue to build on this expertise and extend the application of aluminum construction as they develop a range of new products. The aluminum body architecture introduced on the Jaguar XE is also used in the new lightweight Jaguar XF and the new Jaguar F-PACE. The all-new Land Rover Discovery uses the same lightweight architecture as the Range Rover and Range Rover Sport.

Jaguar Land Rover is also developing more efficient powertrains and other related technologies. This includes smaller and more efficient 2.0-liter diesel and gasoline engines (now available across the majority of our model range), stop-start, mild and plug-in hybrids as well as battery electric propulsion technologies. Jaguar Land Rover's smaller and more efficient family of Ingenium diesel and gasoline engines as well as the lightweight Range Rover and Range Rover Sport Diesel Hybrids, powered by downsized and more efficient engines and alternative powertrains have all contributed to the improvement of Jaguar Land Rover's carbon footprint.



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Jaguar Land Rover's current product line-up is the most efficient it has ever been and the environmental performance of its vehicles has been further improved through the launch of new models. The new Land Rover Discovery uses lightweight aluminum construction which weighs 480 kg less compared to the old model, thus delivering enhanced fuel-efficiency and reduced CO<sub>2</sub> emissions. The aluminum-intensive Jaguar XE is the most fuel-efficient Jaguar and the first Jaguar Land Rover vehicle to receive a UK VED Band A rating resulting in a GBP0 per annum tax rate for customers. The aluminum-intensive XF delivers improved fuel consumption and CO<sub>2</sub> emission performance. The 2.0-liter Ingenium diesel and gasoline engines, now used extensively in the product line-up, provide significant CO<sub>2</sub> reductions as compared to the outgoing powertrains.

Jaguar Land Rover is also taking measures to reduce emissions, waste and the use of natural resources in all of its operations.

### ***Mitigating cyclicalities***

The automobile industry is impacted by cyclicalities. To mitigate the impact of cyclicalities, we plan to continually strengthen our operations through gaining market share across different segments, and offering a wide range of products in diverse geographies. We also plan to continue to strengthen our business operations other than vehicle sales, such as financing of our 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 in order to reduce the impact of cyclicalities of the automotive industry.

### ***Expanding our international business***

Our international expansion strategy involves entering new markets where we have an opportunity to grow and introducing new products to existing markets in order to grow our presence in such markets. Our international business strategy has already resulted in the growth of our international operations in select markets and chosen segments over the last five years. Based on our internal assessments, in recent years, we have grown our market share across various African and Middle East markets such as Tanzania, Saudi Arabia, and United Arab Emirates, in addition to maintaining our dominant market position in the South Asian markets of Bangladesh, Nepal and Sri Lanka based on data compiled by our country managers. In keeping with our strategy to enter and grow in new regions, we have focused on business in the ASEAN countries, where in recent years we entered Indonesia, Malaysia, Vietnam and the Philippines. We entered Tunisia two years ago, and are already a major player in the pickup truck market.

We have also expanded our international presence through acquisitions and joint ventures. Our acquisition of Jaguar Land Rover significantly expanded our overseas markets. Through Jaguar Land Rover, we offer products in the premium performance car and premium all-terrain vehicle categories with globally recognized brands, and we have diversified our business across markets and product categories as a result. We intend to build upon the internationally recognized brands of Jaguar Land Rover. The production of the Range Rover Evoque commenced at the China Joint Venture in October 2014 and went on general retail sale in China in February 2015. Production of the Discovery Sport was also added as the second vehicle to be manufactured at the China joint venture in Fiscal 2016, which went on general retail sale in November 2015 and in September 2016, sales of the long wheelbase Jaguar XFL from our China joint venture began. The Company will aim to continue to build upon the internationally recognized brands of Jaguar Land Rover. Jaguar Land Rover also has ambitious plans to continue to develop the product range, for example by introducing the new Range Rover Velar, which commences sale in the summer of 2017. Jaguar Land Rover intends to expand its global footprint by increasing marketing and its global dealer network as well as expanding its manufacturing base in the United Kingdom and internationally, including the new manufacturing facility in Brazil, which opened in June 2016, and at the new manufacturing plant in Slovakia where production of the Land Rover Discovery is scheduled to commence in Fiscal 2018.

Our joint venture with the Thonburi Group, Tata Motors (Thailand) Limited, is also focusing on increasing its geographical reach by introducing Thailand-manufactured pickup trucks in other Asian markets. Thailand-produced pickup trucks were introduced in Malaysia in the beginning of Fiscal 2015.

During Fiscal 2008, we established a joint venture company to undertake manufacture and assembly operations in South Africa, which has been one of our 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 South African and Mozambique markets and, in Fiscal 2017, sold 703 chassis.

### ***Reducing operating costs***

We believe that our scale of operations provides us with a significant advantage in reducing costs and we plan to continue to sustain and enhance this cost advantage.



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Our ability to leverage our technological capabilities and our manufacturing facilities among our commercial vehicle and passenger vehicle businesses enables us to reduce cost. For example, the diesel engine used in our 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 us to reduce capital investment that would otherwise be required, while allowing us to improve the utilization levels at our manufacturing facilities. Where appropriate, we intend to apply our existing low-cost engineering and sourcing capability to Jaguar Land Rover vehicles.

Our vendor relationships also contribute to our cost reductions. For example, we believe that the vendor rationalization program that we are undertaking will provide economies of scale to our vendors, which would benefit our cost programs. We are also undertaking various internal and external benchmarking exercises that would enable us to improve the cost effectiveness of our components, systems and sub-systems.

We have intensified efforts to review and realign our cost structure through a number of measures such as reduction of manpower costs and rationalization of other fixed costs. Our Jaguar Land Rover business continues to focus on cost management initiatives such as streamlining its purchasing processes and building on its strong relationships with suppliers while increasing employee deployment and flexibility across its sites. In addition, as explained above, our Jaguar Land Rover business continues to increase its use of its new modular aluminum architecture across vehicle platforms.

### ***Enhancing capabilities through the adoption of superior processes***

Tata Sons and the entities promoted by Tata Sons, including us, 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 institutionalized an approach, called the Tata Business Excellence Model, which has been formulated along the lines of the Malcolm Baldrige National Quality Award to enable us to improve performance and attain higher levels of efficiency in our businesses and in discharging our 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. Our adoption and implementation of this model seeks to ensure that our business is conducted through superior processes.

We have deployed a balance score card system for measurement-based management and feedback. We have also deployed a new product introduction process for systematic product development and a PLM system for effective product data management across our organization. We have adopted various processes to enhance the skills and competencies of our employees. We have also enhanced our performance management system, with appropriate mechanisms to recognize talent and sustain our leadership base. We believe these will enhance our way of doing business, given the dynamic and demanding global business environment.

### ***Expanding customer financing activities***

With financing a critical factor in vehicle purchases, and in light of the rising consumer aspirations in India, we intend to expand our vehicle financing activities to enhance our sales. In addition to improving our competitiveness in customer attraction and retention, we believe that expanding the financing business may also contribute toward moderating the impact on our financial results from the cyclical nature of vehicle sales. As part of our efforts, we have teamed up with various public sector, cooperative and Grameen banks to introduce new financing schemes. TMFL has increased its reach by opening a number of limited services branches in tier 2 and 3 towns. During Fiscal 2017, 49 spoke branches were introduced. These branches are attached to hub branches, which increase customer touchpoint and expedite loan processing times. This has reduced turnaround times and, we believe, improved customer satisfaction. TMFL's channel finance initiative and fee-based insurance support business have also helped improve profitability. To facilitate increased sales, we are also working on arranging financing tie-ups in our international markets.

### ***Continuing to invest in technology and technical skills***

We believe we are one of the most technologically advanced indigenous vehicle manufacturers in India. Over the years, we have enhanced our technological strengths through extensive in-house research and development activities. Further, our research and development facilities at our subsidiaries, such as TMETC, TDCV, TTL, and Trilix, together with the two advanced engineering and design centers of Jaguar Land Rover, have increased our capabilities in product design and engineering. In our Jaguar Land Rover business, we are committed to investments in new technologies to develop products that meet the challenges and opportunities of the premium market, including developing sustainable technologies, like electric propulsion, to improve fuel economy and reduce CO<sub>2</sub> emissions. We consider technological leadership to be a significant factor in continued success, and therefore intend to continue to devote significant resources to upgrade our technological base.



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### ***Maintaining financial strength***

Our cash flow from operating activities in Fiscal 2017 and 2016 was Rs.303,107 million and Rs.374,713 million, respectively. Our operating cash flows are primarily due to our Jaguar Land Rover business, implementation of cost reduction programs, and prudent working capital management. We have established processes for project evaluation and capital investment decisions with an objective to enhance our long-term profitability.

### ***Leveraging brand equity***

We believe customers associate the Tata name with reliability, trust and ethical value, and that our 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. We recognize the need for enhancing our brand recognition in highly competitive markets in which we compete with internationally recognized brands. We, 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 we plan to increase our presence. Supported by the Tata brand, we believe our product brands such as the Indica, Indigo, Sumo, Safari, Aria, Venture, Nano, Ace, Magic and Prima, Daewoo, Jaguar, Range Rover and Land Rover are highly regarded, which we intend to continue to nurture and promote. At the same time, we will continue to build new brands, such as the newly launched SIGNA range of M&HCVs, and the Tiago, the Hexa and the Tigor to further enhance our brand equity.

In Fiscal 2017, we introduced a new sub-brand, TAMO, to leverage new business models and technologies. It is a fast-paced vertical working in an incubator environment for providing innovative mobility solutions. TAMO as a new, separated vertical will operate in the first step on a low volume, low investment model to provide fast tracked proofs of technologies and concepts. TAMO will act as an open platform to network with global startups and leading tech companies, to get access to trends, innovations and solutions, for the design of exciting future products and services. For the rapidly changing automotive environment, TAMO is expected to transform the experience of interfacing and interacting with customers and the wider community. TAMO provides a digital eco-system, which will be leveraged by Tata Motors to support the mainstream business in the future.

Our commercial vehicle initiative, Project Neev, provides a growth program for rural India designed to promote self-employment. Local, unemployed rural youth have been enrolled and trained to work from home as promoters of our commercial vehicles. Project Neev is currently operational in 19 states in India and has engagements in 456 districts and 3,613 sub-districts, which covers more than 470,500 villages. The rural penetration drive initiated through Project Neev has deployed an approximately 6,500 member dedicated team in towns and villages with populations of less than 50,000. Project Neev currently completed its fifth wave of expansion, and we anticipate that it will operate in all major states across India within the next couple of years. This program has been appreciated and recognized in various forums, such as the Rural Marketing Association of India Flame Awards for excellence in the field of rural marketing.

In light of the positive response received by Truck World: Advanced Trucking Expo, which was launched in Fiscal 2015, we organized five Truck World events in Fiscal 2017 at Chandigarh, Hyderabad, Guntur, Kanpur and Delhi. This exposition showcases our offering of medium and heavy commercial vehicles, alongside our own service-related brands, such as Tata Genuine Parts, Tata Delight and Tata FleetMan.

Another initiative through our commercial vehicles business is TATA-OK. TATA-OK seeks to promote our commercial vehicles by capturing new customer segments (such as economical and used vehicle buyers), promoting the sale of new vehicles through the exchange of used commercial vehicles at our dealerships, increasing the resale value of its commercial vehicles products, and facilitating deeper customer engagement and thereby promoting brand loyalty. TATA-OK retailed over 9000 vehicles in Fiscal 2017.

We offer a variety of support products and services for our customers. Tata FleetMan, our telematics and fleet management service, is designed to enable the commercial sector to boost productivity and profitability. With the goal of bringing the most advanced technology in this area to our customers, we have entered into a partnership with UK-based Microlise Limited to introduce global standards of telematics and fleet management solutions into the Indian logistics and transport industry, to enhance Tata FleetMan's telematics systems through upgrades of the underlying technology and to develop the next generation of fleet telematics solutions for the Indian transport industry. Original equipment fitment of Tata Fleetman commenced in Fiscal 2016, and as of Fiscal 2017, we have covered the entire Prima and tractor-trailer range.

In Fiscal 2017, we introduced Tata Kavach, which, after an accident, delivers a vehicle in 15 days following approval by the insurance company or pays a penalty to the customer. Tata Alert continues to provide breakdown assistance 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 on-site service support system that deploy a container on-site, which houses the repair equipment, while the repairs are done in the open. In addition, we offer on-demand annual

maintenance contracts or AMCs, which provides maintenance solutions to all customers for a wide range of vehicles, including large fleet owners.

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We offer triple benefit insurance products for some of our commercial vehicles, which provide coverage with zero depreciation, loss of revenue, and replacement for total loss in case of accident. We offer a warranty of 4 years/400,000 kilometers on drivelines for our entire range of heavy trucks with 16 tons and higher GVW.

As of March 2017, the Humare Bus Ki Baat Hain a campaign started in 2013 to cultivate safe practices of school bus drivers, promote our brand and build connections with riders and other stakeholders, has conducted 1,792 sessions, covering 2,313 schools in 299 cities/towns and engaged with over 96,586 school staff. In January 2015, we launched Tata SKOOLMAN, a student and school bus safety initiative, which is a telematics-based tracking solution, as a standard accessory for Tata Ultra range of school buses. In June 2016, we organized a School Bus Expo in Bangalore, in which we exhibited our entire range of school buses and vans, namely the Iris, Magic, Winger, CityRide EX, Starbus and the Starbus Ultra, and also showcased Tata Skoolman. During Fiscal 2017, we also organized Season 4 of the T1 Prima Truck Racing Championship (ETRC) drivers in addition to the current crop of racers from the British Truck Racing Association (BTRA), the first female truck driver and an expansion of the Indian truck driver racing training program called the T1 Racer Program . The T1 Racer Program (TRP) is a program started in 2016 to identify regular Indian truck drivers and train them to become racers. Fiscal 2017 also saw the unveiling of a 1,000 bhp truck, which will feature as the racing platform for future editions.

**Overview of Automotive Operations**

We sold 1,157,808, 1,064,596 and 997,550 units in Fiscal 2017, 2016 and 2015, respectively, consisting of 557,002 units of Tata and other brand vehicles and 600,806 units (including retail sales from the China Joint Venture) of Jaguar Land Rover vehicles in Fiscal 2017. In terms of units sold, our largest market is India where we sold 480,915 and 452,260 units during Fiscal 2017 and 2016 (constituting 41.5% and 42.5% of total sales in Fiscal 2017 and Fiscal 2016, respectively), followed by Europe, where we sold 142,601 units and 130,241 units in Fiscal 2017 and 2016, respectively (constituting 12.3% and 12.2% of total sales in Fiscal 2017 and 2016, respectively). A geographical breakdown of our revenue is set forth in Item 5.A Operating Results Geographical breakdown .

Our total sales (including international business sales, Jaguar Land Rover sales and sales by our China Joint Venture) in Fiscal 2017, 2016 and 2015 are set forth in the table below:

| Category                             | Year ended March 31 |               |                  |               |                |               |
|--------------------------------------|---------------------|---------------|------------------|---------------|----------------|---------------|
|                                      | 2017                |               | 2016             |               | 2015           |               |
|                                      | Units               | %             | Units            | %             | Units          | %             |
| Passenger cars                       | 319,638             | 27.6%         | 212,152          | 19.9%         | 199,824        | 20.0%         |
| Utility vehicles                     | 442,073             | 38.2%         | 461,491          | 43.4%         | 420,533        | 42.2%         |
| Light Commercial Vehicles            | 216,222             | 18.7%         | 205,531          | 19.3%         | 222,006        | 22.3%         |
| Medium and Heavy Commercial Vehicles | 179,875             | 15.5%         | 185,422          | 17.4%         | 155,187        | 15.5%         |
| <b>Total</b>                         | <b>1,157,808</b>    | <b>100.0%</b> | <b>1,064,596</b> | <b>100.0%</b> | <b>997,550</b> | <b>100.0%</b> |

**Tata and other brand vehicles**

The following table sets forth our total sales of Tata and other brand vehicles:

| Category                             | Year ended March 31 |               |                |               |                |               |
|--------------------------------------|---------------------|---------------|----------------|---------------|----------------|---------------|
|                                      | 2017                |               | 2016           |               | 2015           |               |
|                                      | Units               | %             | Units          | %             | Units          | %             |
| Passenger cars                       | 140,887             | 25.3%         | 110,046        | 21.1%         | 121,741        | 23.2%         |
| Utility vehicles                     | 20,018              | 3.6%          | 19,512         | 3.8%          | 25,588         | 4.9%          |
| Light Commercial Vehicles            | 216,222             | 38.8%         | 205,531        | 39.5%         | 222,006        | 42.3%         |
| Medium and Heavy Commercial Vehicles | 179,875             | 32.3%         | 185,422        | 35.6%         | 155,187        | 29.6%         |
| <b>Total</b>                         | <b>557,002</b>      | <b>100.0%</b> | <b>520,511</b> | <b>100.0%</b> | <b>524,522</b> | <b>100.0%</b> |

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Our overall vehicle sales for Tata and other brand vehicles increased by 7.0% to 557,002 units in Fiscal 2017 from 520,511 units in Fiscal 2016. The revenue attributable to Tata and other brand vehicles (before inter-segment elimination) increased by 5.7% to Rs.518,431 million in Fiscal 2017, compared to Rs.490,344 million in Fiscal 2016. Fiscal 2017 was marked by politically and economically significant events, including circumstances surrounding Brexit, demonetization in India and Mr. Trump's victory in the 2016 U.S. presidential elections. Although demonetization contributed to a 2.3% decline in the industry sale of Passenger Vehicles and Commercial Vehicles in December 2016, it has been less disruptive than anticipated. The impact of Brexit and changes in U.S. policy remain to be seen.



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According to data released by the Society of Indian Automobile Manufacturers (SIAM), in Fiscal 2017, Indian automotive industry (PV & CV) recorded 8.2% growth in domestic sales as compared to 8.0% growth in Fiscal 2016. The passenger vehicle (PV) grew 9.2% in Fiscal 2017 (as compared to 7.2% in Fiscal 2016). Stable crude oil prices, lower inflation and lower interest rates in Fiscal 2017 contributed to an improvement in consumer sentiment, which in turn contributed to an increase in passenger vehicle sales. On the other hand, commercial vehicle industry registered 4.2% growth in Fiscal 2017 as compared to 11.5% growth in previous fiscal. Despite expectations of higher capital expenditures and revivals in the mining, quarrying and manufacturing sectors, commercial vehicle industry witnessed lower growth mainly due to a slowdown in economic activity led by demonetization and weak industrial growth.

We sold 557,002, 520,511 and 524,522 units of Tata and other brand vehicles in Fiscal 2017, 2016 and 2015, respectively. Of the 557,002 units sold overall in Fiscal 2017, we sold 480,915 units of Tata and other brand vehicles in India, while 76,087 units were sold outside of India, compared to 452,260 units and 68,251 units, respectively, in Fiscal 2016. Our share of the Indian four wheeler automotive vehicle market, which consists of automobile vehicles other than two- and three-wheeler categories, decreased from 13.1% in Fiscal 2016 to 12.8% in Fiscal 2017. We maintained our leadership position in the commercial vehicle category in the industry, which was characterized by increased competition during the year. The passenger vehicle market also continued to be subject to intense competition.

A principal reason for the decline in the volume of sales of Tata and other brand vehicles, mainly medium and heavy commercial vehicles, is the weak replacement - led demand, impact on cash availability due to demonetization and lower than expected pre-buying (ahead of the implementation of BSIV norms.)

The following table sets forth our market share in various categories in the Indian market based on wholesale volumes:

| Category                               | Year ended March 31 |              |              |
|--|---------------------|--------------|--------------|
|  | 2017                | 2016         | 2015         |
| Passenger cars <sup>1</sup>            | 6.5%                | 5.3%         | 5.9%         |
| Utility vehicles <sup>2</sup>          | 2.1%                | 2.7%         | 3.7%         |
| Light commercial vehicles <sup>3</sup> | 41.1%               | 42.2%        | 47.0%        |
| Medium and heavy commercial vehicles   | 49.2%               | 51.9%        | 54.4%        |
| <b>Total Four-Wheel Vehicles</b>       | <b>12.8%</b>        | <b>13.1%</b> | <b>14.1%</b> |

Source: Society of Indian Automobile Manufacturers Report and our internal analysis.

<sup>1</sup> Passenger Cars market share data includes sales of Fiat vehicles distributed by us and Jaguar Land Rover vehicles sold in India.

<sup>2</sup> Utility Vehicles market share data includes the market share for Vans V1 category (i.e., Tata Venture) and excludes Vans V2 segment (i.e., Tata Ace Magic).

<sup>3</sup> Light Commercial Vehicles market share data includes the market shares for Vans V2 category (i.e., Tata Ace Magic) in accordance with SIAM's classification of passenger vehicles.

### *Passenger vehicles in India*

Industry-wide sales of passenger vehicles grew by 9.6% in Fiscal 2017, compared to 7.6% in Fiscal 2016. The growth in sales volumes was reflected across both passenger vehicle categories and was primarily attributable to reduced fuel prices, improved consumer sentiment, and lower interest rates. Hatchback sales remained flat, but sedans continued to show growth with new launches. The utility vehicle category has also shown significant growth, mainly with strong performances in softroad SUVs and multi-purpose vehicles.

Reflecting growth in the Indian passenger vehicle sector, our passenger vehicle sales in India increased by 24.9% to 156,731 units in Fiscal 2017 from 125,477 units in Fiscal 2016, due to new-product offerings by us, compared to our competitors.

### *Passenger Cars*

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During Fiscal 2017, in the passenger car category, our sales increased by 29.4% to 138,152 units from 106,733 units in Fiscal 2016 and our overall market share of passenger cars in India was higher at 6.5% in Fiscal 2017, as compared to 5.3% during Fiscal 2016. In April 2017, we launched the Tiago and sold 59,814 units in Fiscal 2017. Tata Tigor was launched in last week of March 2017. These new product offerings have helped us increase the market share and vehicle volumes of our passenger cars.

**Table of Contents***Utility vehicles*

Our sales in the utility vehicles category decreased marginally by 0.9% in Fiscal 2017 to 18,579 units from 18,744 units in Fiscal 2016. Our share in the overall utility vehicles category has declined mainly due to a lack of presence in the growing compact SUV and softroader categories, resulting in our overall market share of utility vehicles in India decreasing to 2.1% in Fiscal 2017 from 2.7% during Fiscal 2016. In January 2017, we launched the Hexa, a crossover.

*Commercial vehicles in India*

Sales of commercial vehicles in India increased by 3.2% in Fiscal 2017, compared to 9.6% in Fiscal 2016. However, in Fiscal 2017, we recorded commercial vehicle sales of 324,184 units, as compared to 326,783 units in Fiscal 2016, registering a decrease of 0.8%, as compared to an increase of 2.8%.

*M&HCVs*

Industry-wide sales in the M&HCV category increased marginally by 0.04% in Fiscal 2017, as compared to 30.3% in Fiscal 2016. Weak replacement-led demand, subdued freight demand from industrial segments which was further hit by demonetization and lower than expected pre-buying ahead of Bharat Stage IV conversion resulted in a 7.7% decrease in our M&HCV truck sales as compared to Fiscal 2016. However, our sales of M&HCV buses grew by 16.5% in Fiscal 2017.

In Fiscal 2017, our sales in the M&HCV category decreased by 5.3% to 148,776 units in Fiscal 2017 from 157,120 units in Fiscal 2016. Apart from weak replacement-led demand and subdued freight demand, our sales were also affected by the government's demonetization program, which led to a cash shortage and consumers, apprehensive of the uncertainty surrounding demonetization, choosing to defer their purchases following the cessation of the program. Sales were also affected by the Supreme Court judgement prohibiting the sale of all Bharat Stage III vehicles from April 1, 2017. This led to an increased focus at the dealer level to reduce the levels of unsold stock. The M&HCV buses, however, grew by 16.5% outperforming the industry due to strong demand from State Transport Undertakings (STUs).

Our overall market share of M&HCV sales in India decreased to 49.2% in Fiscal 2017 from 51.9% in Fiscal 2016, primarily due to increased competition.

*LCVs*

The overall flat growth in sales in the M&HCV category was marginally offset by an increase of sales in the LCV category by 5.6% to 427,384 units in Fiscal 2017 from 401,908 units in Fiscal 2016. Though the LCV truck industry started recovering in January, the process has been slower than anticipated, primarily due to the negative effects of demonetization and GST uncertainty.

Our sales in the LCV category grew by 3.4% to 175,408 units in Fiscal 2017 from 169,663 units in Fiscal 2016 due to the increase in the LCV market industry wide. Our overall market share of LCV sales in India increased to 41.1% in Fiscal 2017 from 42.2% during Fiscal 2016. Our LCV truck segment saw a growth of 7.1% year-on-year against the industry growth of 7.9%.

*Tata and other brand vehicles Exports*

International business has consistently expanded since its inception in 1961. We have a global presence in more than 46 countries, including all South Asian Association for Regional Cooperation countries, South Africa, Africa, Middle East, Southeast Asia and Ukraine. We market a range of products including M&HCV trucks, LCV trucks, buses, pickups and small commercial vehicles. Our international business has also been bolstered by our entry into the ASEAN region, including Indonesia, Malaysia, Philippines, Vietnam as well as with the introduction of our new range of world-class products, the Prima and the Ultra, in various markets during Fiscal 2017, which we anticipate offering in additional markets in Fiscal 2018.

Our overall sales in international markets increased by 11.5% to 76,087 units in Fiscal 2017 from 68,251 units in Fiscal 2016. Our exports of vehicles manufactured in India increased by 12.8% in Fiscal 2017 to 62,830 units from 55,698 units in Fiscal 2016. The improvement of the geopolitical situation in the South Asian Association for Regional Cooperation region has contributed to an increase in investment in capital goods, which has helped us to improve volumes in this region generally, and particularly in Bangladesh. In addition, the launch of new models in the Middle East and Africa region, along with the opening up of new markets in this region, contributed to an increase in international sales volumes. Our top five export destinations for vehicles manufactured in India, that is, Bangladesh, Sri Lanka, Nepal, South Africa and Indonesia, accounted for approximately 79% and 93% of the exports of commercial vehicles and passenger vehicles, respectively. We intend to strengthen

our position in the geographic areas we are currently operating in and explore possibilities of entering new markets with similar market characteristics to the Indian market.

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TDCV, our subsidiary company engaged in the design, development and manufacturing of M&HCVs, witnessed an increase in the overall sales by 13.8% to 10,317 commercial vehicles in Fiscal 2017 from 9,067 commercial vehicles in Fiscal 2016. In the South Korean market, TDCV's sales increased by 25.0% from 7,036 commercial vehicles in Fiscal 2016 to 8,795 commercial vehicles in Fiscal 2017, primarily due to strong demand from construction sector and replacement demand inducing factors such as low interest rates and diesel prices. The export market scenario was very challenging in Fiscal 2017. Factors like persistently low oil prices, local currency depreciation against the U.S. dollar, continuing statutory regulations to reduce imports, the slowdown in Chinese economy impacting commodity exporting countries, and increased dealer inventory adversely impacted TDCV's exports in major markets, such as GCC, Russia, Algeria, Vietnam and South Africa. The export sales were 1,522 commercial vehicles, 25.1% lower compared to 2,031 commercial vehicles in Fiscal 2016.

### *Tata and other brand vehicles Sales and Distribution*

Our sales and distribution network in India as at March 2017 comprised approximately 3,887 contact points for sales and service for our passenger and commercial vehicle business. Our subsidiary TDCL acts as a dedicated distribution and logistics management company to support the sales and distribution operations of our vehicles in India. We believe this has improved the efficiency of our selling and distribution operations and processes. We use a network of service centers on highways and a toll-free customer assistance center to provide 24-hour on-road side assistance, including replacement of parts, to vehicle owners.

TDCL provides distribution and logistics support for vehicles manufactured at our facilities and has set up stocking points at some of our plants and at different places throughout India. TDCL helps us improve planning, inventory management, transport management and timing of delivery. We have a new customer relations management system, or CRM, at all of our dealerships and offices across the country, which supports users both at our company and among our distributors in India.

We market our commercial and passenger vehicles in several countries in Africa, the Middle East, South East Asia, South Asia, Latin America, Australia, Russia and the Commonwealth of Independent States countries. We have a network of distributors in all such countries, where we export our vehicles. Such distributors have created a network of dealers and branch offices and facilities for sales and after-sales servicing of our products in their respective markets. We have also stationed overseas resident sales and service representatives in various countries to oversee our operations in the respective territories.

### *Tata and other brand vehicles Competition*

We face 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. We have designed our products to suit the requirements of the Indian market based on specific customer needs, such as safety, driving comfort, fuel efficiency and durability. We believe that our 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. We also offer a wide range of optional configurations to meet the specific needs of our customers. We intend to develop and are developing products to strengthen our product portfolio in order to meet the increasing customer expectation of owning world-class products.

### *Tata and other brand vehicles Seasonality*

Demand for our vehicles in the Indian market is subject to seasonal variations. Demand generally peaks between January and March, although there is a decrease in demand 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.

### *Tata and other brand vehicles Vehicle Financing*

Through our subsidiary TMFL, we also provide financing services to purchasers of our vehicles through our independent dealers, who act as our agents, and through our branch network. The vehicle financing is intended to encourage sales of vehicles by providing financing to the dealers customers and as such is an integral part of the automotive business. TMFL disbursed Rs.92,976 million and Rs.89,850 million in vehicle financing in India during Fiscal 2017 and 2016, respectively. During Fiscal 2017 and 2016, approximately 22% and 23%, respectively, of our vehicle sales in India were made by the dealers supported by TMFL. As at March 31, 2017 and March 31, 2016, total vehicle finance receivables outstanding amounted to Rs.175,633 million and Rs.163,370 million, respectively, and the customer finance receivable portfolio comprised 552,991 and 584,101 contracts, respectively. Our gross finance receivables amounted to Rs.211,608 million and Rs.207,502 million as at March 31, 2017 and 2016, respectively. We follow specified internal procedures, including quantitative guidelines, for selection of our finance

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customers. We originate all contracts through our authorized dealers and direct marketing agents with whom we have agreements. All of our marketing, sales and collection activities are undertaken through dealers or by TMFL.

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We securitize or sell our finance receivables on the basis of the evaluation of market conditions and funding requirements. The constitution of these pools is based on criteria that are decided by credit rating agencies and/or based on the advice that we receive regarding the marketability of a pool. We undertake these securitizations of our receivables due from purchasers by means of private placement.

We act as collection agent on behalf of the investors, representatives, special purpose vehicles or banks, in whose favor the receivables have been assigned, for the purpose of collecting receivables from the purchasers on the terms and conditions contained in the applicable deeds of securitization, in respect of which pass-through certificates are issued to investors in case of special purpose vehicles, or SPVs. We also secure the payments to be made by the purchasers of amounts constituting the receivables under the loan agreements to the extent specified by rating agencies by any one or all of the following methods:

furnishing collateral to the investors, in respect of the obligations of the purchasers and the undertakings to be provided by us;

furnishing, in favor of the investors, 12.69% of the gross receivables as cash collateral, for securitizations done through Fiscal 2017, either by way of a fixed deposit or bank guarantee to secure the obligations of the purchasers and our obligations as the collection agent, based on the quality of receivables and rating assigned to the individual pool of receivables by the rating agency(ies); and

by way of over-collateralization or by investing in subordinate pass-through certificates to secure the obligations of the purchasers.

For further details, see Note 35(b) to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

**Jaguar Land Rover**

In Fiscal 2017, Jaguar Land Rover's wholesale volumes were 600,806 units (including unconsolidated sales from the China joint venture), up 10% compared to Fiscal 2016, primarily reflecting the introduction of the Jaguar F-PACE and continued strong demand for the Land Rover Discovery Sport; however this was partially offset by supply constraints of the Land Rover Defender and Discovery ahead of the start of sales of the all new Discovery in the fourth quarter of Fiscal 2017. Wholesale volumes were up in China (30%), North America (21%), Europe (9%), and the United Kingdom (4%) but down 12% in other Overseas markets, which includes Russia, Brazil and South Africa. In Fiscal 2017, Jaguar wholesale volumes were 178,751 units, up 75% compared to Fiscal 2016, reflecting the introduction of the Jaguar F-PACE and the launch of the XE in the United States in May 2016. Land Rover wholesale volumes were 422,055 units, down 5% compared to the prior fiscal year as continuing strong demand for the Land Rover Discovery Sport, solid sales of the Range Rover Evoque and the start of sales of the all new Discovery were offset by the supply constraints of the Defender and the previous Discovery model.

Total wholesales of Jaguar Land Rover vehicles (including Chery Jaguar Land Rover) with a breakdown between Jaguar and Land Rover brand vehicles, in Fiscal 2017, 2016 and 2015 are set forth in the table below:

|              | Fiscal 2017    |               | Fiscal 2016    |               | Fiscal 2015    |               |
|--------------|----------------|---------------|----------------|---------------|----------------|---------------|
|              | Units          | %             | Units          | %             | Units          | %             |
| Jaguar       | 178,751        | 29.8%         | 102,106        | 18.8%         | 78,083         | 16.5%         |
| Land Rover   | 422,055        | 70.2%         | 441,979        | 81.2%         | 394,945        | 83.5%         |
| <b>Total</b> | <b>600,806</b> | <b>100.0%</b> | <b>544,085</b> | <b>100.0%</b> | <b>473,028</b> | <b>100.0%</b> |

The strengths of the Jaguar Land Rover business include its internationally recognized brands, strong product portfolio of award-winning luxury performance cars, luxury performance SUVs and premium all-terrain vehicles, a global distribution network, strong research and development capabilities and a strong management team.

Retail volumes (including retail sales from the China Joint Venture) in Fiscal 2017 increased by 16% to 604,009 units from 521,571 units in Fiscal 2016, reflecting the introduction of the Jaguar F-PACE, the launch of XE in the US and continued strong demand for the Land Rover

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Discovery Sport which offset the supply constraints of Defender and Discovery with retail sales of the all new Discovery only starting in February 2017. Jaguar XF retail volumes increased in Fiscal 2017 relative to Fiscal 2016 as a result of the launch of the long wheel base XFL from its joint venture in China.



**Table of Contents***United Kingdom*

Industry vehicle sales rose by 2.1% in Fiscal 2017, as compared to Fiscal 2016, broadly in line with economic growth despite the circumstances surrounding Brexit. Jaguar Land Rover retail volumes increased by 16% to 124,755 units in Fiscal 2017 from 107,371 units in Fiscal 2016. Jaguar sales were up 42% in Fiscal 2017, reflecting the introduction of the F-PACE and solid sales of the XF. Land Rover retail volumes increased by 7%, reflecting continued strong demand for Discovery Sport and Evoque as well as solid sales of the Range Rover Sport.

*North America*

Economic performance in North America was generally favorable in Fiscal 2017 as the labor market approached full employment and the Federal Reserve increased interest rates by another 0.25% in March. Passenger car sales were broadly in-line with the prior year but Jaguar Land Rover retail volumes increased by 24% in Fiscal 2017 to 123,527 units from 99,606 units in Fiscal 2016. Jaguar retail sales were up over 150% in North America with the introduction of the F-PACE and XE at the beginning of the year. Land Rover retail sales were 81,949 in Fiscal 2017, down slightly 1.4%, as continued strong demand for the Land Rover Discovery Sport and solid sales of the Range Rover Sport were offset by softer sales of the Range Rover and the Evoque as well as the production constraints of the Discovery.

*Europe*

Passenger car sales increased by 6.9% in Europe supported by positive, albeit low, economic growth, improving labor markets as well as lower inflation. Jaguar Land Rover retail sales of 141,043 units in Europe were higher than in any of our other key regions in Fiscal 2017, up 13% compared to the 124,734 units sold in Fiscal 2016. Jaguar volumes increased by 92% to 40,332 units in Fiscal 2017 compared to 21,051 units in Fiscal 2016 primarily driven by the introduction of the F-PACE and solid sales of XF. Land Rover retail sales were 100,711 units in Fiscal 2017, down 3% compared to the 103,683 units in Fiscal 2016 as solid sales of the Discovery Sport, Range Rover Sport, Range Rover and Evoque were offset by the production constraints of Defender and the prior Discovery Model.

*China*

Passenger car sales in China increased by 14.5% in Fiscal 2017 supported by GDP growth in line with the government's target and a stronger economic performance in the later part of Fiscal 2017. Jaguar Land Rover retail volumes (including sales from the China Joint Venture) increased by 32% to 125,207 units in Fiscal 2017 from 95,167 units in Fiscal 2016. Jaguar retail sales in Fiscal 2017 were 29,351 units, up 93% compared to the 15,230 units sold in Fiscal 2016 led by the introduction of the F-PACE and the start of sales of the long wheelbase Jaguar XFL from our China joint venture in September 2016 as well as positive sales growth of other Jaguar models. Land Rover retail sales were 95,856 units in Fiscal 2017, up 20% compared to the 79,937 units sold in Fiscal 2016 led by strong sales of the Discovery Sport from our joint venture in China, and solid sales growth of Range Rover and Range Rover Sport.

*Other Overseas markets*

Jaguar Land Rover's retail volumes in the other Overseas markets declined by 6% to 89,477 units in Fiscal 2017, compared to 94,693 units in the prior year. Jaguar retail volumes were 22,455 units, up 60% compared to the 14,047 units last year reflecting the introduction of the F-PACE and solid sales of Jaguar's XE and XF saloon models. Land Rover retail volumes were 67,022 units, down 17% on the 80,646 units retailled in Fiscal 2016 as solid sales of the Discovery Sport were offset by the production constraints of the Defender and Discovery as well as softer sales of Range Rover, Range Rover Sport and Evoque.

We sold 2,393 units of Jaguar Land Rover vehicles in India through our exclusive dealerships in Fiscal 2017, down 16.0% compared to the 2,844 units sold in Fiscal 2016. Currently, the Jaguar XE, XF, XJ, Range Rover Evoque and Land Rover Discovery Sport models are assembled in Pune, India and are not subject to certain import duties. We expect that continued efforts toward dealership network expansion and local manufacturing of Jaguar Land Rover products will enable us to further penetrate the premium/luxury automotive passenger car market in India.

*Jaguar Land Rover Sales & Distribution*

As at March 31, 2017, Jaguar Land Rover distributes its vehicles in approximately 124 markets for Jaguar and approximately 136 markets for Land Rover globally. Sales locations for vehicles are operated as independent franchises. Jaguar Land Rover is represented in its key markets through its National Sales Companies, or NSCs, as well as third-party importers. Jaguar and Land Rover have regional offices in certain select countries that manage customer relationships and vehicle supplies and provide marketing and sales support to their regional importer markets. The remaining importer markets are managed from the United Kingdom.

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Jaguar Land Rover products are sold through a variety of sales channels: through its dealerships for retail sales; for sale to fleet customers, including daily rental car companies; commercial fleet customers; leasing companies; and governments. Jaguar Land Rover does not depend on a single customer or small group of customers to the extent that the loss of such a customer or group of customers would have a material adverse effect on its business.

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As at March 31, 2017, Jaguar Land Rover global sales and distribution network comprised 20 NSCs, 78 importers, 15 export partners and 1,585 franchise sales dealers, of which 1,097 are joint Jaguar and Land Rover dealers.

### *Jaguar Land Rover Competition*

Jaguar Land Rover operates in a globally competitive environment and faces competition from established vehicle manufacturers, some of which are much larger than Jaguar Land Rover, who aspire to move into the premium performance car and SUV markets. Jaguar vehicles compete primarily against other European brands such as Audi, Porsche, BMW and Mercedes Benz. Land Rover and Range Rover vehicles compete largely against SUVs from companies such as Audi, BMW, Infiniti, Lexus, Mercedes Benz, Porsche, Volvo and Volkswagen.

### *Jaguar Land Rover Seasonality*

Jaguar Land Rover volumes are impacted by the bi-annual change in age-related registration plates of vehicles in the United Kingdom, where new age-related plate registrations take effect in March and September. This has an impact on the resale value of the vehicles because sales are clustered around the time of the year when the vehicle registration number change occurs. Seasonality in most other markets is driven by introduction of new model year vehicles and derivatives. Furthermore, Western European markets tend to be impacted by summer and winter holidays, and the Chinese market tends to be affected by the Lunar New Year holiday in either January or February, the PRC National Day and the Golden Week holidays in October. The resulting sales profile influences operating results on a quarter-to-quarter basis.

### **Other Operations**

In addition to our automotive operations, we are also involved in other business activities, including information technology services. Net revenues, before inter-segment elimination, from these activities totaled Rs.31,154 million, Rs.29,116 million and Rs.27,152 million in Fiscal 2017, 2016 and 2015, respectively, representing nearly 1.2%, 1.1% and 1.0% of our total revenues before inter-segment elimination in the corresponding Fiscal periods.

### *Information Technology Services*

As at March 31, 2017, we owned a 72.30% equity interest in our subsidiary, TTL. TTL, founded in 1994 and a part of Tata Motors Group, provides product development IT services solutions for PLM and Enterprise Resource Management, or ERM, to 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, India and the United Kingdom. In Fiscal 2014, TTL acquired Cambric Corporation, an engineering services organization, to achieve greater domain expertise and presence in the industrial equipment sector. TTL has a combined global workforce of around 8,087 professionals serving clients worldwide from facilities in the North America, Europe, and Asia Pacific regions. As at March 31, 2017, TTL has 13 functional subsidiary companies and one joint venture, as well as offshore development centers in India, Thailand and Romania.

The consolidated revenues of TTL increased by 3.8% in Fiscal 2017 to Rs.27,880 million (including sales to Tata Motors Limited and its consolidated subsidiaries) from Rs.26,871 million in Fiscal 2016, due to operations in the automotive and aerospace markets. TTL recorded profit after tax of Rs.3,534 million in Fiscal 2017, reflecting a decrease of 6.8% over Rs.3,791 million in Fiscal 2016.

### **Research and Development**

Over the years, we have devoted significant resources toward our research and development activities. Our research and product development costs, charged to our income statement, in Fiscal 2017, 2016 and 2015 were Rs.34,136 million, Rs.34,688 million and Rs.28,515 million, respectively. Our research and development activities focus on product development, environmental technologies and vehicle safety. In India, our Engineering Research Centre, or ERC, established in 1966, is one of the few in-house automotive research and development centers in India recognized by the Government of India. The ERC is integrated with all of the Tata Motors Global Automotive Product Design and Development Centers in South Korea, Italy and the United Kingdom.



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In Fiscal 2017, the focus was on strengthening our product portfolio to address key gaps in existing market, identify white space opportunity in line with changing trends and introduce value-added technologies to improve the attractiveness of our products. This is in alignment with Tata Motors efforts to make itself FutuReady by embracing new technologies, fostering higher platform efficiency and offering solutions that connect with the aspirations of our customers. For passenger vehicles, the focus is on great design, great driving experience and features. Therefore, the research and development portfolio is aligned towards developing technologies, core competencies and skill sets in these specific domains to ensure impactful and timely delivery of the envisaged future products with class leading product attributes. For commercial vehicles, in addition to design, the main focus areas are occupant comfort, reducing the total cost of ownership, to be a market leader in fuel efficiency and delivering high performance and reliable products.

In addition to this, the Company also runs several innovation projects in the domains of light weighting, xEVs and hybrids, connected vehicles and, ADAS features. While all its current products comply with the existing emission norms, company is gearing up to be ready with the upcoming Bharat Stage VI regulations in India. Product competitiveness for TML engines/vehicles is targeted through customer value propositions such as best-in-class fuel efficiency, superior performance, better total low cost of ownership, increased service interval, reduced downtime and turn-around time. Application specific technology selection and duty cycle based performance optimization are key enablers to achieve these goals. Enhanced fuel efficiency and thereby reduction in carbon footprint is planned to be achieved through various powertrain as well as vehicle level measures. We are investing significantly in development efforts, capital equipment and in infrastructure to meet Bharat Stage VI requirements for all our products over next 2 to 3 years.

In Passenger vehicles, the recently launched Hexa and Tigor Passenger Car received critical recognition from the media and customers for its attributes on design, connectivity, driving dynamics. These Innovative products have unique design and offer unique ownership experience to customers. The Super Drive Modes system in Hexa offers seamless integration of vehicle engine performance, new generation Electronic Stability Program, torque on demand, and intuitive HMI. Switching between four drive modes auto, comfort, dynamic and rough road, provides enhanced ride comfort & stability over different terrains. The premium acoustic experience is introduced in Hexa and Tigor with ConnectNext Infotainment system along with ConnectNext apps suite to attract young minds.

In commercial vehicles, following developments are encouraging:

Electric driveline for various categories of commercial vehicles ranging from last mile passenger transport, mini, midi and large buses to support initiative of green and eco-friendly transport solution and reduce dependency on carbon based fuels.

Series Hybrid Bus with new generation 5L engine with advanced features for eco-friendly operation as well as best in class features for comfort and convenience for commuter especially elderly and physically challenged people.

Advanced automated manual transmission for buses and trucks for optimum fuel economy and ease of driving and fatigue reduction.

Advanced safety features such as collision mitigation, lane departure warning to improve the road safety.

Buses and trucks to run on LNG as alternate fuel for increasing the fuel efficiency as well as spreading the use of alternate fuels. During Fiscal 2017, the Company filed 80 patent applications and 52 design applications. In respect of applications filed in earlier years, 22 patents were granted and 26 designs were registered. Both filing and grant details include national and international jurisdictions.

We plan to continue our endeavor in the research and development space to develop vehicles with reduced cost, time to market and shorter product life cycles. One of the main future initiatives in this direction would be a platform approach of creating bills of material and bills of process that have a high degree of commonality to reduce complexity and enhance ability to the scale. Thus, Advance Modular Platform (AMP) is being developed as next generation, futuristic, scalable and modular platform wherein multiple segment products can be developed with improved economies of scale. This will also enable to reduce number of platform in the long run to make the business FutuReady, reduce complexity and cut costs. Also, Tata Motors aims for timely and successful conclusion of technology projects so as to begin their induction into mainstream products, which will lead to a promising future.

We have constantly adopted new technologies and practices in the digital product development domain to improve the product development process. This has led to better front loading of product creation, validation and testing, which results in greater likelihood of timely delivery and ensuring that new products are properly developed from the beginning. Niche integration tools, systems and processes continue to be enhanced in the areas of CAx, knowledge based engineering, or KBE, product lifecycle management, or PLM and manufacturing planning management, or MPM, for more efficient end-to-end delivery of the product development process. To deliver projects which meets customer target and to do the things right the first time, we are working on one of the critical project known as Requirements Management Design Verification and Validation (RMDV<sup>2</sup>). This project will bring system engineering approach towards our product development process, which will bring all engineering design rules and standards on one platform to meet the design requirement. In terms of physical assets used for product validation and testing, we have state-of-the-art facilities, such as Crash Lab, which is a facility where crash tests are performed, engine development and testing facilities, prototype shop and noise, vibration and harshness refinement facilities. These facilities are used extensively to physically validate the new products in a robust manner before they enter the market.

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Jaguar Land Rover's research and development operations are built around state-of-the-art engineering facilities, test tracks, testing centers, design hubs and a virtual innovation center. Our ERC in India and Jaguar Land Rover's engineering and development operations in the United Kingdom work to enhance the product development process and achieve economies of scale.

Jaguar Land Rover's two design and development centers are equipped with computer-aided design and manufacturing and engineering tools configured to support an ambitious product development cycle plan. In recent years, Jaguar Land Rover has refreshed the entire Jaguar range under a unified concept and design language, and has continued to enhance the design of Land Rover's range of all-terrain vehicles. The majority of Jaguar Land Rover's products are designed and engineered in the United Kingdom. Jaguar Land Rover currently offers hybrid technology on some of its models such as the Range Rover and Range Rover Sport and is also developing more efficient powertrains and other alternative propulsion technologies. This includes smaller and more efficient 2.0-liter diesel and gasoline engines (now available across the majority of our model range), stop-start, mild and plug-in hybrids as well as battery electric vehicles, to satisfy growing customer demand and to further improve the environmental performance of its vehicles.

### **Intellectual Property**

We create, own, and maintain a wide array of intellectual property assets throughout the world that are among our most valuable assets. Our intellectual property assets include patents, trademarks, copyrights, designs, trade secrets and other intellectual property rights. We proactively and aggressively seek to protect our intellectual property in India and other countries.

We own a number of patents and have applied for new patents which are pending for grant in India, as well as in other countries. We have also filed a number of patent applications outside India under the Patent Cooperation Treaty, which we expect will be effective in other countries going forward. We also obtain new patents as part of our ongoing research and development activities.

We own registrations for a number of trademarks and have pending applications for registration of these in India, as well as in other countries. The registrations mainly include trademarks for our vehicle models and other promotional initiatives. We use the Tata brand, which has been licensed to us by Tata Sons. We believe that establishment of the Tata word mark and logo mark in India and around the world is material to our operations. As part of our acquisition of TDCV, we have 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 our Jaguar Land Rover business, ownership (or co-ownership, as applicable) of core intellectual property associated with Jaguar Land Rover was transferred to us; however, such intellectual property is still ultimately owned by Jaguar Land Rover entities. Additionally, perpetual royalty-free licenses to use other essential intellectual property from the third parties have been granted to us for use in Jaguar and Land Rover vehicles. Jaguar Land Rover owns registered designs to protect the design of its vehicles in several countries.

In varying degrees, all of our intellectual property is important to us. In particular, the Tata, Jaguar, Land Rover and Range Rover brands are integral to the conduct of our business, a loss of which could lead to dilution of our brand image and have a material adverse effect on our business.

### **Components and Raw Materials**

The principal materials and components required by us 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, such as paints, oils, thinner, welding consumables, chemicals, adhesives and sealants, and fuels. We also require aggregates such as axles, engines, gear boxes and cams for our vehicles, which are manufactured in-house or by our subsidiaries, affiliates, joint ventures or operations and strategic suppliers. We have long-term purchase agreements for certain critical components such as transmissions and engines. We have established contracts with certain commodity suppliers to cover our own as well as our suppliers' requirements in order to moderate the effect of volatility in commodity prices. We have also undertaken special initiatives to reduce material consumption through value engineering and value analysis techniques.

Our sourcing department in India has two divisions, namely, purchasing and supplier quality (P&SQ), and supply chain management (SCM). Purchasing oversees the commercial aspects of products sourcing. They also oversee the allocation of share of business. The supplier quality division is responsible for APQP and managing ongoing supplier relationships. SCM oversees the supply and delivery of parts from our suppliers. Our purchasing back office, known as GDC, supports the Purchasing division in managing all transactional work in SAP ERP system. In Fiscal 2016, we launched STAR++, an IT system for RFQ management and supplier selection process.





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As part of our strategy to become a value for money vehicle manufacturer, we have undertaken various initiatives to reduce our fixed and variable costs. We started an e-sourcing initiative in India in 2002, pursuant to which we procure some supplies through reverse auctions. We also use external agencies as third-party logistic providers. This has resulted in space and cost savings. Our initiatives to leverage information technology in supply chain activities have resulted in improved efficiency through real time information exchange and processing with our suppliers. We continue to explore saving opportunities through our supplier base using various mechanisms such as our Value Addition and Value Engineering (VAVE) initiative and competitive sourcing.

We have an established supplier quality sixteen-step process in order to ensure quality of outsourced components. We formalized the component development process using Automotive Industry Action Group guidelines. We also have a program for assisting suppliers from whom we purchase raw materials or components to maintain quality. Preference is given to suppliers with TS 16949 certification. We also maintain 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 supplier partners to eliminate production defects.

We are also exploring opportunities for increasing the global sourcing of parts and components from low cost countries, and have in place a supplier management program that includes supplier base upgradation, supplier quality improvement and supplier satisfaction surveys. We have begun to include our supply chain in our 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 for use in Jaguar Land Rover vehicles are steel and aluminum, in sheet (for in-house stamping) or externally in pre-stamped form, aluminum castings and extrusions, iron/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 components such as seats, cockpits and doors, plastic finishers and plastic functional parts, glass and consumables (paints, oils, thinner, welding consumables, chemicals, adhesives and sealants) and fuels. Jaguar Land Rover also requires certain highly functional components, such as axles, engines and gear boxes for its vehicles, which are mainly manufactured by strategic suppliers. We have long-term purchase agreements for critical components, such as transmissions (ZF Friedrichshafen AG) and engines (Ford and Ford-PSA) The components and raw materials in Jaguar Land Rover cars include steel, aluminum, copper, platinum, palladium and a number of other commodities. Jaguar Land Rover has established contracts with certain commodity suppliers (e.g. Novelis) to cover its own and its suppliers requirements to mitigate the effect of price volatility and supply disruption. Special initiatives are also undertaken to reduce material consumption through value engineering and value analysis techniques.

Jaguar Land Rover works closely with its suppliers to meet its requirements for parts and components. Jaguar Land Rover has established quality control programs to ensure that externally purchased raw materials and components are monitored and meet its quality standards. Jaguar Land Rover also outsources many of the manufacturing processes and activities to various suppliers. Where this is the case, Jaguar Land Rover provides training to outside suppliers. Jaguar Land Rover also continues to work with its suppliers to optimize procurement.

Although Jaguar Land Rover has commenced the production of its own in-house four cylinder diesel and gasoline engines, it currently continues to source a significant proportion of its engines from Ford and the joint venture between Ford and PSA on an arm s-length basis. Supply agreements have been entered into with Ford as further set out below:

### **Suppliers**

We have an extensive supply chain for procuring various components. We also outsource many manufacturing processes and activities to various suppliers. Where this is the case, we provide training to the external suppliers.

Our associate company, Tata AutoComp Systems Ltd., or TACO, manufactures automotive components and collaborates with international manufacturers by setting up joint ventures with them.

Our 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 and Yazaki AutoComp Limited for wiring harnesses. We continue to work with our suppliers for our Jaguar Land Rover business to optimize procurements and enhance our supplier base, including for the sourcing of certain of our raw material and component requirements. In addition, the co-development of various components, such as engines, axles and transmissions also continue to be evaluated, which we believe may lead to the development of a low-cost supplier base for Jaguar Land Rover.



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In India, we have established vendor parks in the vicinity of our manufacturing operations and vendor clusters have been formed at our facilities at Pantnagar and Sanand. This initiative is aimed at ensuring availability 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 new upcoming locations as well as a few existing plant locations.

As part of our pursuit of continued improvement in procurement, we have integrated our system for electronic interchange of data with our suppliers. This has facilitated real time information exchange and processing, which enables us to manage our supply chain more effectively.

We have also started working on Auto Data Exchange (autoDX), a collaborative initiative between the Society of Indian Automobile Manufacturers (SIAM) and the Automotive Components Manufacturers Association (ACMA). Developed by IBM, autoDX is delivered on a business-to-business cloud-based platform that has the power to transform the automotive industry by accelerating the movement of data & reducing transaction cost.

In 2016, we introduced Manufacturing site assessment (MSA), a comprehensive supplier assessment process. The framework is broadly based on lead measures and lag measures to assess the suppliers' capability to service our requirements. To facilitate financial oversight, MSA also integrates financial risk assessment.

We have established processes to encourage improvements through knowledge sharing among our vendors through an initiative called the Vendor Council, which consists of our 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 us and the suppliers: quality, efficiency, relationships and new technology development.

We import some components that are either not available in the domestic market or when equivalent domestically-available components do not meet our quality standards. We also import some products based on competitive pricing, capacity and lead time where domestic suppliers are not able to meet our requirements.

We have entered into long-term agreements with Ford for technology sharing, joint development and for providing technical support across a range of technologies focused mainly around powertrain engineering such that we may continue to operate according to our existing business plan. This includes the EuCD platform, a shared platform consisting of shared technologies, common parts and systems and owned by Ford, which is shared among Land Rover, Ford and Volvo Cars.

Supply agreements, having end-stop dates to December 2020 at the latest, were entered into with Ford Motor Company for (i) the long-term supply of engines developed by Ford, (ii) engines developed by us but manufactured by Ford and (iii) engines developed by the Ford-PSA joint venture. Purchases under these agreements are generally denominated in euro and pounds sterling.

Suppliers are appraised based on our long-term requirements through a number of platforms, such as Vendor Council meetings, council regional chapter meetings, national vendor meets and location-specific vendor meets. We also take efforts to assess supplier financial risk.

### **Capital and Product Development Expenditures**

Our capital expenditure totaled Rs.311,627 million, Rs.306,233 million and Rs.335,771 million during Fiscal 2017, 2016 and 2015, respectively. Our 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 toward improving quality, reliability and productivity that are each aimed at increasing operational efficiency.

We intend to continue to invest in our business units in general, and in research and product development in particular, over the next several years in order to improve our existing product range, develop new products and platforms and to build and expand our portfolio in the passenger vehicle and commercial vehicle categories. We believe this will strengthen our position in the Indian automotive market and help us to grow our market share internationally.

As part of this future growth strategy, we plan to make investments in product development, capital expenditure in capacity enhancement, plant renewal and modernization and to pursue other growth opportunities. Our 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.



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### **Governmental Regulations**

#### ***Governmental Regulations in India***

##### *Automotive Mission Plan, 2016-2026*

The Automotive Mission Plan 2016-26, or AMP 2026, is the collective vision of the Government of India and the Indian automotive industry, in which the goal is for the vehicles, auto components, and tractor industries to reach certain size benchmarks over the next ten years and also contribute to India's development, global footprint, technological maturity, competitiveness, and institutional structure and capabilities. AMP 2026 also seeks to define the trajectory of evolution of the automotive network in India, including the trajectory of specific regulations and policies that govern research, design, technology, testing, manufacturing, imports/exports, sales, use, repair, and scrapping of automotive vehicles, components and services.

The vision statement of AMP 2026 Vision 3/12/65 states: By 2026, the Indian automotive industry will be among the top three of the world in engineering, manufacture and export of vehicles and auto components, and will encompass safe, efficient and environment friendly conditions for affordable mobility of people and transportation of goods in India comparable with global standards, growing in value to over 12% of India's GDP, and generating an additional 65 million jobs .

AMP 2026 envisages that the Government of India and the Indian automotive industry will work together to address all key issues relating to India achieving its rightful position in the global automotive industry. AMP 2026 will help the Indian automotive industry focus on its strengths and improve its competitiveness in select segments, achieve the annual production target of Rs.16,160,000 to Rs.18,895,000 in terms of its size, and establish its 'Right to Win' on the global stage. By 2026, India could stand first in the world in production/sale of small cars, two wheelers, three wheelers, tractors and buses, third in passenger vehicles and heavy trucks, all of which is expected to account for up to 12% of GDP.

##### *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 other things, 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 modernization of the industry and facilitating indigenous design, research and development, as well as developing domestic safety and environment standards on par with international standards.

##### *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 December 19, 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 and Bharat Stage V compliant fuel with 10 ppm of sulfur to be made available from 2020 onward. The draft report proposes nationwide Bharat Stage V emission norms for new four-wheelers from model year 2020 and for all four-wheelers from model year 2021. It also recommends Bharat Stage VI emissions norms from model year 2024 onwards. In April 2014, the expert committee submitted its recommendations to the committee empowered by the Ministry of Petroleum and Natural Gas, which proposed the implementation of emission norms one year earlier than the expert committee's recommendations, which would result in the implementation of Bharat Stage V emission norms starting in model year 2019 and Bharat Stage VI emissions norms starting in model year 2023. However, in January 2016, Government of India decided to implement the Bharat Stage VI emission norms even earlier by skipping Bharat Stage V emission norms. As such, the Bharat Stage VI norms will be made applicable from April 1, 2020 to all categories of vehicles across India. This two stage migration is going to be a huge challenge from developmental and capex investment perspectives.

##### *FAME Scheme*

The Government of India announced the Faster Adoption and Manufacturing of Hybrid & Electric Vehicles, or FAME, in February. This scheme, in furtherance of the National Mission on Electric Mobility 2020 (NEMMP), is intended to support plug-in vehicle, or xEV, market development and its manufacturing network to achieve self-sustenance by focusing on four areas: (1) technology development, (2) demand creation, (3) pilot projects, and (4) public charging infrastructure. FAME envisions collaboration between the government, industry and academia to develop and promote the xEV market in India.

*Central Motors Vehicles Rules, 1989*

Chapter V of the Central Motor Vehicle Rules, 1989, or the CMV Rules, sets forth provisions relating to construction, equipment and maintenance of motor vehicles, including specifications for 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.

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On and from the date of commencement of the CMV (Amendment) Rules, 1993, 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, the Automotive Research Association of India, Pune, the Central Machinery Testing and Training Institute, Budni (MP), the Indian Institute of Petroleum, Dehradun, the Central Institute of Road Transport, Pune, 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, and the CMV Rules.

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 the manufacture of certain vehicles according to standards specified by either the Automotive Industry Standards Committee or the Bureau of Indian Standards.

### *Emission and Safety in India*

The Government of India, starting April 2017, mandated Bharat Stage IV norms, which are equivalent to Euro IV norms, for all vehicles across India. All categories of our vehicles currently manufactured are compliant with Bharat Stage IV norms. Bharat Stage VI norms will be applicable across the country starting April 1, 2020.

### *CAFE norms for M1 category vehicles*

The Corporate Average Fuel Economy (CAFE) norms are applicable to M1 category vehicles from April 1, 2017. As a result, we are required to demonstrate CAFE compliance for our PV and CV M1 models. Through the use of the CAFE Calculator, we will monitor production volumes and process to ensure that organizational level CAFE compliance (which will require us to produce enough fuel efficient models to compensate for those models having higher CO<sub>2</sub> emissions in g/km) is established at all times during the year. Any non-compliance could lead to penalties, product recalls and/or other punitive measures. To support our compliance obligations, our overall product portfolio needs to be enhanced with the incorporation of electric and hybrid vehicles as well as the inclusion of environmental-friendly technological features in existing and forthcoming models.

### *Crash and other safety requirements for Motor Vehicles*

India has a well-established regulatory framework administered by the Ministry of Road Transport and Highways. Recently, the Government of India has embarked on a wide ranging program to institute standardized safety features for a variety of motor vehicles. Crash safety requirements, such as full frontal, offset frontal and lateral impact, will be mandatory for all new models starting October 1, 2017 and from October 1, 2019 for all existing models, as specified in the individual standards. A pedestrian compliance program will be instituted for all new models from October 1, 2018 and for all existing models from October 1, 2020. Passenger vehicles will require safety features such as safety belt reminders, speed alert system, manual override for central locking system and air bags. Anti-lock braking system (ABS) will be required for all M1 and M2 category passenger vehicles starting April 1, 2018 and April 1, 2019, for new models and old models respectively. All categories of vehicles will require reverse gear sensors. To facilitate informed consumer decision-making, the government is formulating the Bharat New Vehicle Safety Assessment Programme (BNVSAP), a star-rating based system of safety assessment for passenger vehicles. Additionally, starting April 1, 2018, the government will require all public service vehicles to be outfitted with a vehicle location tracking device and an emergency button.

TML is working toward meeting all applicable regulations which we believe are likely to come into effect in various markets in the near future. We believe our vehicles also comply with the various safety regulations in effect in the other international markets where we operate.

India is a signatory to the 1998 UNECE Agreement on Global Technical Regulations and has voted in favor of all eleven Global Technical Regulations. TML works closely with the Government of India to participate in WP 29 World Forum Harmonization activities.

The Motor Vehicles (Amendment) Bill, 2017 was passed in the Lok Sabha on April 10, 2017, and is currently being debated in the Rajya Sabha. This Bill addresses vehicle recalls, road safety, traffic management and accident insurance, among other matters. In its current draft, the Bill imposes civil and criminal liability on manufacturers selling vehicles in contravention of the standards specified in the Bill, or required by the government to recall their vehicles. The Bill also proposes the creation of the National Road Safety Board to provide advice to the central and state governments on all aspects of road safety and traffic management.

**Table of Contents***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, authorizes the Government of India, 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 defense 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 various environmental statutes; significant statutes for our business include the Water (Prevention and Control of Pollution) Act, 1974 and the rules thereunder, the Air (Prevention and Control of Pollution) Act, 1981 and the rules thereunder, the Environment Protection Act, 1986 and the rules thereunder and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards, or 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 establishing 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. All of our manufacturing plants are either in possession of current, valid consents to operate and hazardous waste authorizations or are in the process of renewing their consents to operate and hazardous waste authorizations from the respective PCBs of the states where they operate. In the past year, the Ministry of Environment, Forests & Climate Change, Government of India has re-vamped several National level legislations governing waste management. Specifically the Plastic Waste Management Rules 2016, the Bio-Medical Waste (BMW) Management Rules 2016, e-waste Management Rules-2016, and the Construction and Demolition (C&D) Waste Management Rules 2016. All our plants have analyzed these new regulations for its applicability and aligned their compliance practices accordingly.

The Ministry of Environment and Forests under the Government of India receives proposals for expansion, modernization and establishment of projects and the impact of such projects on the environment are assessed by the Ministry, before it grants environmental clearances for the proposed projects under the Environmental Impact Assessment Notification and Rules. All of our manufacturing plants have obtained environmental clearances for specific projects in the past as and when mandated.

We ensure that all prescribed norms are followed for management of waste and we have made significant investments toward pollution control and environmental protection at our manufacturing plants.

The Government of India intends to regulate end of life vehicles, or ELVs, which would be applicable to passenger cars and two wheelers. The Authorized Collection and Dismantling Centers, or ACDCs, would be equipped to handle commercial vehicles as well. The purpose of the ELV policy is to remove vehicles that have gone beyond their useful life such that these vehicles are endangering the environment and posing safety hazards to the public.

MoRTH prepared a concept note titled the Voluntary Vehicle Fleet Modernization Programme, or V-VMP, which may be applicable for vehicles purchased on or before March 31, 2005. The MoRTH has sought comments from the public and involved stakeholders. Various intensives, such as a reduction in excise duty by 50% and a special discount from automobile manufacturers, are intended to be given to the customers as part of this policy. The State Run Transport Undertakings, or SRTU, buses would be given a 100% excise duty exemption based on this policy to promote public transport and also to reduce congestion on the roads.

*Regulation of Imports and Exports*

Regulation of quantitative restrictions on imports into India were liberalized with effect from April 1, 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 Government of India 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% basic customs duty. However, cars with cost, insurance and freight value of more than US\$40,000 or with engine capacities greater than 3,000 cubic centimeters for diesel variants and 2,500 cubic centimeters for gasoline variants, may be imported at a 100% basic customs duty. Commercial vehicles may be imported at a basic customs duty of 20% and components may be imported at basic customs duty ranging from at 10% to 7.5%.





**Table of Contents****The FDI Policy**

Automatic approval for foreign equity investments up to 100% is allowed in the automobile manufacturing sector under the FDI Policy. See Item 10.D Exchange Controls for additional information relating to restrictions on foreign investment under Indian law.

**Indian Taxes**

See Item 10.E Taxation for additional information relating to our taxation.

**Excise Duty**

The Government of India 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 Government of India. The chart below sets forth a summary of historical changes and the current rates of excise duty.

| Change of Tax Rate | Excise Duty (per vehicle or chassis) |   |   |  |        |  |                      |
|--------------------|--------------------------------------|---|---|--|--------|--|----------------------|
|                    | Small cars <sup>1</sup>              | Cars other than small cars <sup>2</sup> | Motor vehicles for more than 13 persons | Chassis fitted with engines for vehicles of more than 13 persons | Trucks | Chassis fitted with engines for trucks | Safari, SUVs and UVs |
| February 2014      |                                      | 20% or                                  |   |  |        |  |                      |
|                    | 8%                                   | 24% <sup>1</sup>                        | 8%                                      | 10%  | 8%     | 9%                                     | 24%                  |
| January 2015       |                                      | 24% or                                  |   |  |        |  | 27% or               |
|                    | 12%                                  | 27% <sup>1</sup>                        | 12%                                     | 14%  | 12%    | 13%                                    | 30%                  |
| March 2015 onward  | 12.50%                               | -                                       | 12.50%                                  | -  | 12.50% | -                                      | -                    |

1. Small cars are cars with a length not exceeding 4,000 mm and an engine capacity not exceeding 1,500 cubic centimeters for cars with diesel engines, and not exceeding 1,200 cubic centimeters for cars with gasoline engines. The higher rate is applicable if the engine capacity exceeds 1,500 cubic centimeters.
2. Cars other than small cars are cars with a length exceeding 4,000 mm with an engine capacity exceeding 1,500 cubic centimeters for diesel engines and 1,200 cubic centimeters for gasoline engines.

(-) indicates no change during the relevant year.

All vehicles and chassis are subjected to the automobile cess, which is assessed at 0.125%. Certain passenger vehicles are also subject to the National Calamity Contingent Duty, which is assessed at 1%. The education cess, assessed at 2%, and secondary and higher education cess, assessed at 1%, in addition to the excise duties indicated above, are exempted on goods, starting March 1, 2015. The infrastructure cess as follows has been imposed with effect from March 1, 2016 on motor vehicles falling under Chapter 87.03 Central Excise Tariff Act, that is, motor cars and other motor vehicles principally designed for the transport of up to nine persons including the driver:

1. 1% on small cars using gasoline, CNG or LPG;
2. 2.50% on small cars using diesel; and
3. 4% on all categories of vehicles falling under Chapter 87.03 other than (1) and (2) above.

The excise duty was subsumed by the GST scheme following its introduction on July 1, 2017.

**Value Added Tax**

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The Value Added Tax, or 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 Government of India, thereby eliminating the cascading effect of taxation. Two main brackets of 5% and 12.5%, along with special brackets of 0%, 1%, 3%, 4%, 13.5%, 14%, 14.5%, 15%, 20%, 22% and 23% have been announced for various categories of goods and commodities sold in the country and certain states have also introduced additional VAT of 1% to 3% on specified commodities, including automobiles. In some of the states, a surcharge of 5% to 10% on VAT has been introduced on automobiles. Since its implementation, VAT has had a positive impact on our business. Prior to the implementation of VAT, a major portion of sales tax paid on purchases formed part of our 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 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%, which remained unchanged in Fiscal 2017.

VAT is subsumed by the GST scheme following its introduction on July 1, 2017.

**Table of Contents***Goods and Services Tax*

Commencing July 1, 2017, the Indian tax regime underwent a systemic change. The Government of India, in conjunction with the state governments, implemented the GST to combine taxes and levies by the central and state governments into one unified rate structure. Based on the application of the tax, GST will be classified as either CGST, in instances where the central government levies the tax; SGST/UTGST, in instances where the state or union territory governments levy the tax; and IGST, in instances where the GST is levied on the inter-state supply of goods and services. The GST Compensation Cess will be levied for a period of five years, or for such period as may be decided by the Government of India, to compensate states for the loss of revenue on account of the GST. The GST rates together with the GST Compensation Cess rates applicable to vehicles are listed below:

| <b>Commodity</b>                                    | <b>GST Rate</b> | <b>GST Comp. Cess Rate</b> |
|---|-----------------|----------------------------|
| Small Cars (Diesel)                                 | 28%             | 3%                         |
| Small Cars (Gasoline)                               | 28%             | 1%                         |
| Cars other than small cars                          | 28%             | 15%                        |
| Motor vehicles for more than 13 persons             | 28%             |                            |
| Chassis fitted with engine for more than 13 persons | 28%             |                            |
| Chassis fitted with engine for trucks               | 28%             |                            |
| Safari, SUVs and UVs                                | 28%             | 15%                        |

The area based excise duty exemptions for manufacturing facilities in the state of Uttarakhand ceased to apply with effect from April 16, 2017. In other states of India where we have manufacturing operations, we have benefitted and continue to benefit from incentives such as subsidies or loans. While both the Government of India 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, we are unable to provide any assurance as to the effect of this or any other aspect of the tax regime following implementation of the GST.

*Economic Stimulus Package and Incentives*

Following the passage of the Fiscal 2014 budget, in February 2014, the Government of India further amended the central value added tax, or Cenvat, rates. Till December 31, 2014, the Cenvat on small cars, trucks and buses was reduced to 8% and Cenvat on cars other than small cars was reduced to 20% or 24% from 24% or 27%, respectively. The Cenvat on UVs was reduced from 27% or 30% to 24%. The Cenvat for chassis, which was increased from 12% to 14% in the budget for the Fiscal 2013, was reduced to 9%.

The Government of India launched 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 to contribute toward national fuel security.

Furthermore, the Ministry of Road Transport & Highways and the Bureau of Energy Efficiency in India finalized labeling regulations for the M1 category of vehicles, which includes passenger vehicles with nine seats or less.

The Government of India's plan to encourage India's transition to hybrid and electric mobility consists of the following initiatives:

**Demand Side:** Mandate 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:** Link incentives to localization of the production of key components of electric vehicle in a phased manner.

**Research and Development:** Fund research and development programs along with OEMs and component suppliers to develop optimal solutions for India at low cost.

Infrastructure Support: Develop pilot programs to support hybrid and/or electric vehicles and test their effectiveness and make modest investments to build public charging infrastructure to support electric vehicles, especially for buses.

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*Environmental, fiscal and other governmental regulations around the world*

Our Jaguar Land Rover business has significant operations in the United Kingdom, North America, Europe, China and other markets which have stringent and ever evolving regulations relating to vehicular emissions. Compliance with the proposed tightening of vehicle emissions regulations by the European Union may entail significant costs. Although Jaguar Land Rover is pursuing various technologies to meet the different environmental standards, the costs of compliance can be significant to its operations and may adversely and materially impact its business, financial condition and results of operations.

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Despite Brexit, the United Kingdom experienced economic growth, in part supported by strong consumer spending and a buoyant labor market. However, recent indications show some softening in demand with increasing inflation driven primarily by the weaker pound. Article 50 was triggered on March 29, 2017 to start the process for the United Kingdom to leave the European Union. The general election on June 8, 2017, concluded in a hung parliament and resulted in the Conservatives forming a coalition government with the Democratic Unionist Party of Northern Ireland. The formation of a coalition government adds to the uncertainty emanating from the circumstances surrounding Brexit.

Economic growth in the Eurozone is improving. Low levels of unemployment and inflation will likely result in loose monetary policy. The outcome of the French elections strengthened support for the European Union with elections in Germany expected to conclude in September.

The United States economy continues to grow, albeit at a slower rate. With near full employment conditions the U.S. Federal Reserve raised interest rates by a further 0.25% in March 2017. The outlook for economic growth in the U.S. remains broadly positive and further interest rate increases are expected. However, uncertainty over future domestic policy, including tax reform and import taxes as well as international policy, including foreign and trade policies (under the Trump Administration) could mean future volatility.

China's economy continues to perform broadly in line with targets set by the government and is anticipated to continue doing so. However, market volatility is likely to remain as China's export-led economy continues to transition to a consumption-led economy. The economic environment in emerging markets is likely to remain challenging, in the short-term at least.

### *Greenhouse gas / CO<sub>2</sub> / fuel economy legislation*

Current legislation in Europe limits passenger car fleet average greenhouse gas emissions to 130 grams of CO<sub>2</sub> per kilometer for 100% of new cars from 2015. Different targets apply to each manufacturer based on their respective fleets of vehicles and average weight. Jaguar Land Rover has received a permitted derogation from the weight-based target requirement available to small volume and niche manufacturers. As a result, Jaguar Land Rover is permitted to reduce emissions by 25% from 2007 levels rather than meeting a specific CO<sub>2</sub> emissions target. Jaguar Land Rover had an overall 2015 target of an average of 178.0 grams of CO<sub>2</sub> per kilometer for its full fleet of vehicles registered in the EU that year, with Jaguar Land Rover and Tata Motors monitored as a single pooled entity for compliance with this target (for Jaguar Land Rover alone, this number is 179.8 g/km). Our fleet delivered 164 grams of CO<sub>2</sub> per kilometer, well below the mandated target.

The European Union has regulated target reductions for 95% of a manufacturer's full fleet of new passenger cars registered in the European Union in 2020 to average 95 grams of CO<sub>2</sub> per kilometer, rising to 100% in 2021. The new rule for 2020 contains an extension of the niche manufacturers' derogation and permits us to reduce our emissions by 45% from 2007 levels, which enables Jaguar Land Rover to have an overall target of 132 grams of CO<sub>2</sub> per kilometer. With the rapid growth of Jaguar Land Rover sales, there is a risk that Jaguar Land Rover may exceed the 300,000-unit niche manufacturers' derogation volume threshold before 2020. All cycle plans are now structured to achieve the non-derogated CO<sub>2</sub> target.

The European Union has also adopted an average emissions limit of 175 grams of CO<sub>2</sub> per kilometer for light commercial vehicles to be phased in between 2014 and 2017. Implementation of light commercial vehicle CO<sub>2</sub> standards affected the Land Rover Defender (which has now ceased production) and affects a small number of Land Rover Discovery vehicles. Jaguar Land Rover have been granted a small volume derogation by the European Commission for alternative specific emission targets for Jaguar Land Rover's Light Commercial Vehicle (LCV) fleet 2014-2016 inclusive, which protected the Defender through to end of manufacturing. In 2015 the average CO<sub>2</sub> emissions per kilometer for the fleet, including the allowed phase-in of 75%, were 259 grams of CO<sub>2</sub> per kilometer, while the specific target was 276.9 grams of CO<sub>2</sub> per kilometer. A further average emissions limit of 147 grams of CO<sub>2</sub> per kilometer for light commercial vehicles has been adopted for 2020.

In the United States, both CAFE standards and greenhouse gas emissions standards are imposed on manufacturers of passenger cars and light trucks. The NHTSA has set the federal CAFE standards for passenger cars and light trucks to meet an estimated combined average fuel economy level of 35.5 miles per US gallon for 2016 model year vehicles. Meanwhile, the United States Environmental Protection Agency, or EPA, and NHTSA issued a joint rule to reduce the average greenhouse gas emissions from passenger cars, light trucks and medium-duty passenger vehicles for model years 2012-16 to 250 grams of CO<sub>2</sub> per mile, approximately 6.63L/100km or 35.5 miles per US gallon if the requirements were met only through fuel economy standards. The United States federal government extended this program to cars and light trucks for model years 2017 through 2025, targeting an estimated combined average emissions level of 243 grams of CO<sub>2</sub> per mile in 2017 and 163 grams per mile in 2025, which is equivalent to 54.5 miles per gallon if achieved exclusively through fuel economy standards. In addition, many other markets either have or will shortly define similar greenhouse gas emissions standards, including Brazil, Canada, China, the European Free Trade Association, India, Japan, Mexico, Saudi Arabia, South Korea and Switzerland.





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Although California is empowered to implement more stringent greenhouse gas emissions standards, it has, so far, elected to accept the existing U.S. federal standards for compliance with the state's own requirements. The California Air Resources Board enacted regulations that deem manufacturers of vehicles for model years 2012 through 2016 that were in compliance with the EPA greenhouse gas emissions regulations to also be in compliance with California's greenhouse gas emission regulations. In November 2012, the California Air Resources Board accepted the federal standard for vehicles with model years 2017-25 for compliance with the state's own greenhouse gas emission regulations.

However, California is moving forward with other stringent emission regulations for vehicles, including the Zero Emission Vehicle regulation, or ZEV, which requires manufacturers to increase their sales of zero emissions vehicles year on year, up to an industry average of 22% of vehicles sold in the state by 2025. The precise sales required in order to meet a manufacturer's obligation in any given model year depend on the size of the manufacturer and the level of technology sold (for example, transitional zero emission technologies, such as plug-in hybrids, can account for at least a proportion of a manufacturer's obligation, but these technologies earn compliance credits at a different rate from pure zero-emissions vehicles). Other compliance mechanisms are available under ZEV, such as banking and trading of credits generated through the sale of eligible vehicles.

Jaguar Land Rover is fully committed to meeting these standards. Technology deployment plans incorporated into cycle plans are directed at achieving these standards. These plans include the use of lightweight materials, including aluminum, which will contribute to overall lighter vehicles, thereby improving fuel efficiency, reducing parasitic losses through the driveline and improvements in aerodynamics. The plans also include the development and installation of smaller and more efficient engines in existing Jaguar Land Rover vehicles and other drivetrain efficiency improvements, including the use of eight-speed or nine-speed transmissions in some of Jaguar Land Rover's vehicles. Jaguar Land Rover continues to introduce smaller vehicles such as the Jaguar XE, its most fuel-efficient Jaguar yet and to continue lightening new models as demonstrated with the aluminum construction of the all-new Discovery. The technology deployment plans also include the research, development and deployment of hybrid-electric vehicles. These technology deployment plans require significant investment. Local excise tax initiatives are a key consideration in ensuring Jaguar Land Rover products meet customer needs for environmental footprint and cost of ownership concerns as well as continued access to major city centers (such as London and Paris Ultra Low Emission Zones and similar low emissions areas being contemplated in other major urban centers).

### *Non-greenhouse gas emissions legislation*

The European Union has adopted Euro 6, the latest in a series of more stringent standards for emissions of other air pollutants from passenger and light commercial vehicles, such as nitrogen oxide, carbon monoxide, hydrocarbons and particulates. Euro 6d incorporates the introduction of Real Driving Emissions, or RDE, as a complement to laboratory testing to measure compliance. As a first step, manufacturers will be required to reduce the discrepancy between laboratory compliance values and RDE procedure values to a conformity factor of a maximum of 2.1 (110%) for new models by September 2017 for passenger cars and by September 2018 for light commercial vehicles. Following that, manufacturers will be required to reduce this discrepancy to a conformity factor of a maximum of 1.5 (50%) by January 2020 for new models of passenger cars and by January 2021 for new models of light commercial vehicles.

In September 2017 and 2018 there will be a move to the new Worldwide harmonized Light vehicles Test Procedure, or WLTP, in Europe to address global concerns on more customer-correlated fuel economy certified levels as well as air quality concerns. It is expected that other countries will follow suit and introduce similar requirements. All programs are being fully engineered to enable the adoption of these new requirements. Jaguar Land Rover is also accelerating some of these initiatives to improve RDE ahead of the mandated timing.

In California, the Low-Emission Vehicle regulations, recently adopted LEV3 regulations as well as the ZEV regulations place ever-stricter limits on emissions of particulates, nitrogen oxides, hydrocarbons, organics and greenhouse gases from passenger cars and light trucks. These regulations require ever-increasing levels of technology in engine control systems, on-board diagnostics and after treatment systems affecting the base costs of our powertrains. California's LEV3 and ZEV regulations cover model years 2015 to 2025. Additional stringency of evaporative emissions also requires more-advanced materials and joints solutions to eliminate fuel evaporative losses, all for much longer warranty periods (up to 150,000 miles in the United States).

In addition, in April 2014, the Tier 3 Motor Vehicle Emission and Fuel Standards issued by the EPA were finalized. With Tier 3, the EPA has established more stringent vehicle emissions standards broadly aligned to the CARB LEV3 standards for 2017 to 2025 model year vehicles. The EPA made minor amendments to these Tier 3 standards in January 2015.

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While Europe and the United States lead the implementation of these emissions programs, other nations and states typically follow on with adoption of similar regulations two to four years thereafter. For example, China's Stage III fuel consumption regulation targets a national average fuel consumption of 6.9L/100km by 2015 and its Stage IV targets a national average fuel consumption of 5.0L/100km by 2021. In response to severe air quality issues in Beijing and other major Chinese cities, the Chinese government also intends to adopt more stringent emissions standards beginning in late 2017.

To comply with the current and future environmental norms, we may have to incur substantial capital and R&D expenditure to upgrade products and manufacturing facilities, which would have a material and adverse impact on our cost of production and results of operations.

### *Noise legislation*

The European Commission adopted new rules, which apply to new homologations from July 2016, to reduce noise produced by cars, vans, buses, coaches and light and heavy trucks. Noise limit values would be lowered in two steps of each two A-weighted decibels for vehicles other than trucks, and one A-weighted decibel in the first step and two in the second step for trucks. Compliance would be achieved over a ten-year period from the introduction of the first phase.

### *Vehicle safety legislation*

Jaguar Land Rover's products are certified in all markets in which they are sold and compliance is achieved through vehicle certification in respective countries. Many countries use, and in many instances adopted into their own regulatory frameworks, the regulations and technical requirements provided through the United Nations Economic Commission for Europe (UN-ECE) series of vehicle regulations.

Vehicles sold in Europe are subject to vehicle safety regulations established by both the European Union and by individual member states, if any. 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. Following the incorporation of the United Nations standards commenced in 2012, the European Commission requires new model cars to have electronic stability control systems and has introduced regulations relating to low-rolling resistance tires, tire pressure monitoring systems and requirements for heavy vehicles to have advanced emergency braking systems and lane departure warning systems. The new safety requirements came into force from November 2014 for all new vehicles sold in the EU market. The new mandatory measures include safety belt reminders, electric car safety requirements, easier child seat anchorages, tire pressure monitoring systems and gear shift indicators.

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. Jaguar Land Rover is required to test new vehicles and equipment and assure their compliance with these standards before selling them in the United States. It 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. We have no investigations relating to alleged safety defects or potential compliance issues pending 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, as well as data from foreign recalls to assist in the early identification of potential vehicle defects as required by the Transportation Recall Enhancement, Accountability, and Documentation (TREAD) Act; and

enhanced requirements for frontal and side impact, including a lateral pole impact.

Furthermore, the Cameron Gulbransen Kids Transportation Safety Act of 2007, or the Kids and Cars Safety Act, requires NHTSA to enact regulations related to rearward visibility and brake-to-shift interlock, and to consider regulating the automatic reversal functions on power windows. The costs to meet these proposed regulatory requirements may be significant.

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As at July 28, 2017, Jaguar Land Rover has no investigations relating to alleged safety defects or potential compliance issues pending before NHTSA.

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While vehicle safety regulations in Canada are similar to those in the United States, many other countries have requirements different from those in the United States. The differing requirements among various countries create complexity and increase costs such that the development and production of a common product that meets the country regulatory requirements of all countries is not possible. Global Technical Regulations, or GTRs, developed under the auspices of the United Nations, continue to have an increasing impact on automotive safety activities, as indicated by the European Union legislation. In 2008, GTRs on electronic stability control, head restraints and pedestrian protection were each adopted by the United Nations World Forum for the Harmonization of Vehicle Regulations, and are now in different stages of national implementation. While global harmonization is fundamentally supported by the automobile industry in order to reduce complexity, national implementation may still introduce subtle differences into the system.

### ***Insurance Coverage***

The Indian insurance industry is predominantly state-owned and insurance tariffs are regulated by the Indian Insurance Regulatory and Development Authority. We have insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations, including business interruptions, and which we believe are in accordance with industry standards in India. We have obtained coverage for product liability for some of our vehicle models in several countries to which we export 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. We have also taken insurance coverage on directors and officers liability to minimize risks associated with international litigation for us and our subsidiaries.

In accordance with treasury policy, Jaguar Land Rover has maintained insurance coverage that is reasonably adequate to cover normal risks associated with the operation of its business, such as coverage for people, property and assets, including construction, general, auto and product liability. On August 12, 2015, a series of explosions caused widespread damage at the Port of Tianjin in China, one of three major locations in China through which Jaguar Land Rover imports its vehicles. At the time of the explosion, approximately 5,800 Jaguar Land Rover vehicles were stored at various locations in Tianjin. Many of these vehicles were destroyed or damaged in the explosion, and, as a result, Jaguar Land Rover recognized an exceptional charge of GBP245 million in the second quarter of Fiscal 2016. By the end of Fiscal 2016, GBP88 million had been recovered through the receipt of insurance proceeds and other recoveries. During Fiscal 2017, total recoveries associated with the GBP157 million exceptional charge recognized in Fiscal 2016 amounted to GBP186 million. These included amounts received for insurance, tax recoveries, foreign exchange gains and the sales of vehicles that were at the port at the time of the explosion. There can be no assurance that any claim under our insurance policies will be honored fully or timely, our insurance coverage will be sufficient in any respect or our insurance premiums will not increase substantially. Accordingly, to the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, or have to pay higher insurance premiums, our financial condition may be materially and adversely affected.

We are insured by insurers of recognized financial standing against such losses and risks and in such amounts as are prudent and customary in the business in which it is engaged. All such insurance is in full force and effect.

We are able to renew our existing insurance coverage, as and when such policies expire or to obtain comparable coverage from similar institutions as may be necessary or appropriate to conduct its business, as now conducted.

### ***Export Promotion Capital Goods***

Since Fiscal 1997, we have benefited from participation in the Export Promotion Capital Goods Scheme, or the EPCG Scheme, which permits us to import capital equipment under a special license at a substantially reduced customs duty. Our participation in this scheme is subject to us 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 license. We currently hold 57 licenses (excluding redeemed licenses) which require us to export our products of a value of approximately Rs.43.41 billion between the years 2014 to 2022, and we carefully monitor our progress in meeting our incremental milestones. After fulfilling some of the export obligations as per provisions of Foreign Trade Policy, as at March 31, 2017, we have remaining obligations to export products worth approximately Rs.3.94 billion by October 2022. In the event that the export obligation under the EPCG Scheme is not fulfilled, we would have to pay the differential between the reduced and normal duty on the goods imported along with interest. In view of our past record of exceeding our export milestones, and our current plans with respect to our export markets, we do not currently foresee any impediments to meeting our export obligation in the required time frame.

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### Legal Proceedings

In the normal course of business, we face claims and assertions by various parties. We assess such claims and assertions and monitor the legal environment on an ongoing basis, with the assistance of external legal counsel where appropriate. We record a liability for any claims where a potential loss is probable and capable of being estimated and disclose such matters in our financial statements, if material. For potential losses which are considered reasonably possible, but not probable, we provide disclosure in the financial statements, but do not record a liability in our financial statements unless the loss becomes probable. Should any new developments arise, such as a change in law or rulings against us, we may need to make provisions in our financial statements, which could adversely impact our reported financial condition and results of operations. Furthermore, if significant claims are determined against us and we are required to pay all or a portion of the disputed amounts, there could be a material adverse effect on our business and profitability. Certain claims that are above Rs.200 million in value are described in Note 33 to our consolidated financial statements included in this annual report on Form 20-F. Certain claims that are below Rs.200 million in value pertain to indirect taxes, labor and other civil cases. There are other claims against us which pertain to motor accident claims in India (involving vehicles that were damaged in accidents while being transferred from our 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 us or our dealers.

We had initially set up our Nano project in Singur, West Bengal under a lease agreement with the West Bengal Industrial Development Corporation, or WBIDC. In October 2008, we moved our Nano project to Sanand in Gujarat. In January 2011, the newly elected Government of West Bengal enacted a law canceling the land lease agreement at Singur, and took over possession of the land. We challenged the constitutional validity of the law. In June 2012, the Calcutta High Court declared the law unconstitutional and restored our rights under the land lease agreement. The State Government filed an appeal in the Supreme Court of India in August 2012. In August 2016, the Supreme Court of India ordered the State Government to return the land to the farmers from whom WBIDC acquired the land. Following this decision, we decided to pursue the indemnities provided by WBIDC as lessor. WBIDC did not respond positively, and pursuant to our lease agreement, we are currently taking steps to commence the arbitration.

In South Korea, our union employees filed a lawsuit to include some elements of non-ordinary salary and bonus as part of ordinary wages for the period December 2007 to May 2011. The district court ruled in favor of the union employees in January 2013 and ordered TDCV to pay the employees KRW 17.2 billion and interest, up to the period of payment. We recorded a provision of KRW 45.8 billion (Rs.2,565 million) as at March 31, 2014, in respect of this lawsuit and consequential obligation for all employees (including non-union employees). TDCV filed an appeal against the order to the High Court of Seoul, which gave its verdict on December 24, 2014. The High Court of Seoul, following the decision of the Supreme Court in a case of an unaffiliated company, determined that some elements of non-ordinary salary were part of ordinary wages and they need to be paid with retrospective effect. However, based on the Good Faith Principle and because any retrospective payment would have high financial impact on the Company, the court determined that the bonuses and work performance salary would not be eligible for retrospective payment. Accordingly, the liability was determined at KRW 99 million and interest of KRW 20 million thereon.

Furthermore, in order to maintain the claim for the period from June 2011 to March 2014, TDCV union employees filed a case in the Seoul district court on November 24, 2014. In addition to the items included in the first lawsuit, one new item for additional 50% allowance for overtime work was added. However, after receipt of the final judgment of the Seoul High Court for the first lawsuit, which was not in their favor, the labor union decided to withdraw the second lawsuit and submitted the case withdrawal confirmation on March 19, 2015. Accordingly, the provision created as at March 31, 2014 of KRW 45.8 billion (Rs.2,643 million) has been reversed in Fiscal 2015.

The Competition Commission of India, or CCI, has initiated an inquiry against us and other car manufacturers (collectively referred to hereinafter as the OEMs) pursuant to an allegation that genuine spare parts of automobiles manufactured by the OEMs were not made freely available in the open market in India and, accordingly, anti-competitive practices were carried out by the OEMs. The CCI through its order, dated August 25, 2014, held that the OEMs had violated the provisions of Section 3 and Section 4 of the Competition Act, 2002, and imposed a penalty of 2% of the average turnover for three years. Subsequently, we and other car manufacturers filed a writ petition before the Delhi High Court challenging the constitutional validity of Section 22(3) and 27(b) of the Indian Competition Act under which the order was passed and penalty imposed. The matter is currently pending before the Delhi High Court.

During Fiscal 2015, Jaguar Land Rover's Brazilian subsidiary received a demand for 167 million Brazilian Real (GBP43 million at March 31, 2017 exchange rates) in relation to additional indirect taxes (PIS and COFINS) claimed as being due on local vehicle and parts sales made in 2010. The court case was heard on July 27, 2017, and the subsidiary is successful.

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### C. Organizational Structure.

#### Tata Sons Our Promoter and its Promoted Entities

Tata Sons holds equity interests in its promoted companies engaged in a wide range of businesses. The various companies promoted by Tata Sons, including Tata Motors Limited, are based substantially in India and had combined consolidated revenues of approximately over US\$100 billion in Fiscal 2017. The businesses of entities promoted by Tata Sons can be categorized under seven business sectors, namely, engineering, materials, energy, chemicals, consumer products, services, and communications and information systems.

Some of the entities promoted by Tata Sons have their origins in the trading business founded by the founder Mr. Jamsetji Nusserwanji Tata in 1868, which was developed and expanded in furtherance of his dreams by his two sons, Sir Dorabji Tata and Sir Ratan Tata, following their father's death in 1904. The family's interests subsequently vested largely in the Sir Ratan Tata Trust, the Sir Dorabji Tata Trust and other associate trusts, collectively called the Tata Trusts. The Tata Trusts have been established for philanthropic and charitable purposes and together own a significant percentage of the share capital of Tata Sons.

Over the years, the operations of the entities promoted by Tata Sons have expanded to encompass a number of major industrial and commercial enterprises, including Indian Hotels Company Limited (1902), Tata Steel (1907), one of the top ten steel manufacturers in the world, Tata Power Company Limited (1910), Tata Chemicals Limited (1939), which is the world's second largest manufacturer of soda ash, and Tata Motors Limited (1945). Other Tata entities include Voltas Limited (1954), and Tata Global Beverages Ltd, (1962), along with its UK-based subsidiary Tetley.

Tata Consultancy Services Limited, or TCS, a subsidiary of Tata Sons which started its operations in the 1960s as a division of Tata Sons and later became a listed public company, is a leading software service provider in India and several countries abroad and the first Indian software firm to exceed sales of US\$4 billion. TCS has delivery centers around the globe including the United States of America, the United Kingdom, Hungary, Brazil, Uruguay and China, as well as India.

Tata Sons promoted India's first airline, Tata Airlines, which later changed its name to 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 Government of India's nationalization program. In 1999, entities promoted by Tata Sons also invested in several telephone and telecommunication ventures, including acquiring a significant portion of the Government of India's equity stake in the then state owned Videsh Sanchar Nigam Limited, which was subsequently renamed Tata Communications Limited. Companies promoted by Tata Sons are building multinational businesses that aspire to achieve growth through excellence and innovation, while balancing the interests of shareholders, employees and society.

Some of the other companies promoted by Tata Sons include Titan Company, established in 1984, which is manufacturing India's largest and best-known range of personal accessories, such as watches, jewelry, sunglasses, and prescription eyewear, and excels in precision engineering, Tata Housing Development Company, established in 1984, a real estate developer in India, Tata AIA Life Insurance Company, established in 2001, which is a joint venture between Tata Sons and AIA Life Group Ltd Tata AIG General Insurance Company, established in 2001, which provides non-life insurance solutions to individuals, groups and corporate houses in India and Tata Capital, established in 2007, a systemically important non-deposit taking non-banking financial company, or NBFC, that fulfils the financial needs of retail and institutional customers in India, Tata Realty and Infrastructure Limited, established in 2007 which is an Infrastructure and Real Estate developer, AirAsia (India) Limited, a joint venture established in 2013 which is a low cost airline, Tata SIA Airlines Limited, a joint venture established in 2013 which is engaged in full service scheduled passenger airline services, Tata Advanced Systems Limited, established in 2006 and its subsidiaries which are, *inter alia*, engaged in scientific, technical and research and development activities, manufacturing, testing and experimenting equipment, components, etc., in the field of advanced defense technologies, security systems, aerospace & aerostructures.

We have for many years been a licensed user of the TATA brand owned by Tata Sons, and thus have gained from the use of the TATA brand and its brand equity. Tata Sons instituted a corporate identity program in the year 1998 to re-position the brand to compete in a global environment. A substantial ongoing investment and recurring expenditure is undertaken by Tata Sons to develop and promote a strong, well-recognized and common brand, which is intended to represent for the consumer a high level of quality, service and reliability associated with products and services offered by the entities promoted by Tata Sons.

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Companies which have subscribed to the Tata Brand Equity & Business Promotion Scheme pay an annual subscription fee to use the TATA business name and trademarks and participate in and gain from the promotion of the Tata brand equity as well as avail themselves of various services including legal, human resources, economics and statistics, corporate communications and public affairs services organized by Tata Sons. We believe that we benefit 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 pay an annual subscription fee to Tata Sons which is in the range of 0.15% to 0.25% 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% of annual profit before tax (defined as profit after interest and depreciation but before income tax), each calculated on a standalone basis for these entities. In some of the past years, Tata Sons has lowered the absolute amount of subscription fee in light of its outlay for activities related to brand promotion and protection in those years. In Fiscal 2014, 2015 and 2017, no amount was paid in view of losses of Tata Motors Limited calculated on a standalone basis. Pursuant to our licensing agreement with Tata Sons, we have also undertaken certain obligations for the promotion and protection of the Tata brand identity licensed to us under the agreement. The agreement can be terminated by written agreement between the parties or by Tata Sons upon our breach of the agreement and our failure to remedy such a breach, 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 of Tata Motors Limited.

The entities promoted by Tata Sons continue to follow the ideals, values and principles of ethics, integrity and fair business practices espoused by the founder 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 the entities promoted by Tata Sons. The Tata Trusts 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, National Centre for the Performing Arts in Mumbai and, more recently, the Tata Medical Center at Kolkata in India for cancer patients, set up by the Tata Trusts and supported by Tata Sons and its promoted companies. The Tata Trusts are among the largest charitable foundations in India.

Some of the entities promoted by Tata Sons hold shares in other companies promoted by Tata Sons. Similarly, some of our directors may hold directorships on the boards of Tata Sons and/or other entities promoted by Tata Sons. However, there are no voting agreements, material supply or purchase agreements or any other relationships or agreements that have the effect of binding us with other entities promoted by Tata Sons at management, financial or operational levels. With the exception of Tata Steel, which under our Articles of Association has the right to appoint one director on our board of directors, neither Tata Sons nor its subsidiaries have any special contractual or other power to appoint our directors or management. They have only the voting power of their shareholdings in Tata Motors. Except as set forth in the tables below under the heading Subsidiaries and Affiliates and except for approximately a 15.37% equity interest in Tata Services Ltd, a 17.29% equity interest in Tata International Limited and a 10.47% equity interest in Tata Industries Limited, our shareholdings in other entities promoted by Tata Sons are generally insignificant as a percentage of their respective outstanding shares or in terms of the amount of our investment or the market value of our shareholdings of those companies.

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**Subsidiaries and Affiliates**

The subsidiaries, joint operation and equity method affiliates and joint ventures of Tata Motors Limited that together with Tata Motors Limited form the Tata Motors Group as at March 31, 2017 are set forth in the chart below:

- (1) *Holding company of Tata Motors Finance Solutions Limited and Sheba Properties Limited. Transferred its New Vehicle Financing Business to its subsidiary - Sheba Properties Limited, vide a Scheme of Arrangement approved by the National Company Law Tribunal, effective from May 9, 2017 with an appointed date of January 31, 2017.*
- (2) *Will be merged into Tata Motors Limited vide a Scheme of Arrangement submitted before the National Company Law Tribunal with an appointed date of April 1, 2017.*
- (3) *These subsidiaries are based in many countries outside India.*
- (4) *Holding Company of Jaguar Land Rover Automotive Plc, Tata Daewoo Commercial Vehicle Co. Limited, Tata Motors (Thailand) Limited, Tata Motors (SA) (Proprietary) Limited, PT Tata Motors Indonesia and TMNL Motor Services Nigeria Limited.*
- (5) *Holding in its subsidiary, Tata Daewoo Commercial Vehicle Sales and Distribution Co. Ltd. is 100%.*
- (6) *Holding 99.997% in PT Tata Motors Distribusi Indonesia, a subsidiary, along with TML Holdings Pte. Ltd. holding 0.003%.*
- (7) *The holdings in these 13 subsidiaries range between 72.30% and 72.36%. Note that in June 2017, we divested an approximately 30% stake in TTL to Warburg Pincus. Following the completion of the transaction, we will continue to retain approximately 42%.*
- (8) *Incorporated with effect from January 31, 2017.*
- (9) *With one wholly owned subsidiary in Spain that has declared voluntary winding-up effective from February 21, 2017 and one affiliate in China with effective holding of 22.48%, held through the Spanish subsidiary until its disposal on February 15, 2017.*
- (10) *Out of the 15 subsidiaries with holdings ranging from 13% to 26%, 2 are presently under the process of liquidation and 7 joint ventures with holding of 13% to 13.5%.*
- (11) *Chery Jaguar Land Rover Auto Sales Company Limited a wholly owned subsidiary of Chery Jaguar Land Rover Automotive Co. Limited.*
- (12) *The holding company for 14 wholly owned subsidiary companies situated in various countries outside India.*
- (13) *An affiliate of Tata Technologies Limited.*
- (14) *Incorporated as a joint venture with effect from July 13, 2016, in association with Jayem Automotives Pvt. Limited.*



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Out of the above, the following are our three significant subsidiaries as defined under Regulation S-X:

| Name                               | Country of Incorporation | Ownership Interest / Voting Power |
|------------------------------------|--------------------------|-----------------------------------|
| Jaguar Land Rover Automotive plc   | United Kingdom           | 100%                              |
| Jaguar Land Rover Limited          | United Kingdom           | 100%                              |
| Jaguar Land Rover Holdings Limited | United Kingdom           | 100%                              |

With respect to certain subsidiaries and affiliates, where Tata Motors Limited has a joint venture partner, voting on certain items of business may be based on affirmative voting provisions and board of director s participation clauses in the relevant joint venture agreement(s).

**D. Property, Plants and Equipment****Facilities**

We operate six principal automotive manufacturing facilities in India. The first facility was established in 1945 at Jamshedpur in the state of Jharkhand in eastern India. We had commenced construction of the second facility in 1966 (with production commencing in 1976) at Pune, in the state of Maharashtra in western India, the third facility in 1985 (with production commencing in 1992) at Lucknow, in the state of Uttar Pradesh in northern India, the fourth at Pantnagar in the state of Uttarakhand, India, which commenced operations in Fiscal 2008, the fifth at Sanand in Gujarat in western India for manufacturing of the Nano, which commenced operations in June 2010, and the sixth plant for manufacturing Tata Marcopolo buses under our joint venture with Marcopolo and LCVs at Dharwad in Karnataka (which buses are also produced at Lucknow). The Jamshedpur, Pune, Sanand, Pantnagar and Lucknow manufacturing facilities have been accredited with an 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 OEM to be awarded an ISO/TS 16949 certification.

Fiat India Automobiles Private Limited, our joint arrangement with the FCA, 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 our joint venture with Thonburi Automotive Assembly Plant Co. Ltd, and has a manufacturing facility located in Samutprakarn province, Thailand. The facility is used for the manufacture and assembly of pickup trucks. Through our joint venture in Thailand, we offered refreshed versions of Tata brand pickup trucks in Fiscal 2016 and increased the joint venture s product range by introducing Daewoo brand M&HCV trucks in Thailand. We intend to introduce further upgraded versions of pickup trucks and introduce Tata brand M&HCV trucks in Thailand in Fiscal 2017

Through Jaguar Land Rover, we currently operate four principal automotive manufacturing facilities in the United Kingdom at Solihull, Castle Bromwich, Halewood and the Engine Manufacturing Centre at Wolverhampton, as well as 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. In December 2015, Jaguar Land Rover announced an initial investment of GBP1 billion to build a manufacturing facility in Slovakia (owned as a freehold estate), with production scheduled to commence in Fiscal 2018. Jaguar Land Rover also owns a joint venture manufacturing plant under our China Joint Venture, in Changshu, near Shanghai, as part of a RMB 10.9 billion investment that also includes a new research and development center, which opened in October 2014. Construction of a new engine plant for production of fuel-efficient engines is also contemplated under the joint venture agreement. Jaguar Land Rover also recently opened a new manufacturing facility in Brazil, which manufactures the Evoque and Discovery Sport for the Brazilian market.

Tata Motors (SA) (Proprietary) Limited, our joint venture with Tata Africa Holdings (SA) (Proprietary) Ltd. for the manufacture and assembly operations of our LCVs and M&HCVs in South Africa, owns and operates a manufacturing facility located in Rosslyn, South Africa.

**Description of environmental issues that may affect our utilization of facilities*****Tata and other brand vehicles***

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As with other participants in the automobile industry around the world, we are exposed to regulatory risks related to climate change. The design and development of fuel-efficient vehicles and vehicles running on alternative renewable energy has become a priority as a result of fossil fuel scarcity, escalating price and growing awareness about energy efficiency among customers.

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We have adopted the Tata Group Climate Change Policy which addresses key climate change issues related to products, processes and services. We are committed to reduction of greenhouse gas emissions throughout the lifecycle of our products and development of fuel efficient and low greenhouse gas emitting vehicles, as an integral part of our product development and manufacturing strategy.

Considering the climate change risk, we are 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 minimizing energy consumption through elimination of energy losses during manufacturing, thereby reducing manufacturing costs and increasing productivity.

The United Nations 21<sup>st</sup> Conference on Climate Change, Conference of the Parties, or COP 21, was held in Paris from November 30, 2015 to December 11, 2015. The Honorable Prime Minister Narendra Modi highlighted India's commitment to reduce its emission intensity to 33% to 35% by 2030 compared to 2005 levels, through nationally determined development measures and priorities.

In order to manage regulatory and general risks of climate change, we are 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 our internal combustion engines. We have manufactured CNG and CNG-electric hybrid versions of buses, LCVs, and the Ace Xenon, as well as a liquefied petroleum gas version of the Indica passenger vehicle.

Moreover, we use refrigerants such as R134A in our products in order to minimize our contribution toward greenhouse gas emissions. We also ensure that no refrigerant is released to the atmosphere during any service, repair and maintenance of the air-conditioning systems of our vehicles by first recovering the refrigerant charge before the system is serviced and recharged. In addition, since 2009, we have voluntarily disclosed fuel-efficiency information for our passenger vehicles in India in accordance with a decision by SIAM. We are also continually in the process of developing products to meet the current and future emission norms in India and other countries. For example, we offer products which meet the Bharat Stage III and Bharat Stage IV norms in India and Euro V norms in International markets.

We also strive to increase the proportion of energy sourced from renewables. As such, we have invested in wind and solar power to develop our renewable energy generation capacity. We have also signed power purchase agreements with renewable energy producers. These measures have resulted in an increase in the share of renewable energy as part of the total electricity consumption to 17% in Fiscal 2017 from 9% in Fiscal 2016. As one of our prime objectives, we have endeavored to incorporate environmentally sound practices in our processes, products and services. Our manufacturing facilities at Pune, Jamshedpur, Lucknow, Sanand, Dharwad and Pantnagar in India each has an Environmental Management System in place and has achieved ISO-14001 certification. We have been implementing various Environment Management Programs on energy conservation such as reduction in electricity and fuel consumption with resulting reductions in greenhouse gas emissions. We are actively working toward a shift to gas fuels to meet process heat requirements.

Pursuant to our commitment to climate change mitigation, we are a signatory to the RE100, a global collaborative initiative of influential businesses committed to 100% renewable electricity.

### ***Jaguar Land Rover***

Jaguar Land Rover'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, storage, treatment, transportation and disposal of wastes and hazardous materials, investigation and clean-up of contamination, process safety and maintenance of safe conditions in the workplace. Many of Jaguar Land Rover's operations require permits and controls to monitor or reduce pollution. Jaguar Land Rover has incurred, and will continue to incur, substantial on-going capital and operating expenditures to ensure compliance with current and future environmental, health and safety laws and regulations or their more stringent enforcement. Violations of these laws and regulations could result in the imposition of significant fines and penalties, the suspension, revocation or non-renewal of our permits, production delays or limitations, or the closure of Jaguar Land Rover plants. Other environmental, health and safety laws and regulations could impose restrictions or onerous conditions on the availability or the use of raw materials that Jaguar Land Rover needs for its manufacturing process. Violations of these laws and regulations may occur, among other ways, from errors in monitoring emissions of hazardous or toxic substances from Jaguar Land Rover vehicles or production sites into the environment, such as their use of incorrect methodologies or defective or inappropriate measuring equipment, errors in manually capturing results, or other mistaken or unauthorized acts of

our employees, suppliers or agents.

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Jaguar Land Rover's business and manufacturing processes result in the emission of greenhouse gases such as CO<sub>2</sub>. Jaguar Land Rover expects requirements to reduce greenhouse gasses to become increasingly more stringent and costly to address over time. For example, the EU Emissions Trading Scheme, or EUETS, an EU-wide system in which allowances to emit greenhouse gases are issued and traded, is now in Phase 3 (2013 to 2020) and applies to Jaguar Land Rover's four manufacturing facilities. Jaguar Land Rover has managed its EUETS allowances during previous phases of the EUETS scheme and uses remaining allowances from these earlier phases to meet its compliance requirements. The automotive sector was recognized as being at risk of carbon leakage in accordance with the EUETS rules. This means that Jaguar Land Rover will receive an increase in free allowances from 2015 and 2019. As a consequence of these actions, Jaguar Land Rover currently projects that it will reach the end of Phase 3 without the need to purchase EUETS carbon allowances. In Phase 4 of the scheme (2020 to 2027), free allowances will diminish to zero by 2027. Jaguar Land Rover therefore projects a need to purchase EUETS allowances in Phase 4, potentially at a substantial cost. This forecast is subject to further evaluation circumstances surrounding Brexit and its impact on the regulated carbon schemes.

Jaguar Land Rover has a Climate Change Agreement, or CCA, in the United Kingdom, which covers its manufacturing energy use. This requires Jaguar Land Rover to deliver a 15% reduction in energy use per vehicle by 2020 compared to the 2008 baseline. Jaguar Land Rover's projections show that it is on track to achieve this target and consequently will not need to purchase carbon allowances under this scheme.

Jaguar Land Rover are also registered as a participant in the Carbon Reduction Commitment Energy Efficiency Scheme, or the CRC Scheme, which regulates emissions from electricity and gas use primarily in its non-manufacturing activities in the United Kingdom. Jaguar Land Rover purchased carbon allowances under this scheme for the first time in 2015 for emissions in Fiscal 2014.

The Department of Energy and Climate Change has recently issued a consultation on potential changes to the energy taxation regime in the United Kingdom. Her Majesty's Treasury has advised that the envisaged changes need to be cost neutral and should not result in a decrease in the revenues raised from the schemes. These changes may lead to elimination of the CRC Scheme and amendments to the CCA scheme. These changes may result in an increased cost of compliance to the Jaguar Land Rover business. Jaguar Land Rover has worked with the Society of Motor Manufacturers and Traders, or SMMT, to compile and submit a response to the consultation.

Many of Jaguar Land Rover's sites have an extended history of industrial activity. Jaguar Land Rover may be required to investigate and remediate contamination at those sites, as well as properties they formerly operated, regardless of whether they caused the contamination or the activity causing the contamination was legal at the time it occurred. For example, some of Jaguar Land Rover's buildings at their Solihull plant and other plants in the United Kingdom are undergoing an asbestos removal program in connection with on-going refurbishment and rebuilding. With respect to the contaminated properties, as well as Jaguar Land Rover's operations generally, Jaguar Land Rover could also be subject to claims by government authorities, individuals and other third parties seeking damages for alleged personal injury or property damage or damage to natural resources resulting from hazardous substance contamination or exposure caused by Jaguar Land Rover's operations, facilities or products. The discovery of previously unknown contamination, or the imposition of new obligations to investigate or remediate contamination at Jaguar Land Rover's facilities, could result in substantial unanticipated costs. Jaguar Land Rover could be required to establish or substantially increase financial reserves for such obligations or liabilities. The above factors, coupled with an inability to accurately predict the amount or timing of such costs could have a material adverse impact on Jaguar Land Rover's business, financial condition and/or results of operations could be material.

**Table of Contents****Production Capacity**

The following table shows our production capacity as at March 31, 2017 and production levels by plant and product type in Fiscal 2017 and 2016:

|  | As at March 31, 2017<br>Production<br>Capacity | Year ended March 31,<br>2017      2016<br>Production (Units) |         |
|--|--|--|---------|
| <b>Tata Motors Plants in India<sup>1</sup></b>   |  |  |         |
| Medium and heavy commercial vehicles, light commercial vehicles, utility vehicles and passenger cars | 1,607,064                                      | 529,927  | 466,622 |
| <b>Jaguar Land Rover<sup>2, 5</sup></b>  |  |  |         |
| Utility vehicles, passenger cars   | 772,368  | 620,287  | 559,880 |
| <b>Other subsidiary companies plants (excluding Jaguar Land Rover<sup>3</sup>)</b>                   |  |  |         |
| Medium and heavy commercial vehicles, buses, bus bodies and pickup trucks                            | 52,000   | 21,858   | 20,237  |
| <b>Joint operations<sup>4</sup> (Passenger Vehicles)</b>   | 100,000  | 12,234   | 29,931  |

1. This refers to estimated production capacity on a double-shift basis for all plants (except the Uttarakhand plant for which capacity is on a three-shift basis) for the manufacture of vehicles and replacement parts.
2. Production capacity is on a three-shift basis. Includes assembly plant in Brazil.
3. The plants are located in South Korea, Morocco, South Africa and Thailand. Production capacity of plants at Morocco is on a single-shift basis.
4. Excludes production of engines/powertrains.
5. Includes capacity at Chery Jaguar Land Rover Automotive Company Limited.

**Properties**

We produce vehicles and related components and carry out other businesses through various manufacturing facilities. In addition to our manufacturing facilities, our properties include sales offices and other sales facilities in major cities, repair service facilities and research and development facilities.

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The following table sets forth information, with respect to our principal facilities, a substantial portion of which are owned by us as at March 31, 2017. The remaining facilities are on leased premises.

| <b>Location</b>   | <b>Facility or Subsidiary / Joint Operations Name</b>                     | <b>Principal Products or Functions</b>  |
|---|---|---|
| <b>India</b>  |   |   |
| <i>In the State of Maharashtra</i>                      |   |   |
| Pune (Pimpri, Chinchwad, Chikhali <sup>1</sup> , Maval) | Tata Motors Limited   | Automotive vehicles, components and research and development  |
| Pune (Chinchwad)  | TAL Manufacturing Solutions Ltd.  | Factory automation equipment and services   |
| Pune (Hinjewadi) <sup>1</sup>                           | Tata Technologies Ltd.  | Software consultancy and services   |
| Mumbai, Pune  | Tata Motors Limited/Concorde Motors (India) Ltd./Tata Motors Finance Ltd. | Automobile sales and service and vehicle financing  |
| Nagpur <sup>1</sup>                                     | TAL Manufacturing Solutions Ltd.  | Production of advanced composite floor beams, including machining of metal fittings for Boeing 787 Dreamliner |
| Satara  | Tata Cummins Pvt. Ltd.  | Automotive engines  |
| Pune (Ranjangaon)                                       | Fiat India Automobiles Pvt. Ltd.  | Automotive vehicles and components  |
| <i>In the State of Jharkhand</i>                        |   |   |
| Jamshedpur  | Tata Motors Limited   | Automotive vehicles, components and research and development  |
| Jamshedpur  | TML Drivelines Ltd.   | Axles and transmissions for M&HCVs  |
| Jamshedpur  | Tata Cummins Pvt. Ltd.  | Automotive engines  |
| <i>In the State of Uttar Pradesh</i>                    |   |   |
| Lucknow <sup>1</sup>                                    | Tata Motors Limited   | Automotive vehicles, parts and research and development   |
|   | Tata Marcopolo Motors Ltd.  | Bus bodies  |
| <i>In the State of Karnataka</i>                        |   |   |
| Dharwad   | Tata Motors Limited   | Automotive vehicles, components, spare parts and warehousing  |
|   | Tata Marcopolo Motors Ltd.  | Bus body manufacturing  |
| Bengaluru <sup>2</sup>                                  | Concorde Motors (India) Ltd.  | Automobile sales and service  |
| <i>In the State of Uttarakhand</i>                      |   |   |
| Pantnagar <sup>1</sup>                                  | Tata Motors Limited   | Automotive vehicles and components  |
| <i>In the State of Gujarat</i>                          |   |   |
| Sanand  | Tata Motors Limited   | Automotive vehicles and components  |
| <i>Rest of India</i>                                    |   |   |
| Hyderabad <sup>2</sup> & Chennai <sup>1</sup>           | 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 Limited/Tata Motors Finance Ltd.                              | Vehicle financing business (office/residential)   |
| <b>Outside India</b>                                    |   |   |
| Singapore   | Tata Technologies Pte Ltd.  | Software consultancy and services   |
| Republic of South Korea                                 | Tata Daewoo Commercial Vehicles 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  |
| United Kingdom  | INCAT International PLC, Tata Technologies Europe Ltd and Cambric UK Ltd  | Software consultancy and services   |

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| <b>Location</b>   | <b>Facility or Subsidiary / Joint Operations Name</b> | <b>Principal Products or Functions</b>             |
|---|---|--|
| United Kingdom  |   |  |
| Solihull  | Jaguar Land Rover Limited                             | Automotive vehicles and components                 |
| Castle Bromwich   | Jaguar Land Rover Limited                             | Automotive vehicles and components                 |
| Halewood  | Jaguar Land Rover Limited                             | Automotive vehicles and components                 |
| Gaydon  | Jaguar Land Rover Limited                             | Research and product development                   |
| Whitley   | Jaguar Land Rover Limited                             | Headquarters and research and product development  |
| Wolverhampton   | Jaguar Land Rover Limited                             | Engine manufacturing                               |
| Spain   | Tata Hispano Motors Carrocera S.A.                    | Bus body service                                   |
| Morocco   | Tata Hispano Motors Carroceries Maghreb SA            | Bus body manufacturing and service                 |
| South Africa  | Tata Motors (SA) (Proprietary) Limited                | Manufacture and assembly operations of vehicles    |
| Indonesia   | PT Tata Motors Indonesia                              | Distribution of vehicles                           |
| Brazil  | Jaguar Land Rover Limited                             | Automotive vehicles and components                 |
| Italy   | Trilix Srl.   | Automotive design and engineering                  |
| Others (e.g. United States, United Kingdom, China, Europe, Australia) | Tata Technologies Ltd.                                | Software consultancy and services                  |
|   | Jaguar Land Rover <sup>3</sup>                        | National sales companies<br>Regional sales offices |

Note: Excludes facilities held by our joint ventures, including the manufacturing plant held by Jaguar Land Rover Automotive Company Limited.

1. Land at each of these locations is held under an operating lease.

2. Some of the facilities are held under an operating lease and some are owned.

3. National sales companies are held by various subsidiaries of the Jaguar Land Rover group of companies

Substantially all of our 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 our property, plant and equipment, except those in the United Kingdom, is pledged as collateral securing indebtedness incurred by us. We believe that there are no material environmental issues that may affect our utilization of these assets.

We have 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.

For further details regarding the current legal proceedings with respect to the leased land in West Bengal, please refer to Item 4.B Business Overview Legal Proceedings of this annual report on Form 20-F.

We consider all of our principal manufacturing facilities and other significant properties to be in good condition and adequate to meet the needs of our operations.

**Item 4A. Unresolved Staff Comments**

None.

**Item 5. Operating and Financial Review and Prospects**

*You should read the following discussion of our financial condition and results of operations together with our consolidated financial statements prepared in conformity with IFRS and information included in this annual report on Form 20-F. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors including, but not limited to, those set forth in Item 3.D and elsewhere in this annual report on Form 20-F.*

**A. Operating Results**



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All financial information discussed in this section is derived from our audited financial statements included in this annual report on Form 20-F, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

**Table of Contents****Overview**

In Fiscal 2017, our total revenue (net of excise duties), including finance revenues, decreased by 1.8% to Rs.2,656,495 million from Rs.2,705,113 million in Fiscal 2016. We recorded net income (excluding the share attributable to non-controlling interests) of Rs.61,211 million in Fiscal 2017 representing a decrease by 36.2% or Rs.34,672 million over net income in Fiscal 2016 of Rs.95,883 million.

As discussed in our introductory remarks, we use earnings before other income, interest and tax to assess our operating performance; a reconciliation of our consolidated earnings before other income, interest and tax to our consolidated net income for the years ended March 31, 2017, 2016 and 2015 is set forth below.

|  | <b>For the year ended March 31,</b> |             |             |
|--|-------------------------------------|-------------|-------------|
|  | <b>2017</b>                         | <b>2016</b> | <b>2015</b> |
|  | <b>Rs. in million</b>               |             |             |
| Earnings before other income, interest and tax             | 100,125                             | 175,640     | 253,790     |
| Add/(Less):  |                                     |             |             |
| Share of profit/(loss) of equity accounted investees (net) | 14,930                              | 5,775       | (1,748)     |
| Other income/(loss) (net)                                  | 30,405                              | 3,136       | 11,508      |
| Foreign exchange gain/(loss) (net)                         | (10,830)                            | (19,439)    | (19,850)    |
| Interest income  | 5,641                               | 7,187       | 6,764       |
| Interest expense (net)                                     | (42,366)                            | (47,913)    | (52,232)    |
| Income tax expense   | (35,670)                            | (27,513)    | (69,150)    |
| Net Income   | 62,235                              | 96,872      | 129,082     |

As also discussed in our introductory remarks, we use free cash flow to measure ongoing needs for investments in plant and machinery, products and technologies; a reconciliation of our free cash flow for the years ended March 31, 2017, 2016 and 2015 is set forth below.

|   | <b>Year ended March 31,</b> |             |             |
|---|-----------------------------|-------------|-------------|
|   | <b>2017</b>                 | <b>2016</b> | <b>2015</b> |
|   | <b>Rs. in million</b>       |             |             |
| Cash flow from operating activities                 | 303,107                     | 374,713     | 365,401     |
| Less:   |                             |             |             |
| Payments for property, plant and equipment          | (162,799)                   | (159,538)   | (171,362)   |
| Proceeds from sale of property, plant and equipment | 534                         | 588         | 704         |
| Payment for intangible assets                       | (143,799)                   | (152,065)   | (130,241)   |
|   | (306,064)                   | (311,015)   | (300,899)   |
| Free cash flow                                      | (2,957)                     | 63,698      | 64,502      |

As also discussed in our introductory remarks, we use ratio of net debt to shareholders' equity to measure our debt commitments; a reconciliation of our ratio of net debt to shareholders' equity as at March 31, 2017 and 2016 are set forth in Exhibit 7.1 to this annual report on Form 20-F.

**Economy***India*

On a macro level, the Indian economy in Fiscal 2017 remained fairly robust and stable, characterized by low inflation, low current account deficit, low fiscal deficit and low interest rates. India was one of the faster growing large economies in the world, with the Rupee performing better than most other emerging markets currencies. Following a year of deflation, there was a significant upturn in commodity prices. Two years of drought resulted in subdued consumer spending during the early part of the year. While private investment is continued to remain weak, higher capital expenditure by the government is expected to crowd in private investment. We also anticipate the rural market growth to continue due to improved agricultural output and higher rural expenditure.

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In Fiscal 2017, India's GDP increased by 7.1%, as compared to an increase of 8% in Fiscal 2016 (based on the provisional estimate of Fiscal 2017 annual national income data from the Ministry of Statistics and Programme Implementation), in part as a result of a temporary consumption shock induced by cash shortages and payment disruptions emanating from demonetization. Nominal GDP growth recovered to respectable levels, reversing the sharp and worrisome dip that had occurred. Agriculture sector registered a 4.9% growth in Fiscal 2017 as compared to 0.7% in Fiscal 2016. Industry sector (mining & quarrying, manufacturing and construction) registered a 5.5% growth in Fiscal 2017 as compared to 9.0% growth in Fiscal 2016. Services sector registered 7.7% growth in Fiscal 2017 as compared to 9.5% in Fiscal 2016. According to the new base year (2011-12), the Index of Industrial Production (IIP) recorded 4.9% growth in Fiscal 2017, as compared to 3.4% in Fiscal 2016. Significant factors influencing IIP growth in Fiscal 2017 included a 4.8% increase in the manufacturing sector, compared to 3.0% in Fiscal 2016, which was due to a better performance of sectors like motor vehicles and other transport equipment. The IIP of the mining & quarrying sector increased by 5.4%, compared to 4.3% in Fiscal 2016, and electricity services recorded moderate increase of 5.8% in Fiscal 2017, as compared to 5.7% in Fiscal 2016. The IIP of consumer durables grew by 5% in Fiscal 2017, as compared to 4.3% in Fiscal 2016. The IIP of Infrastructure/ Construction goods recorded 3.9% growth in Fiscal 2017, as compared to 2.8% in Fiscal 2016. The Consumer Price Index (CPI)- New Series inflation, displayed a downward trend since July 2016. The rising international oil prices resulted in reversal of Wholesale Price Index. Core inflation, however, was more stable as compared to Fiscal 2016. The current account deficit declined in the first half of Fiscal 2017. The trade deficit declined for majority of period. The first half of Fiscal 2017 saw a contraction in imports, which was steeper than the fall in exports. The latter half of Fiscal 2017 saw both imports and exports recovering.

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### *World*

Global economic performance in Fiscal 2017 remained weak. While a recovery in commodity prices has provided some relief to commodity exporters and helped in reducing the deflationary pressures, structural problems such as low productivity growth and high-income inequality persisted and are likely to continue. While activity rebounded strongly in the United States in second half of 2016 after a weak first half, output remained below potential in a number of other advanced economies, most notably in the Euro area. The picture for emerging market and developing economies remained much more diverse. The growth rate in China was a bit stronger than expected, supported by continued policy stimulus. However, activity was weaker than expected in some Latin American countries such as Brazil. Activity in Russia was slightly better than expected, in part reflecting firmer oil prices.

The United Kingdom secured its seventh consecutive year of growth since the recession, and has been the fastest growing of the group of seven leading industrial economies in calendar year 2016. The Sterling suffered two sharp devaluations this year immediately after the Brexit vote in June 2016 and as a result of statements made at the Conservative Party conference in October 2016 which stoked fears of a hard Brexit. The Eurozone had marginal GDP growth in calendar year 2016; however, rising inflation poses a risk to growth and can negatively affect consumer spending. France and Spain experienced GDP growth, while Germany and Italy showed no change, with GDP growth rates same as last year.

### *Automotive operations*

Automotive operations is our most significant operating segment, accounting for 99.3%, 99.5% and 99.5% of our total revenues in each of Fiscal 2017, 2016, and 2015, respectively. In Fiscal 2017, revenue from automotive operations before inter-segment eliminations was Rs.2,639,061 million, as compared to Rs.2,691,018 million in Fiscal 2016 and Rs.2,635,966 million in Fiscal 2015.

Our automotive operations include:

All activities relating to the development, design, manufacture, assembly and sale of vehicles, as well as related spare parts and accessories;

Distribution and service of vehicles; and

Financing of our vehicles in certain markets.

Our automotive operations segment is further divided into Tata and other brand vehicles (including financing thereof), and Jaguar Land Rover. In Fiscal 2017, Jaguar Land Rover contributed 80.4% of our total automotive revenue compared to 81.8% in Fiscal 2016 and 83.0% in Fiscal 2015 (before intra-segment elimination) and the remaining 19.6% was contributed by Tata and other brand vehicles in Fiscal 2017 compared to 18.2% in Fiscal 2016 and 17.0% in Fiscal 2015. Jaguar Land Rover revenue includes a translation loss from GBP to Indian rupees. For further detail see Item 5.A Operating Results Fiscal 2017 Compared to Fiscal 2016 Revenue.

### *Other Operations*

Our other operations business segment mainly includes information technology services, machine tools and factory automation solutions. Our revenue from other operations before inter-segment eliminations was Rs.31,154 million in Fiscal 2017, an increase of 7.0% from Rs.29,116 million in Fiscal 2016. Revenues from other operations represented 1.2%, 1.1% and 1.0% of our total revenues, before inter-segment eliminations, in Fiscal 2017, 2016 and 2015, respectively. Earnings before other income, interest and tax before inter-segment eliminations (segment earnings), were Rs.3,798 million in Fiscal 2017 and Rs.4,212 million and Rs.3,448 million in Fiscal 2016 and 2015, respectively.

### **Geographical breakdown**

We have pursued a strategy of increasing exports of Tata and other brand vehicles to new and existing markets. Improved market sentiment in certain countries to which we export and a strong portfolio of Jaguar Land Rover vehicles have enabled us to increase sales in these international markets in Fiscal 2017. Sales in Europe have overtaken those in China, and Europe has become our second largest single market in terms of volume, after India. Sales in Europe increased by 45.2% in Fiscal 2016, in terms of volume. Besides, Jaguar Land Rover, TDCV, our subsidiary in South Korea, and TTL, our specialized subsidiary engaged in engineering, design and information technology services, contributes to our

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revenue from international markets. The proportion of our net sales earned from markets outside of India has decreased marginally to 84.1% in Fiscal 2017 from 84.8% in Fiscal 2016, due to growth in revenues from India. Our net sales do not include revenues of the China Joint Venture (which commenced operations in Q3 of Fiscal 2015), as the China Joint Venture is an equity accounted investee.

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The following table sets forth our revenue from our key geographical markets:

| Revenue                  | 2017             |             | Year ended March 31, 2016 |             | 2015             |             |
|--------------------------|------------------|-------------|---------------------------|-------------|------------------|-------------|
|                          | Rs. in million   | Percentage  | Rs. in million            | Percentage  | Rs. in million   | Percentage  |
| India                    | 422,499          | 15.9%       | 411,399                   | 15.2%       | 361,206          | 13.6%       |
| China                    | 410,722          | 15.5%       | 485,384                   | 17.9%       | 755,916          | 28.5%       |
| United Kingdom           | 486,091          | 18.3%       | 448,389                   | 16.6%       | 351,527          | 13.3%       |
| United States of America | 413,470          | 15.6%       | 431,592                   | 16.0%       | 328,798          | 12.4%       |
| Rest of Europe           | 469,927          | 17.7%       | 415,022                   | 15.3%       | 317,303          | 12.0%       |
| Rest of the World        | 453,786          | 17.0%       | 513,327                   | 19.0%       | 534,179          | 20.2%       |
| <b>Total</b>             | <b>2,656,495</b> | <b>100%</b> | <b>2,705,113</b>          | <b>100%</b> | <b>2,648,929</b> | <b>100%</b> |

The Rest of Europe market is geographic Europe, excluding the United Kingdom and Russia. The Rest of the World market is any region not included above.

**Significant Factors Influencing Our Results of Operations**

Our results of operations are dependent on a number of factors, which mainly include the following:

**General economic conditions.** We, similar to other participants in the automotive industry, are materially affected by general economic conditions. See Item 3.D Risk Factors Risks associated with Our Business and the Automotive Industry .

**Interest rates and availability of credit for vehicle purchases.** Our volumes are significantly dependent on availability of vehicle financing arrangements and their associated costs. For further discussion of our credit support programs, see Item 4.B Business Overview Automotive Operations .

**Excise duties and sales tax rates.** In India, the excise and sales tax rate structures affect the cost of vehicles to the end user and, therefore, impact demand significantly. For a detailed discussion regarding tax rates applicable to us, please see Item 4.B Business Overview Government Regulations Excise Duty .

**Our competitive position in the market.** For a detailed discussion regarding our competitive position, see Item 4.B Business Overview Automotive Operations Tata and other brand vehicles Competition .

**Cyclical and seasonality.** Our results of operations are also dependent on the cyclical and seasonality in demand in the automotive market. For a detailed discussion on seasonal factors affecting our business, please see Item 4.B Business Overview Automotive Operations Tata and other brand vehicles Seasonality and 4.B Business Overview Automotive Operations Jaguar Land Rover Seasonality .

**Environmental Regulations.** Governments in the various countries in which we operate are placing a greater emphasis on raising emission and safety standards for the automobile industry. Compliance with applicable environmental and safety laws, rules, regulations and standards will have a significant impact on costs and product life cycles in the automotive industry. For further details with respect to these regulations, please see Item 4.B Business Overview Government Regulations .

**Foreign Currency Rates.** Our operations and our financial position are quite sensitive to fluctuations in foreign currency exchange rates. Jaguar Land Rover earns significant revenue in the United States, Europe and China, and also sources a significant portion of its input material from Europe. Thus, any exchange rate fluctuations of GBP to Euro, GBP to U.S. dollar and GBP to other currencies would affect our financial results. We have significant borrowings in foreign currencies denominated mainly in U.S. dollars. Our consolidated financial results are affected by foreign currency exchange fluctuations through both translation and transaction risks. Changes in foreign currency exchange rates may positively or negatively affect our revenues, results of operations and net income. To the extent that our financial results for a particular period will be affected by changes in the prevailing exchange rates at the end of the period, such fluctuations may have a substantial impact on comparisons with prior periods. Furthermore, Jaguar Land Rover constitutes a major portion of consolidated financial position, the figures of which are translated into Indian rupees. However, the translation effect is a reporting consideration and does not impact our underlying results of operations. Please see Item 11 Quantitative and Qualitative Disclosures About Market Risk and Note 35(d)(i) (a) to our consolidated financial statements included elsewhere in this annual report on Form 20-F for further detail on our exposure to fluctuations in foreign currency exchange rates.

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***Political and Regional Factors.*** As with the rest of the automotive industry, we are affected by political and regional factors. For a detailed discussion regarding these risks, please see Item 3.D Key Information Risk Factors Political and Regulatory Risks.



**Table of Contents****Results of operations**

The following table sets forth selected items from our consolidated statements of income for the periods indicated and shows these items as a percentage of total revenues:

|   | Percentage of Total Revenue<br>Year ended March 31, |      |      | Percentage Change |              |
|---|---|------|------|-------------------|--------------|
|   | 2017  | 2016 | 2015 | 2016 to 2017      | 2015 to 2016 |
| Total revenues  | 100%  | 100% | 100% | -1.8%             | 2.1%         |
| Raw materials, components and purchase of product for sale (including change in inventories of finished goods & work-in-progress) | 62.5  | 60.5 | 61.0 | 1.3               | 1.2          |
| Employee cost   | 10.7  | 10.7 | 9.5  | -1.6              | 15.1         |
| Other expenses  | 22.9  | 21.6 | 20.6 | 4.0               | 7.2          |
| Provision for loss of inventory (net of insurance recoveries)   | -0.5  | 0.6  |      | -181.2            | 100.0        |
| Depreciation and amortization   | 6.9   | 6.2  | 5.1  | 8.5               | 25.0         |
| Expenditure capitalized   | -6.4  | -6.2 | -5.8 | 1.2               | 8.9          |
| Other (income)/ loss (net)  | -1.1  | -0.1 | -0.4 | 798.4             | -72.8        |
| Interest income   | -0.2  | -0.3 | -0.3 | -21.5             | 6.2          |
| Interest expense (net)  | 1.6   | 1.8  | 2.0  | -11.6             | -8.3         |
| Foreign exchange (gain) / loss (net)  | 0.5   | 0.8  | 0.8  | -35.5             | 1.1          |
| Share of (profit) / loss of equity accounted investees  | -0.6  | -0.2 | 0.1  | 158.5             | -430.3       |
| Net income before tax   | 3.7   | 4.6  | 7.4  | -21.3             | -37.3        |
| Income tax expense  | -1.3  | -1.0 | -2.6 | 29.6              | -60.2        |
| Net income  | 2.4   | 3.6  | 4.8  | -35.8             | -25.0        |
| Net income attributable to shareholders of Tata Motors Limited  | 2.4   | 3.6  | 4.8  | -36.2             | -25.3        |
| Net income attributable to non-controlling interests  | *   | *    | *    | 3.5               | 25.0         |

\* Less than 0.1

The following table sets forth selected data regarding our automotive operations (Tata and other brand vehicles (including financing thereof) and Jaguar Land Rover) for the periods indicated and the percentage change from period-to-period (before inter-segment eliminations):

|   | Year ended March 31, |           |           | Percentage Change |              |
|---|----------------------|-----------|-----------|-------------------|--------------|
|   | 2017                 | 2016      | 2015      | 2016 to 2017      | 2015 to 2016 |
| Total Revenues (Rs. million)  | 2,639,061            | 2,691,018 | 2,635,966 | -1.9              | 2.1          |
| Earnings before other income, interest and tax (Rs. million)        | 102,958              | 173,315   | 252,241   | -40.6             | -31.3        |
| Earnings before other income, interest and tax (% to total revenue) | 3.9%                 | 6.4%      | 9.6%      |                   |              |

The following table sets forth selected data regarding our other operations for the periods indicated and the percentage change from period-to-period (before inter-segment eliminations):

|   | Year ended March 31, |        |        | Percentage Change |              |
|---|----------------------|--------|--------|-------------------|--------------|
|   | 2017                 | 2016   | 2015   | 2016 to 2017      | 2015 to 2016 |
| Total Revenues (Rs. million)  | 31,154               | 29,116 | 27,152 | 7.0               | 7.2          |
| Earnings before other income, interest and tax (Rs. million)        | 3,798                | 4,212  | 3,448  | -9.8              | 22.2         |
| Earnings before other income, interest and tax (% to total revenue) | 12.2%                | 14.5%  | 12.7%  |                   |              |

**Table of Contents****Fiscal 2017 Compared to Fiscal 2016****Revenue**

Our total consolidated revenue (net of excise duty, where applicable), including finance revenue, decreased by 1.8% to Rs.2,656,495 million in Fiscal 2017 from Rs.2,705,113 million in Fiscal 2016.

The revenue of our Tata brand vehicles increased by 5.7% to Rs.518,431 million in Fiscal 2017 from Rs.490,344 million in Fiscal 2016 due to increased volumes of Passenger Cars and LCV. However, the revenue of our Jaguar Land Rover business decreased by 3.6% to Rs.2,120,677 million in Fiscal 2017 from Rs.2,200,750 million in Fiscal 2016, reflecting a decrease foreign currency translation loss from GBP to Indian rupees of Rs.276,439 million. Excluding the impact of foreign currency translation, the increase in revenue is Rs.193,616 million at our Jaguar Land Rover business, primarily due to volume increases driven by the success of new products we launched, such as the F-PACE and Discovery Sport, offset by the production constraints of the Defender and Discovery ahead of the start of sales of the all new Discovery in the fourth quarter of Fiscal 2017, as well as strong growth in China, the United Kingdom, North America and European markets. The increase was attributable to an increase in sales of Jaguar-brand vehicles to 169,284 units in Fiscal 2017 from 102,106 units in Fiscal 2016, an increase of 65.8%, offset by decrease in sales of Land Rover from 407,228 units in Fiscal 2016 to 365,462 units in Fiscal 2017, a decrease of 10.3% (volumes excluding Chery Jaguar Land Rover). Furthermore, revenue includes realized losses on cash flow hedges of Rs.112,698 million in Fiscal 2017 as compared to a gain of Rs.7,691 million in Fiscal 2016.

Our revenues from sales of vehicles and spares manufactured in India increased by 3.6% to Rs.439,134 million in Fiscal 2017 from Rs.423,698 million in Fiscal 2016. The increase was mainly attributable to revenues from passenger cars in India, which increased by 37.5% to Rs.45,674 million in Fiscal 2017 from Rs.33,224 million in Fiscal 2016, and revenue attributable to utility vehicles, which increased by 21.2% to Rs.12,607 million in Fiscal 2017 from Rs.10,400 million in Fiscal 2016. New product offerings in our passenger cars helped us increase our volumes and revenues in this category. Further, revenues from LCVs increased by 3.8% to Rs.61,077 million in Fiscal 2017 from Rs.58,861 million in Fiscal 2016. However, revenues of M&HCVs in India decreased by 2.6% to Rs.213,386 million in Fiscal 2017 from Rs.219,097 in Fiscal 2016, primarily due to increased competition.

Revenue from our vehicle financing operations increased by 9% to Rs.24,318 million in Fiscal 2017, as compared to Rs.22,319 million in Fiscal 2016.

Revenue attributable to TDCV, our subsidiary company engaged in design, development and manufacturing of M&HCVs, increased by 21.0% to Rs.57,774 million in Fiscal 2017 from Rs.47,742 million in Fiscal 2016, primarily due to strong performance in its domestic Korean market. There was a strong demand from the construction sector and replacement demand including factors such as low interest rates and diesel prices. However, the exports markets were very challenging. Factors like persistently low-oil prices, local currency depreciation against the U.S. dollar, continuing statutory regulations to reduce imports, the slowdown in Chinese economy impacting commodity exporting countries, and increased dealer inventory adversely impacted TDCV's exports in major markets, such as Algeria, Russia, Vietnam, South Africa and Gulf Cooperation Council, or GCC, countries.

Revenue from other operations, before inter-segment eliminations, increased by 7.0% to Rs.31,154 million in Fiscal 2017 from Rs.29,116 million in Fiscal 2016, and represents 1.2% and 1.1% of our total revenues, before inter-segment eliminations, in Fiscal 2017 and 2016, respectively.

**Cost and Expenses**

*Raw Materials, Components and Purchase of Products for Sale (including change in inventories of finished goods and work-in-progress) (material costs)*

Material costs increased marginally by 1.3% to Rs.1,659,297 million in Fiscal 2017 from Rs.1,637,210 million in Fiscal 2016. Material costs include realized exchange gain of Rs.7,553 million in Fiscal 2017 as compared to a loss of Rs.25,571 million in Fiscal 2016.

At our Jaguar Land Rover operations, material costs in Fiscal 2017 marginally decreased by 0.7% to Rs.1,309,697 million from Rs.1,318,875 million in Fiscal 2016. The decrease was attributable to favorable currency translation from GBP to INR of Rs.171,240 million. Excluding currency translation, material costs attributable to our Jaguar Land Rover operations increased by GBP 1,666 million (12.4%) in Fiscal 2017 mainly due to a 5% increase in sales volume, an increase in duties of GBP 150 million, primarily due to an increase in sales to the US, and unfavorable foreign currency effects applicable for sourcing countries, notably the weakening of Sterling against the Euro. Material costs at our Jaguar Land Rover operations as a percentage of revenue increased to 61.3% in Fiscal 2017 from 60.9% in Fiscal 2016 (in GBP terms),

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primarily attributable to higher sales of our popular F-PACE and the new Discovery launched in Fiscal 2017.

Material costs for Tata and other brand vehicles have also increased by 10.3% to Rs.345,437 million in Fiscal 2017 from Rs.313,172 million in Fiscal 2016, primarily due to increase in volumes. Further, material costs as a percentage of total revenue (excluding finance revenue) increased to 69.8% in Fiscal 2017, as compared to 66.9% in Fiscal 2016, primarily due to unfavorable product mix leading to lower contribution margin.

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For our India operations, material costs in the passenger vehicle segment increased by 45.1% to Rs.42,337 million in Fiscal 2017, as compared to Rs.29,183 million in Fiscal 2016 for our passenger cars, and by 26.3% to Rs.10,768 million in Fiscal 2017, as compared to Rs.8,529 million in Fiscal 2016 for our utility vehicles, mainly due to increased unit sales. Material costs for LCVs also increased 10.8% to Rs.45,318 million in Fiscal 2017, as compared to Rs.40,439 million in Fiscal 2016. Material costs for M&HCVs increased by 2.8% to Rs.148,073 million in Fiscal 2017, as compared to Rs.143,924 million in Fiscal 2016.

Material costs increased by 24.2% to Rs.38,695 million in Fiscal 2017, as compared to Rs.31,159 million in Fiscal 2016 for TDCV, primarily due to higher volumes particularly in the domestic market. The increase is also due to an unfavorable foreign currency translation from KRW to Indian rupees of Rs.1,076 million. As a percentage of total revenue, material cost increased to 66.9% in Fiscal 2017, compared to 65.3% in Fiscal 2016, primarily due to higher sale of mixer truck models (bearing lower margin) and aggressive pricing for export sales.

*Provision/(Reversal) for Loss of Inventory*

On August 12, 2015, a series of explosions caused widespread damage at the Port of Tianjin in China, one of three major locations in China through which Jaguar Land Rover imports its vehicles. A provision of Rs.16,384 million (GBP157 million) (net of insurance recoveries) of Rs.5,342 million (GBP55 million) has been recognized against the carrying value of inventory for the damage due to explosion at the port of Tianjin in China in Fiscal 2016.

In Fiscal 2017, Rs.13,301 million (GBP151 million) relating to insurance recoveries, recovery of import duties and taxes and to an updated assessment of the condition of the remaining vehicles led to a reversal of the initial provision recorded in Fiscal 2016.

*Employee Costs*

Our employee costs decreased by 1.6% in Fiscal 2017 to Rs.283,588 million from Rs.288,117 million in Fiscal 2016, including the foreign currency translation impact from GBP to Indian rupees discussed below.

Our permanent headcount increased by 3.9% as at March 31, 2017 to 79,558 employees from 76,598 employees as at March 31, 2016, primarily due to new production facilities and research and development centers at Jaguar Land Rover. However, the average temporary headcount decreased by 3.2% to 38,692 employees in Fiscal 2017 from 40,205 employees in Fiscal 2016.

The employee cost at Jaguar Land Rover decreased by 4.7% to Rs.218,016 million in Fiscal 2017 from Rs.228,730 million in Fiscal 2016. This decrease includes a favorable foreign currency translation from GBP to Indian rupees of Rs.27,569 million. In GBP terms, employee costs at Jaguar Land Rover increased to GBP2,490 million in Fiscal 2017 from GBP2,321 million in Fiscal 2016. The employee cost at Jaguar Land Rover as a percentage to revenue decreased to 10.2% in Fiscal 2017 from 10.4% in Fiscal 2016. Due to consistent increases in volumes and to support new launches and product development projects, Jaguar Land Rover increased its average permanent headcount by 6.8% in Fiscal 2017 to 31,810 employees from 29,789 employees in Fiscal 2016 and the average temporary headcount increased by 1.5% in to 7,324 employees in Fiscal 2017 from 7,216 employees in Fiscal 2016. Total number of permanent employees as at March 31, 2017 was 32,870, as compared to 30,750 as at March 31, 2016 for Jaguar Land Rover.

The employee cost for Tata and other brand vehicles (including financing thereof) increased by 9.5% to Rs.51,310 million in Fiscal 2017 from Rs.46,836 million in Fiscal 2016.

For our India operations, employee costs increased by 13.6% to Rs.41,856 million in Fiscal 2017 from Rs.36,834 million in Fiscal 2016, mainly due to regular annual increases in salary and wage agreements at our Pune plant. The permanent headcount increased by 1.1% as at March 31, 2017 to 36,560 employees from 36,177 employees as at March 31, 2016. However, the average temporary headcount remained same at 31,586 employees in Fiscal 2017 from 31,625 employees in Fiscal 2016. In Fiscal 2017, there was an expense of Rs.676 million towards early-retirement given to various employees.

Employee costs at TDCV increased by 5.3% to Rs.7,759 million in Fiscal 2017 from Rs.7,370 million in Fiscal 2016, primarily due to annual increments and headcount by 4.0%.

In Fiscal 2016, we closed the manufacturing operations at Tata Hispano Motors Carroceries Maghreb, or Hispano Maghreb, and paid Rs.223 million as employee separation costs.



**Table of Contents***Other Expenses*

Other expenses increased by 4.0% to Rs.608,462 million in Fiscal 2017 from Rs.585,321 million in Fiscal 2016. There was a favorable foreign currency translation of GBP to Indian rupees of Rs.64,840 million pertaining to Jaguar Land Rover. As a percentage of total revenues, these expenses increased to 22.9% in Fiscal 2017 from 21.6% in Fiscal 2016. The major components of expenses are as follows:

|  | Year ended March 31, |         | Change | Percentage of Total Revenue |      |
|--|----------------------|---------|--------|-----------------------------|------|
|  | 2017                 | 2016    |        | 2017                        | 2016 |
|  | (Rs. in millions)    |         |        |                             |      |
| Freight and transportation expenses                                | 103,534              | 103,351 | 0.2%   | 3.9%                        | 3.8% |
| Works operation and other expenses                                 | 232,675              | 223,315 | 4.2    | 8.8                         | 8.3  |
| Publicity  | 86,987               | 87,685  | -0.8   | 3.3                         | 3.2  |
| Allowance for trade and other receivables, and finance receivables | 7,360                | 15,319  | -52.0  | 0.3                         | 0.6  |
| Warranty and product liability expenses                            | 85,866               | 67,539  | 27.1   | 3.2                         | 2.5  |
| Research and development expenses                                  | 34,136               | 34,688  | -1.6%  | 1.3%                        | 1.3% |

- Freight and transportation expenses were flat at Rs.103,534 million in Fiscal 2017. This reflects a favorable foreign currency translation of GBP to Indian rupees of Rs.10,338 million. Considering this, the increase in freight and transportation expenses corresponds to an increase in volumes at both Tata brand vehicles and Jaguar Land Rover operations, predominantly on account of increased sales of Passenger Cars and growth in North America and Europe and the United Kingdom, respectively, on an annual basis.
- Our works operation and other expenses represented 8.8% and 8.3% of total revenue in Fiscal 2017 and 2016, respectively. On absolute terms, the expenses have increased by 4.2% to Rs.232,675 million in Fiscal 2017 from Rs.223,315 million in Fiscal 2016. These mainly relate to volume-related expenses at Jaguar Land Rover and Tata Motors. There is an increase in project expenses relating to our contract manufacturing arrangement with Magna Steyr which are capitalized and shown under the line item expenditure capitalized discussed below.
- Publicity expenses remains flat at 3.3% of our total revenues in Fiscal 2017 as compared to 3.2% in Fiscal 2016. In addition to routine product and brand campaigns, we incurred expenses relating to new product introduction campaigns in Fiscal 2016, namely the new Jaguar F-PACE, the all new Jaguar XF, the refreshed 2016 model year Jaguar XJ, new Jaguar F-PACE and the Range Rover Evoque (including convertible) at Jaguar Land Rover, and the Tigor, Tiago, Hexa, Yodha and Geneva Motors show at our India operations.
- Our allowance for trade and other receivables represented 0.3% and 0.6% of total revenues in Fiscal 2017 and Fiscal 2016, respectively. The allowances for finance receivables mainly relate to India operations. These mainly reflect provisions for the impairment of vehicle loans of Rs.5,654 million for Fiscal 2017 as compared to Rs.8,600 million for the same period in 2016. The decrease in provision is mainly due to improved collections. Based on our assessment of non-recoverability of overdues in trade and other receivables, we have recorded a provision of Rs.1,706 million in Fiscal 2017, compared to a provision of Rs.6,719 million in Fiscal 2016.
- Warranty and product liability expenses represented 3.2% and 2.5% of our total revenues in Fiscal 2017 and Fiscal 2016, respectively. The warranty expenses at Jaguar Land Rover represented 3.6% of the revenue as compared to 2.9% last year whereas for Tata Motors Indian operations these represent 1% for both Fiscal 2017 and 2016 of revenue. The increase of Jaguar Land Rover was primarily driven by higher volumes and the impact of unfavorable foreign exchange from the weakening of GBP during Fiscal 2017. In May 2016, an industry-wide passenger airbag safety recall was announced in the United States by the NHTSA in respect of airbags from Takata. Certain front-passenger airbags from Takata are installed in vehicles sold by Jaguar Land Rover Group. Accordingly, we recognized an additional provision of Rs.6,415 million (GBP67 million) for the estimated cost of repairs in Fiscal 2016. Please refer to Item 5.A Critical Accounting Policies of this annual report for further details.
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Research and product development costs represent research costs and costs pertaining to minor product enhancements, refreshes and upgrades to existing vehicle models. These represented 1.3% of total revenues for Fiscal 2017 and 2016.

### *Expenditure capitalized*

This represents employee costs, stores and other manufacturing supplies and other works expenses incurred mainly toward product development projects. Considering the nature of our industry, we continually invest in the development of new products and invest to address safety, emission and other regulatory norms. The expenditure capitalized increased by 1.2% to Rs.168,769 million in Fiscal 2017 from Rs.166,783 million in Fiscal 2016. The increase is net of an unfavorable foreign currency translation impact from GBP to Indian rupees of Rs.20,219 million pertaining to Jaguar Land Rover. These reflect expenditures on new products and other major product development plans.

### *Depreciation and Amortization*

Our depreciation and amortization expenses increased by 8.5% in Fiscal 2017, the breakdown of which is as follows:

|              | <b>Year ended March 31,</b>      |                |
|--------------|----------------------------------|----------------|
|              | <b>2017</b>                      | <b>2016</b>    |
|              | <small>(Rs. in millions)</small> |                |
| Depreciation | 94,557                           | 79,643         |
| Amortization | 87,848                           | 88,432         |
| <b>Total</b> | <b>182,405</b>                   | <b>168,075</b> |

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The increase in depreciation and amortization expenses is after a favorable foreign currency translation from GBP to Indian rupees of Rs.18,432 million pertaining to Jaguar Land Rover. The increase in depreciation expenses, excluding translation impact was primarily due to full-year depreciation of the facility at Brazil and expenses attributable to plant and equipment and tooling, which are mainly toward capacity and new products. The amortization expenses for Fiscal 2017 mainly related to product development costs capitalized and new products introduced during this period, namely the F-PACE, the new Discovery, Tigor, Hexa and Yodha. Depreciation and amortization expenses represented 6.9% and 6.2% of total revenues in Fiscal 2017 and Fiscal 2016, respectively.

*Other income (net)*

There was a net gain of Rs.28,172 million in Fiscal 2017, as compared to Rs.3,136 million in Fiscal 2016, representing an increase of Rs.25,036 million.

- i. The gain on change in the fair value of commodity derivatives mainly at Jaguar Land Rover was Rs.9,184 million in Fiscal 2017, as compared to loss of Rs.11,555 million in Fiscal 2016, primarily due to the significant increase in commodity prices of major commodities, including aluminum, copper and platinum.
- ii. We recorded a loss on a sale of assets and assets written off of Rs.11,419 million in Fiscal 2017, as compared to Rs.9,477 million in Fiscal 2016. In Fiscal 2017 and 2016, product development in progress for certain projects were identified for write off.
- iii. Gain on sale of available-for-sale investments increased marginally to Rs.1,826 million in Fiscal 2017, as compared to Rs.1,814 million in Fiscal 2016.
- iv. Miscellaneous income increased by 30.0% to Rs.28,475 million in Fiscal 2017 from Rs.21,908 million in Fiscal 2016. The increase is mainly due to increase in royalty income from Chery Jaguar Land Rover Automotive Company Ltd.

For further details see Note 30 to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

*Interest expense (net)*

Our interest expense (net of interest capitalized) decreased by 11.6% to Rs.42,366 million in Fiscal 2017 from Rs.47,913 million in Fiscal 2016. As a percentage of total revenues, interest expense represented 1.6% in Fiscal 2017, compared to 1.8% in Fiscal 2016. The interest expense (net) for Jaguar Land Rover was GBP68 million (Rs.6,011 million) in Fiscal 2017, as compared to GBP90 million (Rs.8,797 million) in Fiscal 2016. The decrease in interest expense is primarily due to the prepayment of higher coupon senior notes during Fiscal 2016 and by a favorable foreign currency translation of Rs.663 million from GBP to Indian rupees. For our operations of Tata and other brand vehicles (including financing thereof), interest expense decreased by 7.2% to Rs.36,435 million in Fiscal 2017 from Rs.39,249 million in Fiscal 2016, mainly due to reduction in interest rates. See Item 5.B Liquidity and Capital Resources of this annual report on Form 20-F for additional details on our debt financing arrangements.

*Foreign exchange (gain)/loss (net)*

We had a net foreign exchange loss of Rs.13,285 million in Fiscal 2017, compared to Rs.20,588 million in Fiscal 2016. This was primarily attributable to our Jaguar Land Rover operations.

- i. Jaguar Land Rover recorded an exchange loss of Rs. 20,148 million in Fiscal 2017, as compared to Rs.13,808 million in Fiscal 2016. We incurred a net exchange loss on senior notes of Rs.8,273 million in Fiscal 2017, as compared to Rs.5,639 million in Fiscal 2016, mainly due to appreciation of the U.S. dollar, as compared to GBP as at March 31, 2016. Further, there was a loss of Rs.2,293 million in Fiscal 2017, as compared to a gain of Rs.102 million in Fiscal 2016, due to fluctuations in



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foreign currency exchange rates on derivatives contracts which are not hedge accounted, mainly reflecting a stronger U.S. dollar and Euro, offset by weaker Chinese RMB and emerging market currencies. Furthermore, this also includes a loss on revaluation of other assets and liabilities of Rs.7,126 million in Fiscal 2017, as compared to Rs.9,166 million in Fiscal 2016.

- ii. For India operations, due to appreciation of the Indian rupee mainly against the U.S. dollar, we incurred exchange gains. There was a net exchange gain of Rs.2,712 million in Fiscal 2017, as compared to loss of Rs.2,781 million in Fiscal 2016, mainly attributable to foreign currency denominated borrowings.

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*Income Taxes*

Our income tax expense increased by 29.6% to Rs.35,670 million in Fiscal 2017 from Rs.27,513 million in Fiscal 2016, resulting in consolidated effective tax rates of 36.4% and 22.1%, for Fiscal 2017 and 2016, respectively.

Reasons for significant differences in the company's recorded income tax expense of Rs.35,670 million in Fiscal 2017, as compared to Rs.27,513 million in Fiscal 2016, income tax expense are mainly the following:

- i. During Fiscal 2017, Tata Motors Limited, on a standalone basis, did not recognize a deferred tax asset, amounting to Rs.27,926 million, as compared to Rs.8,152 million in Fiscal 2016, with respect to tax losses, due to the uncertainty of future taxable profit against which tax losses can be utilized.
- ii. Furthermore, during Fiscal 2017, deferred tax assets totaling Rs.1,446 million, as compared to Rs.5,137 million in Fiscal 2016, were not recognized in certain subsidiaries due to uncertainty of realization.
- iii. Income tax expense on undistributed earnings of subsidiaries was Rs.4,134 million in Fiscal 2017, as compared to Rs.5,402 million in Fiscal 2016.
- iv. In Fiscal 2017, there was a tax credit due to share of profit of equity accounted investees of Rs.3,147 million, as compared to Rs.1,138 million in Fiscal 2016 (due to profits at our China Joint Venture).
- v. During Fiscal 2017, Tata Motors Finance Ltd, a wholly-owned subsidiary, transferred its business to its subsidiary Sheba Properties Ltd. The resultant gain was subject to capital gains tax in India for Tata Motors Limited, on a standalone basis, resulting in utilization of business losses having a tax effect of Rs.4,079 million.

During Fiscal 2016, Tata Motors Limited, on a standalone basis received additional consideration of Rs.3,245 million, from TML Holdings Pte Ltd, a wholly owned subsidiary towards divestment of investments in Fiscal 2014 in a foreign subsidiary. Further, Tata Motors Limited, on a standalone basis divested investments in Sheba Properties Limited, wholly owned subsidiary, to Tata Motors Finance Ltd, a subsidiary, resulting in a profit of Rs.3,304 million. The resultant gain was subject to capital gains tax in India for Tata Motors Limited, on a standalone basis, resulting in utilization of business losses having a tax effect of Rs.550 million.

- vi. Additional deduction for patent, research and product development cost of Rs.7,456 million in Fiscal 2017, as compared to Rs.14,494 million in Fiscal 2016. During Fiscal 2016, we have applied for tax benefit under patent box regime in the United Kingdom leading to additional benefit of Rs.6,958 million.
- vii. Reduction due to change in statutory tax rate by Rs.246 million to Rs.5,685 million in Fiscal 2017 as compared to Rs.5,931 million in Fiscal 2016.
- viii. During Fiscal 2017, tax on dividend from subsidiaries, joint operations, equity accounted investees and available-for-sale investments was of Rs.27 million, as compared to Rs.1,345 million in Fiscal 2016, mainly due to an additional dividend received during Fiscal 2016.

For further details see Note 17 to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

*Share of profit of equity-accounted investees and non-controlling interests in consolidated subsidiaries, net of tax*

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In Fiscal 2017, our share of profit of equity-accounted investees reflected a gain of Rs.14,930 million, as compared to Rs.5,775 million in Fiscal 2016.

Our share of profit (including other adjustments) in Chery Jaguar Land Rover Automotive Company Limited in Fiscal 2017 was Rs.13,544 million, as compared to Rs.5,781 million in Fiscal 2016.

Our share of profit in Tata Hitachi Construction Machinery Co Private Ltd was Rs.857 million in Fiscal 2017, as compared to a loss of Rs.421 million in Fiscal 2016.

The share of non-controlling interests in consolidated subsidiaries increased by 3.5% to Rs.1,024 million in Fiscal 2017 from Rs.989 million in Fiscal 2016.

**Table of Contents*****Net income***

Our consolidated net income in Fiscal 2017, excluding shares of non-controlling interests, decreased by 36.2% to Rs.61,211 million from Rs.95,883 million in Fiscal 2016. Net income as a percentage of total revenues also decreased from 3.6% in Fiscal 2016 to 2.3% in Fiscal 2017. This decrease was mainly the result of the following factors:

Earnings before other income, interest and tax for Jaguar Land Rover decreased by 26.2% to Rs.120,867 million in Fiscal 2017 from Rs.163,883 million in Fiscal 2016, which amounted to 5.7% in Fiscal 2017 of sales, as compared to 7.4% in Fiscal 2016. The decrease in profitability was mainly attributable to higher manufacturing and other operating costs including higher marketing expenses, higher depreciation and amortization expenses related to significant capital expenditure in prior periods, more unfavorable revaluation of unrealized foreign currency debts, offset by lower interest expenses, favorable revaluation of commodity hedges and further insurance and other recoveries related to Tianjin.

Earnings before other income, interest and tax for Tata and other brand vehicles decreased to a loss of Rs.17,909 million in Fiscal 2017, as compared to a gain of Rs.9,432 million in Fiscal 2016, primarily due to decreased volume of M&HCVs, higher level of variable marketing spends, provision for inventory of Bharat Stage III vehicles and higher depreciation and amortization.

**Fiscal 2016 Compared to Fiscal 2015*****Revenue***

Our total consolidated revenue (net of excise duty, where applicable), including finance revenue, increased by 2.1% to Rs.2,705,113 million in Fiscal 2016 from Rs.2,648,929 million in Fiscal 2015.

The increase in revenue was driven by both Tata brand vehicles in India and our Jaguar Land Rover business. The revenue of our Tata brand vehicles increased by 9.6% to Rs.490,344 million in Fiscal 2016 from Rs.447,218 million in Fiscal 2015 due to increased volumes of M&HCV.

The revenue of our Jaguar Land Rover business increased marginally by 0.5% to Rs.2,200,750 million in Fiscal 2016 from Rs.2,189,337 million in Fiscal 2015, primarily due to volume increases driven by the success of new products we launched, such as the Discovery Sport and the XE, as well as strong growth in the United Kingdom, North America and European markets. The increase in revenue also reflects an increase on account of foreign currency translation gain from GBP to Indian rupees of Rs.2,087 million pertaining to Jaguar Land Rover. The increase in revenue of Rs.22,286 million at our Jaguar Land Rover business (excluding translation impact) was mainly attributable to an increase in sales of Land Rover from 390,901 units in Fiscal 2015 to 407,228 units in Fiscal 2016, an increase of 4.2%, which was supplemented by an increase in sales of Jaguar-brand vehicles to 102,106 units in Fiscal 2016 from 78,083 units in Fiscal 2015, an increase of 30.8% (volumes excluding Chery Jaguar Land Rover).

Our revenues from sales of vehicles and spares manufactured in India increased by 17.0% to Rs.423,698 million in Fiscal 2016 from Rs.362,214 million in Fiscal 2015. The increase was mainly attributable to increased revenues of M&HCVs in India, which increased by 31.8% to Rs.219,097 million in Fiscal 2016 from Rs.166,263 in Fiscal 2015, primarily due to replacement of fleet vehicles, supported by stable freight rates across key routes, lower fuel prices, higher load factor and renewal of mining activities in certain states of India. Such increase in revenue was partially offset by the decrease in revenue of LCVs, which decreased by 14.6% to Rs.58,860.7 million in Fiscal 2016 from Rs.68,890 million in Fiscal 2015. Furthermore, revenue attributable to passenger cars decreased by 10.7% to Rs.33,224 million in Fiscal 2016 from Rs.37,196 million in Fiscal 2015, and revenue attributable to utility vehicles decreased by 20.3% to Rs.10,399.7 million in Fiscal 2016 from Rs.13,051 million in Fiscal 2015.

Revenue from our vehicle financing operations marginally declined by 1.3% to Rs.22,319 million in Fiscal 2016, as compared to Rs.22,631 million in Fiscal 2015.

Revenue attributable to TDCV, our subsidiary company engaged in design, development and manufacturing of M&HCVs, decreased by 13.2% to Rs.47,742 million in Fiscal 2016 from Rs.55,016 million in Fiscal 2015, primarily due to lower export sales, which was partially offset by an increase in domestic volumes. Factors, such as low-oil prices, local currency depreciation against the U.S. dollar, new statutory regulations to reduce imports, slowdown in the Chinese economy, which impacted commodity-exporting countries, and increased dealer inventory, adversely impacted TDCV's exports in major markets, such as Algeria, Russia, Vietnam, South Africa and Gulf Cooperation Council, or GCC, countries.

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Revenue from other operations, before inter-segment eliminations, increased by 7.2% to Rs.29,116 million in Fiscal 2016 from Rs.27,152 million in Fiscal 2015, and represents 1.1% and 1.0% of our total revenues, before inter-segment eliminations, in Fiscal 2016 and 2015, respectively.

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### ***Cost and Expenses***

#### *Raw Materials, Components and Purchase of Products for Sale (including change in inventories of finished goods and work-in-progress) (material costs)*

Material costs increased marginally by 1.2% to Rs.1,637,210 million in Fiscal 2016 from Rs.1,617,029 million in Fiscal 2015.

At our Jaguar Land Rover operations, material costs in Fiscal 2016 marginally increased by 0.1% to Rs.1,318,875 million from Rs.1,320,194 million in Fiscal 2015. Material costs attributable to our Jaguar Land Rover operations had decreased by Rs.10,917 million in Fiscal 2016 mainly due to a positive movement of foreign currency rates applicable for sourcing countries and a decrease in duties of GBP593 million, primarily due to a decrease in sales in China, which partially offset increases in material costs, primarily due to changes in product mix and higher volumes. Material costs at our Jaguar Land Rover operations as a percentage of revenue decreased to 59.2% in Fiscal 2016 from 60.3% in Fiscal 2015 (in GBP terms).

Material costs for Tata and other brand vehicles has also increased by 7.5% to Rs.313,172 million in Fiscal 2016 from Rs.291,206 million in Fiscal 2015, primarily due to increase in volumes. However, material costs as a percentage of total revenue (excluding finance revenue) decreased to 66.9% in Fiscal 2016, as compared to 68.6% in Fiscal 2015, primarily due to favorable product mix leading to higher contribution margin.

At our India operations, material costs have increased by 28.7% to Rs.143,924 million in Fiscal 2016, as compared to Rs.111,823 million in Fiscal 2015 for M&HCVs, which was partially offset by a decrease in the material costs for LCVs by 4.9% to Rs.40,439 million in Fiscal 2016, as compared to Rs.42,531 million in Fiscal 2015. In the passenger vehicle segment, material costs for passenger cars decreased by 8.7% to Rs.29,183 million in Fiscal 2016, as compared to Rs.31,957 million in Fiscal 2015 and for utility vehicles, by 24.0% to Rs.8,529 million in Fiscal 2016, as compared to Rs.11,228 million in Fiscal 2015.

Material costs have decreased by 20.5% to Rs.31,159 million in Fiscal 2016, as compared to Rs.39,177 million in Fiscal 2015 for TDCV, primarily due to lower volumes particularly in the export market. The decrease was partially offset by an unfavorable foreign currency translation from KRW to Indian rupees of Rs.728 million. As a percentage of total revenue, material cost decreased to 65.3% in Fiscal 2016, compared to 71.2% in Fiscal 2015. Increased sales prices of models that comply with Euro 6 regulations in the domestic market and a favorable product mix contributed to a higher contribution ratio.

#### *Provision for Loss of Inventory*

On August 12, 2015, a series of explosions caused widespread damage at the Port of Tianjin in China, one of three major locations in China through which Jaguar Land Rover imports its vehicles. A provision of Rs.16,384 million (GBP157 million) (net of insurance recoveries of Rs.5,342 million (GBP55 million)) has been recognized against the carrying value of inventory for the damage due to explosion at the port of Tianjin in China. We may have additional claims for insurance recoveries in future.

#### *Employee Costs*

Our employee costs increased by 15.1% in Fiscal 2016 to Rs.288,117 million from Rs.250,401 million in Fiscal 2015, including the foreign currency translation impact from GBP to Indian rupees discussed below. Our permanent headcount increased by 4.2% as at March 31, 2016 to 76,598 employees from 73,485 employees as at March 31, 2015, primarily due to new production facilities and research and development centers at Jaguar Land Rover, and the average temporary headcount remain flat at 40,205 employees in Fiscal 2016 from 40,213 employees in Fiscal 2015.

The employee cost at Jaguar Land Rover increased by 17.6% to Rs.228,730 million in Fiscal 2016 from Rs.194,467 million in Fiscal 2015. This increase includes an unfavorable foreign currency translation from GBP to Indian rupees of Rs.546 million. In GBP terms, employee costs at Jaguar Land Rover increased to GBP2,321 million in Fiscal 2016 from GBP1,977 million in Fiscal 2015. The employee cost at Jaguar Land Rover as a percentage to revenue increased to 10.5% in Fiscal 2016 from 9.0% in Fiscal 2015. Due to consistent increases in volumes and to support new launches and product development projects, Jaguar Land Rover increased its average permanent headcount by 19.6% in Fiscal 2016 to 29,789 employees from 24,902 employees in Fiscal 2015. However, the average temporary headcount was flat at 7,216 employees in Fiscal 2016 from 7,225 employees in Fiscal 2015. Total number of permanent employees as at March 31, 2016 was 30,750, as compared to 27,004 as at March 31, 2015 for Jaguar Land Rover.

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The employee cost for Tata and other brand vehicles (including financing thereof) increased by 6.6% to Rs.46,836 million in Fiscal 2016 from Rs.43,922 million in Fiscal 2015.

For our India operations, employee costs increased marginally by 0.8% to Rs.36,834 million in Fiscal 2016 from Rs.36,547 million in Fiscal 2015, mainly due to regular annual increases in salary. However, the permanent headcount decreased marginally by 2.9% as at March 31, 2016 to 36,177 employees from 37,243 employees as at March 31, 2015, which was mainly driven by efforts to rationalize employee costs across our India operations. However, the average temporary headcount increased by 13.9% to 31,625 employees in Fiscal 2016 from 27,772 employees in Fiscal 2015, mainly due to increase in M&HCV volumes.

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Employee costs at TDCV increased by 64.0% to Rs.7,370 million in Fiscal 2016 from Rs.4,493 million in Fiscal 2015. During Fiscal 2015, TDCV reduced employee costs by write back of a provision of Rs.2,643 million due to the resolution of the lawsuit filed by TDCV union employees. After adjusting for the write back in Fiscal 2015, employee costs increased marginally by 3.3%.

In Fiscal 2016, we closed the manufacturing operations at Tata Hispano Motors Carroceries Maghreb, or Hispano Maghreb, and paid Rs.223 million as employee separation costs. The closure was triggered by sustained underperformance that was mainly attributable to challenging market conditions in the regions where Hispano Maghreb operates.

*Other Expenses*

Other expenses increased by 7.2% to Rs.585,321 million in Fiscal 2016 from Rs.545,910 million in Fiscal 2015. This increase reflects an unfavorable foreign currency translation of GBP to Indian rupees of Rs.818 million pertaining to Jaguar Land Rover. As a percentage of total revenues, these expenses increased to 21.6% in Fiscal 2016 from 20.6% in Fiscal 2015. The major components of expenses are as follows:

|  | Year ended March 31, |         | Change | Percentage of Total Revenue |      |
|--|----------------------|---------|--------|-----------------------------|------|
|  | 2016                 | 2015    |        | 2016                        | 2015 |
|  | (Rs. in millions)    |         |        |                             |      |
| Freight and transportation expenses                                | 103,351              | 84,309  | 22.6%  | 3.8%                        | 3.2% |
| Works operation and other expenses                                 | 223,315              | 213,280 | 4.7    | 8.3                         | 8.1  |
| Publicity  | 87,685               | 85,773  | 2.2    | 3.2                         | 3.2  |
| Allowance for trade and other receivables, and finance receivables | 15,319               | 25,597  | -40.2  | 0.6                         | 1.0  |
| Warranty and product liability expenses                            | 67,539               | 60,266  | 12.1   | 2.5                         | 2.3  |
| Research and development expenses                                  | 34,688               | 28,515  | 21.6%  | 1.3%                        | 1.1% |

1. The increase in freight and transportation expenses corresponds to an increase in volumes at both Tata brand vehicles and Jaguar Land Rover operations, predominantly on account of increased sales of M&HCV and growth in North America and Europe and the United Kingdom, respectively, on an annual basis.
2. Our works operation and other expenses represented 8.3% and 8.1% of total revenue in Fiscal 2016 and 2015, respectively. On absolute terms, the expenses have increased by 4.7% to Rs.223,315 million in Fiscal 2016 from Rs.213,280 million in Fiscal 2015. These mainly relate to volume-related expenses at Jaguar Land Rover and Tata Motors. Engineering expenses at Jaguar Land Rover have increased, reflecting our increased investment in the development of new vehicles by 6.4% to Rs.65,054 million in Fiscal 2016 from Rs.61,127 million in Fiscal 2015. A significant portion of these costs are capitalized and shown under the line item expenditure capitalized discussed below.
3. Publicity expenses remains flat at 3.2% of our total revenues in Fiscal 2016 and 2015. In addition to routine product and brand campaigns, we incurred expenses relating to new product introduction campaigns in Fiscal 2016, namely the new Jaguar XE, the all new Jaguar XF, the refreshed 2016 model year Jaguar XJ, new Jaguar F-PACE and the Range Rover Evoque (including convertible) at Jaguar Land Rover, and the SIGNA range of trucks, the Ace Mega and the Made of Great campaign and auto expo at our India operations.
4. Our allowance for trade and other receivables represented 0.6% and 1.0% of total revenues in Fiscal 2016 and Fiscal 2015, respectively. The allowances for finance receivables mainly relate to India operations. These mainly reflect provisions for the impairment of vehicle loans of Rs.8,600 million for Fiscal 2016 as compared to Rs.23,226 million for the same period in 2015. The decrease in provision is mainly due to improved financing (more M&HCV and lower loan-to-value ratio) during the year and increased collections. Based on our assessment of non-recoverability of overdues in trade and other receivables, we have recorded a provision of Rs.6,719 million in Fiscal 2016, compared to a provision of Rs.2,371 million in Fiscal 2015, increased mainly at Jaguar Land Rover due to certain doubtful debts.
- 5.



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Warranty and product liability expenses represented 2.5% and 2.3% of our total revenues in Fiscal 2016 and Fiscal 2015, respectively. The warranty expenses at Jaguar Land Rover represented 2.86% of the revenue as compared to 2.57% last year whereas for Tata Motors Indian operations these represent 1.16% of revenue as compared to 1.17% last year. In May 2016, an industry-wide passenger airbag safety recall was announced in the United States by the NHTSA in respect of airbags from Takata. Certain front-passenger airbags from Takata are installed in vehicles sold by Jaguar Land Rover Group. Accordingly, we recognized an additional provision of Rs.6,415 million (GBP67 million) for the estimated cost of repairs in Fiscal 2016. Please refer to Item 5.A Critical Accounting Policies of this annual report for further details.

6. Research and product development costs represent research costs and costs pertaining to minor product enhancements, refreshes and upgrades to existing vehicle models. These represented 1.3% of total revenues for Fiscal 2016 as compared to 1.1% in Fiscal 2015.

### *Expenditure capitalized*

This represents employee costs, stores and other manufacturing supplies and other works expenses incurred mainly toward product development projects. Considering the nature of our industry, we continually invest in the development of new products and invest to address safety, emission and other regulatory norms. The expenditure capitalized increased by 8.9% to Rs.166,783 million in Fiscal 2016 from Rs.153,218 million in Fiscal 2015. The increase includes a favorable foreign currency translation impact from GBP to Indian rupees of Rs.363 million pertaining to Jaguar Land Rover. These reflect expenditures on new products and other major product development plans.

**Table of Contents***Depreciation and Amortization*

Our depreciation and amortization expenses increased by 25.0% in Fiscal 2016, the breakdown of which is as follows:

|              | Year ended March 31, |                |
|--------------|----------------------|----------------|
|              | 2016                 | 2015           |
|              | (Rs. in millions)    |                |
| Depreciation | 79,643               | 65,398         |
| Amortization | 88,432               | 69,098         |
| <b>Total</b> | <b>168,075</b>       | <b>134,496</b> |

The increase in depreciation and amortization expenses includes an unfavorable foreign currency translation from GBP to Indian rupees of Rs.580 million pertaining to Jaguar Land Rover. The increase in depreciation expenses was primarily due to full-year depreciation of the new engine plant at the Wolverhampton facility in the United Kingdom and expenses attributable to plant and equipment and tooling, which are mainly toward capacity and new products. The amortization expenses for Fiscal 2016 mainly related to product development costs capitalized and new products introduced during this period namely the XE, the F-PACE, the new XF and the 2016 model year Evoque. Depreciation and amortization expenses represented 6.2% and 5.1% of total revenues in Fiscal 2016 and Fiscal 2015, respectively.

*Other income (net)*

There was a net gain of Rs.3,136 million in Fiscal 2016, as compared to Rs.11,508 million in Fiscal 2015, representing a decrease of 72.8%.

- i. The loss on change in the fair value of commodity derivatives mainly at Jaguar Land Rover increased to Rs.11,555 million in Fiscal 2016, as compared to Rs.3,627 million in Fiscal 2015, primarily due to the significant fall in commodity prices of major commodities, including aluminum, copper and platinum.
- ii. We recorded a loss on a sale of assets and assets written off of Rs.9,477 million in Fiscal 2016, as compared to Rs.3,512 million in Fiscal 2015. In Fiscal 2016, certain product development in progress were identified for write off.
- iii. Gain on sale of available-for-sale investments increased to Rs.1,814 million in Fiscal 2016, as compared to Rs.1,195 million in Fiscal 2015.
- iv. Miscellaneous income increased by 28.1% to Rs.21,908 million in Fiscal 2016 from Rs.17,101 million in Fiscal 2015. During Fiscal 2014, legislation was enacted that allows companies in the United Kingdom to elect for the Research and Development Expenditure Credit, or RDEC, on qualifying expenditures incurred since April 1, 2013, instead of the existing super-deduction rules. Accordingly, the amount not relating to capitalized product development expenditure of Rs.3,748 million and Rs.2,909 million for the Fiscal 2016 and 2015, respectively, have been recognized as miscellaneous income. Further, the increase was primarily due to income earned from royalties received from Chery Jaguar Land Rover Automotive Company Ltd. of Rs.2,466 million in Fiscal 2016, as compared to Rs.503 million in Fiscal 2015.

For further details see Note 30 to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

*Interest expense (net)*

Our interest expense (net of interest capitalized) decreased by 8.3% to Rs.47,913 million in Fiscal 2016 from Rs.52,232 million in Fiscal 2015. As a percentage of total revenues, interest expense represented 1.8% in Fiscal 2016, compared to 2.0% in Fiscal 2015. The interest expense (net) for Jaguar Land Rover was GBP90 million (Rs.8,833 million) in Fiscal 2016, as compared to GBP135 million (Rs.12,779 million) in Fiscal 2015, due to prepayment penalties of GBP2 million in Fiscal 2016, as compared to GBP77 million in Fiscal 2015. The decrease (excluding

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prepayment penalty) in interest expense is primarily due to the prepayment of higher coupon senior notes during Fiscal 2016 and Fiscal 2015, offset by an unfavorable foreign currency translation of Rs.361 million from GBP to Indian rupees. For our operations of Tata and other brand vehicles (including financing thereof), interest expense decreased marginally by 1.0% to Rs.39,249 million in Fiscal 2016 from Rs.39,665 million in Fiscal 2015. This includes mark-to-market on interest rate swaps of Rs.1,171.3 million at TML Holdings Pte Ltd. See Item 5.B Liquidity and Capital Resources of this annual report on Form 20-F for additional details on our debt financing arrangements.

**Table of Contents***Foreign exchange (gain)/loss (net)*

We had a net foreign exchange loss of Rs.20,588 million in Fiscal 2016, as compared to Rs.20,371 million in Fiscal 2015. This was primarily attributable to our Jaguar Land Rover operations.

- i. Jaguar Land Rover recorded an exchange loss of Rs.13,808 million in Fiscal 2016, as compared to Rs.19,118 million in Fiscal 2015. We incurred a net exchange loss on senior notes of Rs.5,639 million in Fiscal 2016, as compared to Rs.15,387 million in Fiscal 2015, mainly due to appreciation of the U.S. dollar, as compared to GBP as at March 31, 2016. Further, there was a gain of Rs.102 million in Fiscal 2016, as compared to a loss of Rs.14,870 million in Fiscal 2015, due to fluctuations in foreign currency exchange rates on derivatives contracts, which are not hedge accounted mainly reflecting a stronger U.S. dollar and Euro, offset by weaker Chinese RMB and emerging market currencies. Furthermore, this also includes a loss on revaluation of other assets and liabilities of Rs.9,166 million in Fiscal 2016, as compared to a gain of Rs.11,195 million in Fiscal 2015.
- ii. For India operations, due to depreciation of the Indian rupee mainly against the U.S. dollar, we incurred exchange losses. There was a net exchange loss of Rs.2,781 million in Fiscal 2016, as compared to Rs.1,777 million in Fiscal 2015, mainly attributable to foreign currency denominated borrowings.

*Income Taxes*

Our income tax expense decreased by 60.2% to Rs.27,513 million in Fiscal 2016 from Rs.69,150 million in Fiscal 2015, resulting in consolidated effective tax rates of 22.1% and 34.9%, for Fiscal 2016 and 2015, respectively.

Reasons for significant differences in the company's recorded income tax expense of Rs.27,513 million in Fiscal 2016, as compared to Rs.69,150 million in Fiscal 2015, income tax expense are mainly the following:

- i. During Fiscal 2016, Tata Motors Limited, on a standalone basis, did not recognize a deferred tax asset, amounting to Rs.8,152 million, as compared to Rs.13,844 million in Fiscal 2015, with respect to tax losses, due to the uncertainty of future taxable profit against which tax losses can be utilized.
- ii. Furthermore, during Fiscal 2016, deferred tax assets totaling Rs.5,137 million, as compared to Rs.7,089 million in Fiscal 2015, were not recognized in certain subsidiaries due to uncertainty of realization.
- iii. Income tax expense on undistributed earnings of subsidiaries was Rs.5,402 million in Fiscal 2016, as compared to Rs.7,805 million in Fiscal 2015.
- iv. In Fiscal 2016, there was a tax credit due to share of profit of equity accounted investees of Rs.1,138 million, (due to profits at our China Joint Venture) as compared to loss of Rs.334 million in Fiscal 2015.
- v. During Fiscal 2016, Tata Motors Limited, on a standalone basis received additional consideration of Rs.3,245 million, from TML Holdings Pte Ltd, a wholly owned subsidiary towards divestment of investments in Fiscal 2014 in a foreign subsidiary. Further, Tata Motors Limited, on a standalone basis divested investments in Sheba Properties Limited, wholly owned subsidiary, to Tata Motors Finance Ltd, a subsidiary, resulting in a profit of Rs.3,304 million. The resultant gain was subject to capital gains tax in India for Tata Motors Limited, on a standalone basis, resulting in utilization of business losses having a tax effect of Rs.550 million.

During Fiscal 2015, TML Holdings Pte Ltd, a wholly-owned subsidiary, repurchased 35,000,000 equity shares, par value US\$1 each, at a price of US\$7.99 each. The resultant gain was subject to capital gains tax in India for Tata Motors Limited, on a standalone basis, resulting in

utilization of business losses having a tax effect of Rs.4,469 million.

- vi. The relevant Indian tax regulations mandate that companies pay tax on book profits, known as the Minimum Alternate Tax, or MAT. MAT may be carried forward and set off against future income tax liabilities computed under normal tax provisions within a period of ten years. We had recognized deferred tax assets in respect of MAT paid in prior years for Tata Motors Limited on a standalone basis.

In Fiscal 2015, the Government of India amended Indian income tax laws extending the concessional tax rate of 15% on dividends received from foreign subsidiaries indefinitely. This amendment will result in lower utilization of deferred tax assets in respect of MAT paid, due to which we have written off previously recognized deferred tax assets in respect of MAT paid of Rs.7,772 million.

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- vii. Additional deduction for patent, research and product development cost of Rs.14,494 million in Fiscal 2016, as compared to Rs.7,203 million in Fiscal 2015. During Fiscal 2016, we have applied for tax benefit under patent box regime in the United Kingdom leading to additional benefit of Rs.6,958 million.
- viii. Reduction due to change in statutory tax rate by Rs.2,069 million to Rs.5,931 million in Fiscal 2016 as compared to Rs.8,000 million in Fiscal 2015.
- ix. During Fiscal 2016, tax on dividend from subsidiaries, joint operations, equity accounted investees and available-for-sale investments was Rs.1,345 million, as compared to a credit of Rs.84 million in Fiscal 2015, mainly due to an additional dividend received during Fiscal 2016.

For further details see Note 17 to our consolidated financial statements included elsewhere in this annual report on Form 20-F.

*Share of profit of equity-accounted investees and non-controlling interests in consolidated subsidiaries, net of tax*

In Fiscal 2016, our share of profit of equity-accounted investees reflected a gain of Rs.5,775 million, as compared to a loss of Rs.1,748 million in Fiscal 2015.

Our share of profit (including other adjustments) in Chery Jaguar Land Rover Automotive Company Limited in Fiscal 2016 was Rs.5,781 million, as compared to a loss of Rs.1,213 million in Fiscal 2015.

Our share of loss in Tata Hitachi Construction Machinery Co Private Ltd was Rs.421 million in Fiscal 2016, as compared to Rs.768 million in Fiscal 2015.

The share of non-controlling interests in consolidated subsidiaries increased by 25.0% to Rs.989 million in Fiscal 2016 from Rs.791million in Fiscal 2015, primarily due to increased profitability of one of our subsidiaries, TTL.

***Net income***

Our consolidated net income in Fiscal 2016, excluding shares of non-controlling interests, decreased by 25.3% to Rs.95,883 million from Rs.128,291 million in Fiscal 2015. Net income as a percentage of total revenues also decreased from 4.8% in Fiscal 2015 to 3.5% in Fiscal 2016. This decrease was mainly the result of the following factors:

Earnings before other income, interest and tax for Jaguar Land Rover decreased by 41.9% to Rs.163,883 million in Fiscal 2016 from Rs.282,073 million in Fiscal 2015, which amounted to 7.4% in Fiscal 2016 of sales, as compared to 12.9% in Fiscal 2015.

The decrease in profitability was mainly attributable to softer sales in China, product mix and higher depreciation and amortization. Further, Jaguar Land Rover recorded a provision for loss of inventory (net of insurance recoveries) of Rs.16,384 million (GBP157 million), following the assessment of the physical condition of the vehicles involved in the explosion at the port of Tianjin in China in August 2015. Furthermore, in May 2016, an industry-wide passenger airbag safety recall was announced in the United States by the NHTSA in respect of airbags from Takata. Certain front-passenger airbags from Takata are installed in vehicles sold by Jaguar Land Rover Group. Accordingly, we recognized an additional provision of Rs.6,415 million (GBP67 million) for the estimated cost of recall in Fiscal 2016.

These were primarily offset by the following factors:

Earnings before other income, interest and tax for Tata and other brand vehicles increased to Rs.9,433 million in Fiscal 2016, as compared to a loss of Rs.29,831 million in Fiscal 2015, primarily due to increased volume of M&HCVs.

**Recent Accounting Pronouncements**

Please refer to Note 2(w) to our consolidated financial statements included elsewhere in this annual report on Form 20-F for adopted and yet to be adopted accounting pronouncements as at March 31, 2017.

**Critical Accounting Policies**

The preparation of financial statements in conformity with IFRS 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 assets and liabilities as of the date of this annual report on Form 20-F and the reported amounts of revenues and expenses for the years presented. The actual results may differ from these estimates.

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Estimates and underlying assumptions are reviewed on an ongoing basis and at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

### ***Impairment of Goodwill***

Cash-generating units to which goodwill is allocated are tested for impairment annually at each balance sheet date, or more frequently when there is an indication that the unit may be impaired. 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. Goodwill impairment loss recognized is not reversed in subsequent period. Please refer to Note 14 to our consolidated financial statements included elsewhere in this annual report on Form 20-F for assumptions used for goodwill impairment.

### ***Impairment***

#### ***Property, plant and equipment and intangible assets***

At each balance sheet date, we assess whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, we estimate the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the income statement.

#### ***Finance receivables***

We provide allowances for credit losses in finance receivables based on historical loss experience, current economic conditions and events and the estimated collateral values for repossessed vehicles. This requires estimates, including the amounts and timing of future cash flows expected to be received, which reflect changes in related observable data from period to period that may be susceptible to changes.

### ***Product Warranty***

Vehicle warranties are provided for a specified period of time. Our vehicle warranty obligations vary depending upon the type of the product, geographical location of its sale and other factors.

The estimated liability for vehicle 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 our estimates regarding possible future incidence based on actions on product failures.

Changes in warranty liability as a result of changes in estimated future warranty costs and any additional costs in excess of estimated costs, can materially affect our net income. Determination of warranty liability is based on the estimated frequency and amount of future claims, which are inherently uncertain. Our policy is to continuously monitor warranty liabilities to determine the adequacy of our estimate of such liabilities. Actual claims incurred in the future may differ from our original estimates, which may materially affect warranty expense.

### ***Employee Benefits***



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Employee benefit costs and obligations are dependent on assumptions used in calculating such amounts. These assumptions include salary increase, discount rates, health care cost trend rates, benefits earned, interest cost, expected return on plan assets, mortality rates and other factors.

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While we believe that the assumptions used are appropriate, differences in actual experience or changes in assumptions may affect our employee benefit costs and obligations.

***Recoverability/recognition of deferred tax assets***

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately for each taxable entity and for each taxable jurisdiction. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

**B. Liquidity and Capital Resources**

We finance our capital expenditures and research and development investments through cash generated from operations, cash and cash equivalents, debt and equity funding. We also raise funds through the sale of investments, including divestments in stakes of subsidiaries on a selective basis.

The key element of the financing strategy is maintaining a strong financial position that allows us to fund our capital expenditures and research and development investments efficiently even if earnings are subject to short-term fluctuations. Our treasury policies for liquidity and capital resources are appropriate for the automotive operations and are set through business specific sensitive analysis and by benchmarking our competitors. These are reviewed periodically by our board of directors.

Our business segments are (i) automotive operations and (ii) all other operations. We provide financing for vehicles sold by dealers in India. Our automotive operations segment is further divided into Tata and other brand vehicles (including financing thereof) and Jaguar Land Rover. Furthermore, given the nature of our industry and competition, we are required to make significant investments in product development on an ongoing basis.

**Principal Sources of Funding Liquidity**

Our funding requirements are met through a mixture of equity, convertible or non-convertible debt securities and other long-term and short-term borrowings. We access funds from debt markets through commercial paper programs, convertible and non-convertible debentures, and other debt instruments. We continually monitor funding options available in the debt and equity capital markets with a view to maintaining financial flexibility.

See Note 35 to our audited consolidated financial statements included elsewhere in this annual report on Form 20-F for additional disclosures on financial instruments related to liquidity, foreign exchange and interest rate exposures and use of derivatives for risk management purposes.

The following table sets forth our short-term and long-term debt position:

|   | <b>As at March 31,</b>   |                |
|---|--------------------------|----------------|
|   | <b>2017</b>              | <b>2016</b>    |
|   | <b>(Rs. in millions)</b> |                |
| Total short-term debt (excluding current portion of long-term debt) | 138,600                  | 114,508        |
| Total current portion of long-term debt                             | 40,927                   | 73,349         |
| Long-term debt net of current portion                               | 605,644                  | 504,511        |
| <b>Total Debt</b>   | <b>785,171</b>           | <b>692,368</b> |

During Fiscal 2017 and 2016, the effective weighted average interest rate on our long-term debt was 5.8% and 7.2% per annum, respectively.

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The following table sets forth a summary of long-term debt outstanding as at March 31, 2017.

| Details of Long-term debt                | Currency | Initial<br>Principal<br>amounts<br>(millions) | Redeemable<br>on | Interest<br>Rate | Amount<br>repaid<br>during<br>year<br>ended<br>March 31, | Outstanding<br>(Rs. millions) |                |
|--|----------|---|------------------|------------------|--|-------------------------------|----------------|
|  |          |   |                  |                  | 2017<br>(Rs. millions)                                   | 31-Mar-17                     | 31-Mar-16      |
| Non-Convertible Debentures               | INR      |   |                  | Various          | 26,052   | 145,163                       | 111,317        |
| Collateralized debt obligations          | INR      |   |                  | Various          |  | 10,271                        | 401            |
| Buyers credit from bank                  | Various  |   |                  | Various          | 683  | 15,191                        | 15,106         |
| Loan from banks / financial institutions | Various  |   |                  | Various          | 57,856   | 127,410                       | 148,264        |
| Compulsory convertible Preference shares | INR      |   |                  | 8.780%           |  | 4,340                         | 4,340          |
| Others                                   |          |   |                  |                  | 1,460  | 1,918                         | 3,072          |
| <b>Senior Notes</b>                      |          |   |                  |                  |  |                               |                |
| Tata Motors Ltd                          | US\$     | 250   | due 2024         | 5.750%           |  | 16,088                        | 16,413         |
| Jaguar Land Rover                        | US\$     | 500   | due 2023         | 5.625%           |  | 32,096                        | 32,919         |
| Jaguar Land Rover                        | GBP      | 400   | due 2023         | 3.875%           |  | 32,108                        | 37,814         |
| Jaguar Land Rover                        | GBP      | 400   | due 2022         | 5.000%           |  | 32,028                        | 37,846         |
| Jaguar Land Rover                        | US\$     | 410   | due 2021         | 8.125%           | 5,016  |                               | 5,503          |
| TML Holdings Pte Ltd                     | US\$     | 300   | due 2021         | 5.750%           |  | 19,250                        | 19,639         |
| Tata Motors Ltd                          | US\$     | 500   | due 2020         | 4.625%           |  | 32,176                        | 32,825         |
| Jaguar Land Rover                        | US\$     | 500   | due 2020         | 3.500%           |  | 32,299                        | 32,980         |
| Jaguar Land Rover                        | US\$     | 500   | due 2019         | 4.250%           |  | 32,315                        | 33,007         |
| Jaguar Land Rover                        | US\$     | 700   | due 2018         | 4.125%           |  | 45,185                        | 46,415         |
| Jaguar Land Rover                        | GBP      | 300   | due 2021         | 2.750%           |  | 24,065                        |                |
| Jaguar Land Rover                        | EUR      | 650   | due 2024         | 2.200%           |  | 44,669                        |                |
|  |          |   |                  |                  | <b>5,016</b>   | <b>342,278</b>                | <b>295,361</b> |
| <b>Total Long-term debt</b>              |          |   |                  |                  | <b>91,067</b>  | <b>646,572</b>                | <b>577,860</b> |

The following table sets forth a summary of the maturity profile for our outstanding long term debt obligations as at March 31, 2017.

| Payments Due by Period <sup>1</sup>              | Rs. in millions |
|--|-----------------|
| Within one year                                  | 78,486          |
| After one year and up to two years               | 130,288         |
| After two year and up to five years <sup>2</sup> | 395,995         |
| After five year and up to ten years <sup>2</sup> | 193,109         |
| <b>Total</b>                                     | <b>797,878</b>  |

1. Including interest

2. Jaguar Land Rover has only senior notes as long-term debt obligations as at March 31, 2017 of Rs.274,765 million.

The following table sets forth our total liquid assets, namely cash and cash equivalents, short term deposits and investments in mutual funds:

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|                                 | As at March 31,   |         |
|---------------------------------|-------------------|---------|
|                                 | 2017              | 2016    |
|                                 | (Rs. in millions) |         |
| Total cash and cash equivalents | 139,868           | 171,536 |
| Total short-term deposits       | 218,928           | 127,810 |
| Total mutual funds investments  | 150,662           | 192,330 |
| <b>Total liquid assets</b>      | 509,458           | 491,676 |

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These resources enable us to address business needs in the event of changes in credit market conditions. Of the above liquid assets, Jaguar Land Rover holds Rs.444,018 million and Rs.442,817 million as at March 31, 2017 and 2016, respectively. Most of the Jaguar Land Rover's liquid assets are maintained in GBP and smaller balances are maintained in US\$, EUR and RMB and other currencies to meet operational requirements in those geographies.

We expect to invest over Rs.400 billion in property, plant and equipment and product development during Fiscal 2018.

We will continue to invest in new products and technologies to meet consumer and regulatory requirements and in our manufacturing base in the United Kingdom and overseas. In December 2015, Jaguar Land Rover announced the initial investment of GBP1 billion to build a manufacturing facility in Slovakia with annual capacity of 150,000 units and production scheduled to begin in 2018. Construction of the plant commenced in September 2016, with the all new Land Rover Discovery being the first model slated to be manufactured at the plant. In November 2015, Jaguar Land Rover announced an additional investment of GBP450 million to double its capacity at the engine manufacturing facility in Wolverhampton, and also recently commenced the production of the 2.0l Ingenium gasoline engine. In Fiscal 2017, Jaguar Land Rover entered into a partnership with Magna Steyr, an operating unit of Magna International Inc, to build vehicles in Graz, Austria. Jaguar Land Rover announced that its first battery electric vehicle, the Jaguar I-PACE, would be produced under the agreement with Magna Steyr from 2018. We expect that these investments will enable us to pursue further growth opportunities and address competitive positioning. We expect to meet most of our investments out of operating cash flows and cash liquidity available to us. In order to meet the balance of the requirements of our investments, we may be required to raise funds through additional loans and by accessing the capital markets from time to time, as deemed necessary.

With the ongoing need for investments in products and technologies, Tata Motors Limited was free cash flow (which is a non-IFRS measure that equals cash flow from operating activities, less payment for property, plant and equipment and intangible assets) negative in Fiscal 2017 of Rs.20,301 million, calculated on a standalone basis, and expects to be free cash flow negative in Fiscal 2018. We expect that with the improvement in macro-economic conditions and business performance, through other steps like raising funds at subsidiary levels, review of non-core investments, and through appropriate actions for raising additional long-term resources at Tata Motors Limited on a standalone basis, the funding gap can be appropriately addressed.

The following table provides information for the credit ratings of Tata Motors Limited for short-term borrowing and long-term borrowing from the following rating agencies as at March 31, 2017: Credit Analysis & Research Limited, or CARE, ICRA Limited, or ICRA, CRISIL Ltd, or CRISIL, Standard & Poor's Ratings Group, or S&P, and Moody's Investors Service, or Moody's. A credit rating is not a recommendation to buy, sell or hold securities. A credit rating may be subject to withdrawal or revision at any time. Each rating should be evaluated separately of any other rating:

|                       | CARE | ICRA | CRISIL | S&P | Moody's |
|-----------------------|------|------|--------|-----|---------|
| Long-term borrowings  | AA+  | AA   | AA     | BB+ | Bal     |
| Short-term borrowings |      | A1+  | A1+    |     |         |

We believe that we have sufficient liquidity available to meet our planned capital requirements. However, our sources of funding could be materially and adversely affected by an economic slowdown, as was witnessed in Fiscal 2009, or other macroeconomic factors in India, the United Kingdom, the United States, Europe and China, which are beyond our control. A decrease in the demand for our vehicles could affect our ability to obtain funds from external sources on acceptable terms or in a timely manner.

Our cash is located at various subsidiaries. The cash in some of these jurisdictions, notably South Africa and Brazil, is subject to certain restrictions on cash pooling, intercompany loan arrangements or interim dividends. However, annual dividends are generally permitted, and we do not believe that these restrictions have, or are expected to have, any impact on our ability to meet our cash obligations.

**Long-term funding**

In order to refinance our existing borrowings and for supporting long-term funding needs, we continued to raise funds during Fiscal 2016 and 2017. We had in the past issued convertible notes, which were convertible into equity or repayable on maturity. Details of major funding during Fiscal 2013 through Fiscal 2017 are provided below.

During Fiscal 2013, we issued rated, listed, unsecured non-convertible debentures of Rs.21,000 million with maturities between two to seven years.

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In January 2013, Jaguar Land Rover issued US\$500 million senior notes due 2023 at a coupon of 5.625% per annum. The proceeds have been used for general corporate purposes, including supporting ongoing growth and capital spending plans. The notes are callable at a premium for the present value of future interest rates, if called before a specified date and thereafter are callable at fixed premiums.

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In May 2013, TML Holdings Pte Ltd., or TMLHS, issued SGD350 million, senior notes due 2018 at a coupon of 4.25% per annum. TMLHS refinanced these notes in Fiscal 2016 by obtaining a new syndicated loan of US\$250 million maturing in March 2020.

During Fiscal 2014, TMLHS further raised US\$600 million equivalent (US\$460 million and SGD176.8 million) through a syndicated loan facility with US\$300 million equivalent (US\$250 million and SGD62.8 million) maturing in November 2017 and US\$300 million equivalent (US\$210 million and SGD114 million) in November 2019. This fund has been utilized for the general corporate purposes of Tata Motors Limited's Indian operations. TMLHS repaid these loans in Fiscal 2016 by obtaining a new syndicated loan of US\$600 million (with US\$300 million maturing in October 2020 and US\$300 million maturing in October 2022).

In December 2013 and January 2014, Jaguar Land Rover Automotive plc issued US\$700 million senior notes due 2018 at a coupon of 4.125% per annum and GBP400 million senior notes due 2022 at a coupon of 5.000% per annum. The proceeds were used to refinance the GBP500 million senior notes due 2018 at a coupon of 8.125% per annum and US\$410 million senior notes due 2018 at a coupon of 7.75% per annum, which were callable in May 2014 and subsequently redeemed them in full through a tender offer/deposit with the agent in March 2014.

During Fiscal 2014, we issued rated, listed, unsecured, non-convertible debentures, or NCDs, of Rs.11,000 million. The proceeds have been utilized for general corporate purposes.

In December 2011, Jaguar Land Rover entered in to committed revolving credit facility for GBP710 million for three and five years with a syndicate of banks. In July 2013, Jaguar Land Rover Automotive plc amended and restated the facility to GBP1,250 million at more favorable pricing and terms and conditions, which was subsequently upsized to GBP1,290 million. On July 29, 2015, Jaguar Land Rover refinanced the facility using a new facility agreement with a syndicate of 29 banks, increasing the size to GBP1.8 billion, all maturing in five years (2020) and subsequently upsized the facility to GBP1.87 billion in September 2015 by adding another bank under the accordion condition. Jaguar Land Rover is subject to certain customary financial and other covenants under this facility. This facility has been amended and extended for GBP 1,885 million and due to expire in July 2022. As at March 31, 2017, the facility was fully undrawn.

In Fiscal 2015, TMFL, and its subsidiary, TMFSL, issued NCDs and commercial paper and raised Rs.26,043 million and Rs.114,832 million, respectively. Bank borrowings through secured and unsecured term loans continued to remain as the major source of funds for long-term borrowing. Furthermore, during Fiscal 2015, TMFL issued unsecured perpetual NCDs worth Rs.503 million toward tier 1 capital and unsecured long-term NCDs worth Rs.2,350 million as tier 2 capital to enhance its capital adequacy ratio based on the RBI guidelines.

In Fiscal 2015, Jaguar Land Rover Automotive plc issued (i) US\$500 million senior notes due 2019 at a coupon of 4.250% per annum, (ii) US\$500 million senior notes due 2020 at a coupon of 3.500% per annum and (iii) GBP400 million senior notes due 2023 at a coupon of 3.875% per annum. The proceeds were used for part prepayment of US\$326 million senior notes due 2021 at a coupon of 8.125% per annum and GBP442 million senior notes due 2020 at a coupon of 8.250% per annum, and are being primarily used for general corporate purposes, including support for Jaguar Land Rover's ongoing growth and capital spending requirements.

In Fiscal 2015, TML Holdings Pte. Ltd. issued US\$300 million senior notes due 2021 at a coupon of 5.750% per annum for equity buyback.

In Fiscal 2015, we issued US\$500 million senior unsecured notes due 2020 at a coupon of 4.625% per annum and US\$250 million senior unsecured notes due 2024 at a coupon of 5.750% per annum. The proceeds have been used to refinance existing ECB of US\$500 million and the balance of the proceeds is being used to incur new additional capital expenditure and other permitted purposes as per RBI ECB guidelines.

During Fiscal 2015, Tata Motors Limited issued rated, listed, unsecured NCDs of Rs.26,000 million. The proceeds have been utilized for general corporate purposes.

During Fiscal 2016, Tata Motors Limited allotted 150,490,480 Ordinary Shares (including 32,049,820 shares underlying ADRs) of Rs.2 each at a premium of Rs.448 per share, totaling Rs.67,721 million, and 26,509,759 A Ordinary Shares of Rs.2 each at a premium of Rs.269 per share, totaling Rs.7,184 million, pursuant to the rights issue. 154,279 Ordinary Shares and 20,531 A Ordinary Shares have been kept in abeyance. Out of the proceeds of the rights issue, Rs.5 billion have been used for funding expenditure toward plant and machinery, Rs.15 billion toward research and product development, Rs.40 billion toward repayment in full or in part of certain long-term and short-term borrowings, and Rs.14.011 billion toward general corporate purposes.

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During Fiscal 2016, TML Holdings Pte. Ltd., refinanced an existing unsecured multi-currency loan of US\$600 million (US\$250 million and SG\$62.8 million maturing in November 2017 and US\$210 million and SG\$114 million maturing in November 2019) with a new unsecured loan of US\$600 million (US\$300 million maturing in October 2020 and US\$300 million maturing in October 2022) and refinanced the existing SG\$350 million 4.25% senior notes due in May 2018 with a new syndicated loan of US\$250 million maturing in March 2020.

During Fiscal 2016, Tata Motors Finance Limited issued 43,400,000 privately placed, cumulative non-participating compulsory convertible preference shares of Rs.100 each convertible after seven years, which qualified as tier 1 capital.

In Fiscal 2016, TMFL, and its subsidiary, TMFSL, issued NCDs and commercial paper and raised Rs.22,140 million and Rs.130,837 million, respectively. Bank borrowings through secured and unsecured term loans continued to remain as the major source of funds for long-term borrowing, and during, Fiscal 2016 Rs.23,250 million was raised.

In January 2017, Jaguar Land Rover Automotive plc issued (i) EUR 650 million senior notes due 2024 at a coupon of 2.200% per annum and (ii) GBP300 million senior notes due 2021 at a coupon of 2.750% per annum. The proceeds were for general corporate purposes, including support for Jaguar Land Rover's ongoing growth and capital spending requirements. In March 2017 Jaguar Land Rover Automotive plc completed consent transactions to align the terms of its (i) US\$500 million 5.625% senior notes due 2023, (ii) US\$ 700 million 4.125% senior notes due 2018 and (iii) GBP400 million 5.000% senior notes due 2022 to bonds it issued after January 31, 2014.

During Fiscal 2017, Tata Motors Limited issued rated, listed, unsecured NCDs of Rs.27,000 million. The proceeds have been utilized for general corporate purpose. Tata Motors Limited prepaid Rs.3000 million of its unsecured 8.60% NCD due 2018 in February 2017.

In Fiscal 2017, TMFL, and its subsidiaries, Sheba Properties Ltd. & TMFSL, issued NCDs and commercial paper and raised Rs.3,161 million and Rs.19,585 million, respectively. Bank borrowings through secured and unsecured term loans continued to remain as the major source of funds for long-term borrowing, and during, Fiscal 2017 Rs.2,625 million were raised.

Overall during Fiscal 2017 for the TMFL group, the short-term debt (net) increased by Rs.4,787 million and long-term debt (net) decreased by Rs.609 million.

We plan to refinance and raise long-term funding through borrowings or equity issuances, on the basis of review of business plans, operating results and covenant requirements of our existing borrowings.

### ***Short-term funding***

We fund our short-term working capital requirements with cash generated from operations, overdraft facilities with banks, short- and medium-term borrowings from lending institutions, banks and commercial paper. The maturities of these short- and medium-term borrowings and debentures are generally matched to particular cash flow requirements. We had borrowings of Rs.138,599 million and Rs.114,508 million as at March 31, 2017 and 2016, respectively.

Our working capital limit for our India operations is Rs.140,000 million. The working capital limits are secured by hypothecation of existing current assets of Tata Motors Limited including stock of raw material, stock in process, semi-finished goods, stores and spares not relating to plant and machinery (consumable stores and spares), bills receivables and book debts, including vehicle financing receivables and all other moveable current assets except cash and bank balances, loans and advances of Tata Motors Limited, both present and future. The working capital limit is renewed annually for Tata Motors Limited.

We had unused credit facilities of Rs.333,874 million and Rs.339,424 million as at March 31, 2017 and 2016, respectively.

### ***Loan Covenants***

Some of our financing agreements and debt arrangements set limits on and/or require prior lender consent for, among other things, undertaking new projects, issuing new securities, changes in management, mergers, sales of undertakings and investments in subsidiaries. In addition, certain negative covenants may limit our ability to borrow additional funds or to incur additional liens, and/or provide for increased costs in case of breach. Certain of our financing arrangements also include financial covenants to maintain certain debt-to-equity ratios, debt-to-earnings ratios, liquidity ratios, capital expenditure ratios and debt coverage ratios.





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We monitor compliance with our financial covenants on an ongoing basis. We also review our refinancing strategy and continue to plan for deployment of long term funds to address any potential non-compliance.

Certain debt issued by Jaguar Land Rover is subject to customary covenants and events of default, which include, among other things, restrictions or limitations on the amount of cash, which may be transferred outside of the Jaguar Land Rover group of companies in the form of dividends, loans or investments to TML and its subsidiaries. These are referred to as restricted payments in the relevant Jaguar Land Rover financing documentation. In general, the amount of cash which may be transferred as restricted payments from the Jaguar Land Rover group to the Company and its subsidiaries is limited to 50% of its cumulative consolidated net income (as defined in the relevant financing documentation) from January 2011. As at March 31, 2017, the estimated amount that is available for dividend payments, other distributions and restricted payments was approximately GBP4,841 million.

**Cash Flow Data**

The following table sets forth selected items from our consolidated statements of cash flows for the periods indicated.

|   | Rs. in millions  |                  |                  |
|---|------------------|------------------|------------------|
|   | 2017             | 2016             | 2015             |
| <b>Net Cash provided by Operating Activities:</b>   | <b>303,107</b>   | <b>374,713</b>   | <b>365,401</b>   |
| Net income after tax  | 62,234           | 96,872           | 129,082          |
| Adjustments to net income after tax   | 226,002          | 284,906          | 316,600          |
| Changes in operating assets and liabilities   | 33,822           | 13,333           | (38,048)         |
| Income tax paid   | (18,951)         | (20,398)         | (42,233)         |
| <b>Net Cash used in Investing Activities</b>  | <b>(382,728)</b> | <b>(370,501)</b> | <b>(344,178)</b> |
| Purchase of property, plant and equipment and intangible assets (net)   | (306,064)        | (311,014)        | (300,899)        |
| Net investment, short term deposit, margin money and loans given  | (89,243)         | (67,374)         | (50,395)         |
| Dividend and interest received  | 12,579           | 7,887            | 7,115            |
| <b>Net Cash provided by / (used in) Financing Activities</b>  | <b>62,053</b>    | <b>(37,929)</b>  | <b>30,610</b>    |
| Equity issuance / Proceeds from issue of shares by a subsidiary to non-controlling shareholders (net of issue expenses) | 52               | 74,334           |                  |
| Dividends paid (including to non-controlling shareholders of subsidiaries)  | (1,212)          | (1,059)          | (7,207)          |
| Interest paid   | (52,224)         | (56,068)         | (69,131)         |
| Short term (net) borrowings (net of debt issuance cost)   | 24,853           | (18,780)         | 30,110           |
| Long term (net) borrowings (net of debt issuance cost)  | 90,584           | (36,356)         | 76,838           |
| <b>Net change in cash and cash equivalents</b>  | <b>(17,567)</b>  | <b>(33,717)</b>  | <b>51,834</b>    |
| <b>Cash and cash equivalents, end of the year</b>   | <b>139,868</b>   | <b>171,536</b>   | <b>197,431</b>   |

**Fiscal 2017 compared to Fiscal 2016**

Cash and cash equivalents decreased by Rs.31,668 million in Fiscal 2017 to Rs.139,868 million (by an unfavorable currency translation of Rs.20,281 million from GBP to Indian rupees) from Rs.171,536 million in Fiscal 2016. The decrease in cash and cash equivalents resulted from the changes to our cash flows in Fiscal 2017 when compared to Fiscal 2016 as described below.

Net cash provided by operating activities totaled Rs.303,107 million in Fiscal 2017, a decrease of Rs.71,606 million, as compared to Fiscal 2016. The net income after tax decreased to Rs.62,234 million in Fiscal 2017 from Rs.96,872 million in Fiscal 2016. Therefore, the net income after tax (after adjustments) decreased to Rs.288,236 million in Fiscal 2017 from Rs.381,778 million in Fiscal 2016.

The changes in operating assets and liabilities resulted in a net inflow of Rs.33,822 million in Fiscal 2017, as compared to Rs.13,333 million in Fiscal 2016. Primarily, as a result of an increase in volumes in Fiscal 2017, at Jaguar Land Rover inventories increased by Rs.62,855 million in Fiscal 2017, as compared to Rs.49,602 million in Fiscal 2016 and trade receivables by Rs.19,618 million, as compared to Rs.1,543 million in Fiscal 2016. After considering the increase in accounts payable and provisions, mainly driven by increase in volumes, there was a net inflow of cash on account of changes in operating assets and liabilities of Rs.32,111 million in Fiscal 2017, as compared to Rs.42,315 million in Fiscal 2016, at Jaguar Land Rover.



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For Tata and other brand vehicles (including financing thereof), there was a net inflow of cash on account of changes in operating assets and liabilities of Rs.1,494 million in Fiscal 2017, as compared to an outflow of Rs.28,880 in Fiscal 2016. In Fiscal 2017, the net outflow in vehicle finance receivables was Rs.17,916 million as compared to Rs.13,955 million in Fiscal 2016. Excluding finance receivables, there was an inflow of Rs.19,410 million in Fiscal 2017, compared to an outflow of Rs.14,925 million in Fiscal 2016, which was attributable to an increase in trade payables and acceptances by Rs.29,374 million, partly offset by increase in inventory by Rs.3,374 million.

Income tax paid has decreased to Rs.18,951 million in Fiscal 2017 (lower profitability at Jaguar Land Rover), as compared to Rs.20,398 million in Fiscal 2016, which was primarily attributable to tax payments by Jaguar Land Rover's foreign subsidiaries in their respective tax jurisdictions.

Net cash used in investing activities totaled Rs.382,728 million in Fiscal 2017, as compared to Rs.370,501 million for Fiscal 2016, an increase of Rs.12,227 million or 3.3%, mainly due to investment in property, plant and equipment by Jaguar Land Rover and product development projects both at our Jaguar Land Rover and India operations. In Fiscal 2017, payments for capital expenditure at Jaguar Land Rover decreased by 3.3% to Rs.267,821 million from Rs.276,932 million in Fiscal 2016. The capital expenditure were intended to support continued growth in sales volumes at Jaguar Land Rover and manufacturing facilities in the United Kingdom, Austria and Brazil. Further, in Fiscal 2017, payments for capital expenditure at Tata and other brand vehicles (including financing thereof) were at Rs.34,635 million from Rs.33,682 million in Fiscal 2016, mainly related to new products planned for future.

The following table sets forth a summary of our cash flow on property plant and equipment and intangible assets for the periods indicated.

|                               | <b>For the year ended,</b> |             |
|-------------------------------|----------------------------|-------------|
|                               | <b>2017</b>                | <b>2016</b> |
|                               | <b>(Rs. in millions)</b>   |             |
| Tata and other brand vehicles | 34,635                     | 33,682      |
| Jaguar Land Rover             | 267,821                    | 276,932     |

Our net investment in short-term deposit margin moneys and loans resulted in an outflow of Rs.89,243 million in Fiscal 2017, as compared to Rs.67,374 million in Fiscal 2016, which mainly related to investment of surplus cash in bank deposits and mutual funds by Jaguar Land Rover of Rs.83,096 million and Tata and other brand vehicles (including financing thereof) of Rs.7,864 million.

Net cash inflow from financing activities totaled Rs.62,053 million in Fiscal 2017, as compared to an outflow of Rs.37,929 million in Fiscal 2016, mainly due to decreased in long-term and short-term borrowings.

For Tata and other brand vehicles (including financing thereof), the short-term debt increased by Rs.20,586 million, whereas long-term debt (net) decreased by Rs.53,761 million, due to repayments. Specifically, there was an increase in debt (short-term and long-term) of Rs.15,402 million in Fiscal 2017 at TMFL, as compared to Rs.9,169 million in Fiscal 2016.

For Jaguar Land Rover, the short-term debt (net) increased by Rs.3,995 million due to certain short term loans taken in some of the overseas subsidiary, and long-term debt (net) increased by Rs.145,914 million in Fiscal 2017 due to new issuance of senior notes.

Interest paid is Rs.53,364 million in Fiscal 2017, as compared to Rs.56,068 million in Fiscal 2016. For Jaguar Land Rover interest paid is Rs.14,650 million in Fiscal 2017, as compared to Rs.11,420 million in Fiscal 2016. For Tata and other brand vehicles, interest paid was Rs.38,565 million in Fiscal 2017, as compared to Rs.44,538 million in Fiscal 2016. Though there was an increase in borrowing in Fiscal 2017, interest was lower due to reduction in interest rates. Please see Item 5.B Liquidity and Capital Resources Long-term funding of this annual report on Form 20-F for additional details on our prepayments of senior notes.

***Fiscal 2016 compared to Fiscal 2015***

Cash and cash equivalents decreased by Rs.25,895 million in Fiscal 2016 (offset by a favorable currency translation of Rs.5,680 million from GBP to Indian rupees) from Rs.197,431 million in Fiscal 2015, to Rs.171,536 million. The decrease in cash and cash equivalents resulted from the changes to our cash flows in Fiscal 2016 when compared to Fiscal 2015 as described below.

Net cash provided by operating activities totaled Rs.374,713 million in Fiscal 2016, an increase of Rs.9,312 million, as compared to Fiscal 2015.



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The Net income decreased to Rs.96,872 million in Fiscal 2016 from Rs.129,082 million in Fiscal 2015. Therefore, the net income after tax (after adjustments) decreased to Rs.381,778 million in Fiscal 2016 from Rs.445,682 million in Fiscal 2015.

The changes in operating assets and liabilities resulted in a net inflow of Rs.13,333 million in Fiscal 2016, as compared to an outflow of Rs.38,048 million in Fiscal 2015. Primarily, as a result of an increase in volumes in Fiscal 2016 and new launches in April 2016, at Jaguar Land Rover inventories increased by Rs.49,602 million in Fiscal 2016, as compared to Rs.29,447 million in Fiscal 2015 and trade receivables by Rs.1,543 million, as compared to Rs.25,246 million in Fiscal 2015. After considering the increase in accounts payable and provisions, mainly driven by increase in volumes, there was a net inflow of cash on account of changes in operating assets and liabilities of Rs.42,315 million in Fiscal 2016, as compared to an outflow of Rs.13,261 million in Fiscal 2015, at Jaguar Land Rover.

For Tata and other brand vehicles (including financing thereof), there was a net outflow of cash on account of changes in operating assets and liabilities of Rs.28,880 million in Fiscal 2016, as compared to Rs.20,915 in Fiscal 2015. In Fiscal 2016, the net outflow in vehicle finance receivables was Rs.13,955 million as compared to net inflow in vehicle financing receivables of Rs.4,033 million in Fiscal 2015. Excluding finance receivables, there was an outflow of Rs.14,925 million in Fiscal 2016, compared to an inflow of Rs.24,949 million in Fiscal 2015, which was attributable to an increase in trade receivables by Rs.6,516 million and inventory by Rs.7,752 million.

Income tax paid has decreased to Rs.20,398 million in Fiscal 2016 as compared to Rs.42,233 million in Fiscal 2015, which was primarily attributable to tax payments by Jaguar Land Rover's foreign subsidiaries in their respective tax jurisdictions, lower profitability at Jaguar Land Rover together with impact of provisioning for the Tianjin incident.

Net cash used in investing activities totaled Rs.370,501 million in Fiscal 2016, as compared to Rs.344,178 million for Fiscal 2015, an increase of Rs.26,323 million or 7.6%, mainly due to investment in property, plant and equipment by Jaguar Land Rover and product development projects both at our Jaguar Land Rover and India operations. In Fiscal 2016, payments for capital expenditure at Jaguar Land Rover was flat at Rs.276,932 million from Rs.272,703 million in Fiscal 2015. The increases in capital expenditure were intended to support continued growth in sales volumes at Jaguar Land Rover and engine manufacturing facilities in the United Kingdom and Brazil. Further, in Fiscal 2016, payments for capital expenditure at Tata and other brand vehicles (including financing thereof) increased by 22.6% to Rs.33,682 million from Rs.27,477 million in Fiscal 2015, mainly related to new products planned for future.

The following table sets forth a summary of our cash flow on property plant and equipment and intangible assets for the periods indicated.

|                               | <b>For the year ended,</b> |             |
|-------------------------------|----------------------------|-------------|
|                               | <b>2016</b>                | <b>2015</b> |
|                               | <b>(Rs. in millions)</b>   |             |
| Tata and other brand vehicles | 33,682                     | 27,477      |
| Jaguar Land Rover             | 276,932                    | 272,703     |

Our net investment in short-term deposit margin moneys and loans resulted in an outflow of Rs.67,374 million in Fiscal 2016, as compared to Rs.50,395 million in Fiscal 2015, which mainly related to investment of surplus cash in bank deposits and mutual funds by Jaguar Land Rover of Rs.50,838 million and Tata and other brand vehicles (including financing thereof) of Rs.18,571 million. In Fiscal 2015, Jaguar Land Rover invested Rs.12,259 million in the Chery Jaguar Land Rover Automotive Company Limited.

Net cash outflow from financing activities totaled Rs.37,929 million in Fiscal 2016, as compared to an inflow of Rs.30,610 million in Fiscal 2015, mainly due to decreased in long-term and short-term borrowings.

For Tata and other brand vehicles (including financing thereof), the short-term debt decreased by Rs.14,002 million and long-term debt (net) decreased by Rs.27,996 million, due to repayments from the proceeds of rights issuance of shares. Specifically, there was an increase in debt (short-term and long-term) of Rs.9,169 million in Fiscal 2016 at TMFL including Rs.4,283 million by privately placed, cumulative non-participative compulsory convertible preference, as compared to Rs.3,541 million in Fiscal 2015.

For Jaguar Land Rover, the short-term debt (net) decreased by Rs.4,634 million due to repayment of loans in some of the overseas subsidiary, and long-term debt (net) decreased by Rs.5,839 million in Fiscal 2016 due to prepayment of remaining balance of US\$ 84 million senior notes.

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Interest paid is Rs.56,068 million in Fiscal 2016, as compared to Rs.69,131 million in Fiscal 2015. For Jaguar Land Rover interest paid is Rs.11,420 million in Fiscal 2016, as compared to Rs.23,509 million in Fiscal 2015. This includes prepayment charges on senior notes of GBP2 million (Rs.197 million) in Fiscal 2016, as compared to GBP77 million (Rs.7,592 million) in Fiscal 2015. For Tata and other brand vehicles, interest paid was Rs.44,538 million in Fiscal 2016, as compared to Rs.38,074 million in Fiscal 2015. Please see Item 5.B Liquidity and Capital Resources Long-term funding of this annual report on Form 20-F for additional details on our prepayments of senior notes.

**Balance Sheet Data**

Below is a discussion of major items and variations in our consolidated balance sheet as at March 31, 2017 and 2016, included elsewhere in this annual report on Form 20-F.

Our total assets were Rs.2,666,646 million and Rs.2,619,981 million as at March 31, 2017 and 2016, respectively. The increase by 1.8% in assets as at March 31, 2017 takes into account an unfavorable foreign currency translation from GBP into Indian rupees as described below.

Our total current assets have increased by Rs.63,896 million to Rs.1,163,336 million as at March 31, 2017 or 5.8%, as compared to Rs.1,099,440 million as at March 31, 2016.

Cash and cash equivalents decreased by 18.5% to Rs.139,868 million as at March 31, 2017, compared to Rs.171,536 million as at March 31, 2016, which also includes an unfavorable foreign currency translation of Rs.20,282 million from GBP to Indian rupees. We hold cash and cash equivalents principally in Indian rupees, GBP, and Chinese Renminbi. Out of cash and cash equivalents as at March 31, 2016, Jaguar Land Rover holds the GBP equivalent of Rs.112,922 million, which consists of surplus cash deposits for future use. As at March 31, 2017, we had short-term deposits of Rs.218,928 million, as compared to Rs.127,810 million as at March 31, 2016, an increase of 71.3%, reflecting an increase in the value of deposits invested over a term of 90 days at Jaguar Land Rover.

As at March 31, 2017, we had finance receivables, including the non-current portion (net of allowances for credit losses), of Rs.175,633 million, as compared to Rs.163,370 million as at March 31, 2016, an increase of 7.5%, primarily due to the decrease in allowances for our vehicle financing due to improved collection, which has contributed to the increase in net finance receivables. Gross finance receivables were Rs.211,608 million as at March 31, 2017, as compared to Rs.207,502 million as at March 31, 2016. Vehicle financing is integral to our automotive operations in India. For further detail see Item 4.B Business Overview Our Automobile Operations Tata and other brand vehicles (including financing thereof) Tata and other brand vehicles Vehicle Financing .

Trade receivables (net of allowance for doubtful receivables) were Rs.140,756 million as at March 31, 2017, representing an increase of 3.4% over March 31, 2016. The increase is offset due to an unfavorable foreign currency translation of Rs.18,496 million from GBP to Indian rupees. The past dues for more than six months (gross) have increased from Rs.11,072 million as at March 31, 2016 to Rs.15,514 million or 40.1% as at March 31, 2017 and these mainly represent dues from government-owned transport undertakings and passenger vehicle dealers, for which we are pursuing recovery. Trade receivables for Tata and other brand vehicles have increased by 5.5% to Rs.34,719 million as at March 31, 2017 from Rs.32,899 million as at March 31, 2016, primarily representing dues from government owned transport companies and some of our dealers. The trade receivables of Jaguar Land Rover were Rs.100,062 million as at March 31, 2017, as compared to Rs.100,248 million as at March 31, 2016. There was a favorable currency translation of Rs.18,496 million from GBP to INR. Excluding translation impact, this increase is in line with increases in revenues across regions.

As at March 31, 2017, inventories were at Rs.352,954 million, compared to Rs.326,370 million as at March 31, 2016, an increase of 8.1%, primarily due to the increase in volumes. The increase in finished goods inventory was Rs.33,271 million to Rs.282,308 million as at March 31, 2017, as compared to Rs.249,037 million as at March 31, 2016, mainly due to increase in inventory volumes, higher actual costs for all models due to the weakening of GBP and EUR exchange rates as well as other overheads. This increase is offset due to an unfavorable currency translation of Rs.50,348 million from GBP to Indian rupees. In terms of number of days to sales, finished goods represented 39 inventory days in sales in Fiscal 2017, as compared to 34 inventory days in Fiscal 2016. The increase in finished goods mainly relates to the increase in volumes.

Our investments (current and non-current investments) have decreased to Rs.157,280 million as at March 31, 2017 from Rs.198,417 million as at March 31, 2016, representing a decrease of 20.7%. Our investments mainly comprise mutual fund investments of Rs.150,662 million as at March 31, 2017, as compared to Rs.192,330 million as at March 31, 2016. Investments attributable to Jaguar Land Rover were Rs.120,073 million as at March 31, 2017, as compared to Rs.173,437 million as at March 31, 2016, a decrease of 44.5%. This decrease is also due to an unfavorable foreign currency translation of Rs.21,554 million from GBP to Indian rupees. Tata Motors has investments in mutual funds of Rs.24,009 million as at March 31, 2017, as compared to Rs.17,360 million as at March 31, 2016.





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Our other assets (current and non-current) increased by 14.0% to Rs.88,251 million as at March 31, 2017 from Rs.77,387 million as at March 31, 2016. The increase is mainly attributable to VAT, other taxes recoverable, statutory deposits and dues from Government which increased to Rs.60,302 million as at March 31, 2017, as compared with Rs.54,445 million as at March 31, 2016.

Our other financial assets (current and non-current) have increased to Rs.61,295 million as at March 31, 2017 from Rs.49,688 million as at March 31, 2016. Derivative financial instruments have increased by 82.4% to Rs.42,855 million as at March 31, 2017 from Rs.23,490 million as at March 31, 2016, representing options and other hedging arrangements, mainly related to Jaguar Land Rover, predominantly due to an increase in the volume of U.S. dollar forward foreign exchange contracts coupled with the strengthening of the U.S. dollar compared to GBP and therefore decreasing the fair value of these derivative contracts. Advances and other receivables recoverable in cash have decreased to Rs.7,159 million as at March 31, 2017 from Rs.10,276 million as at March 31, 2016. Further, restricted bank deposits have decreased to Rs.2,956 million as at March 31, 2017 from Rs.7,479 million as at March 31, 2016. Additionally, in Fiscal 2017, Fiat India Automobiles Pvt Ltd, our joint operation, repaid its loan of Rs.1,325 million. A Rs.1,600 million loan to Tata Hitachi Construction Machinery Co. Private Ltd, our equity-accounted investee, was converted to equity shares.

Income tax assets (both current and non-current) decreased by 15.4% to Rs.11,955 million as at March 31, 2017 from Rs.14,124 million as at March 31, 2016.

Property, plant and equipment (net of depreciation) decreased by 2.9% from Rs.670,065 million as at March 31, 2016 to Rs.651,199 million as at March 31, 2017. The decrease is due to unfavorable foreign currency translation of Rs.70,697 million from GBP to Indian rupees. After adjusting for foreign currency translation impact, an increase of Rs.89,838 million is mainly represented additions toward new product launches and the plant at Brazil and Slovakia at Jaguar Land Rover.

Goodwill as at March 31, 2017 decreased by 11.4% to Rs.6,733 million, as compared to Rs.7,598 million as at March 31, 2016.

Intangible assets decreased by 4.8% from Rs.600,315 million as at March 31, 2016 to Rs.571,514 million as at March 31, 2017, which mainly include product development projects, brands and other intangible assets. This decrease is also due to an unfavorable foreign currency translation of Rs.57,832 million from GBP to Indian rupees. As at March 31, 2017, there were product development projects in process amounting to Rs.224,360 million.

Carrying value of investments in equity-accounted investees increased by 22.4% to Rs.46,060 million as at March 31, 2017, from Rs.37,640 million as at March 31, 2016. The increase is due to profits in our joint venture Chery Jaguar Automotive Company Limited in Fiscal 2017 of Rs.13,544 million. During Fiscal 2017, we also converted optionally convertible preference shares of Rs.1,600 million into equity shares of Tata Hitachi Construction Machinery Co Pvt Ltd.

A deferred tax liability (net) of Rs.4,296 million was recorded in our income statement and a deferred tax asset of Rs.40,577 million in other comprehensive income, which mainly includes Rs.9,877 million (including translation) toward post-retirement benefits and Rs.23,241 million toward cash flow hedges in Fiscal 2017. The net deferred tax asset of Rs.32,415 million was recorded as at March 31, 2017 as compared to a liability of Rs.3,866 million as at March 31, 2016.

Accounts payable (including acceptances) were Rs.658,544 million as at March 31, 2017, as compared to Rs.653,178 million as at March 31, 2016, a marginal increase of 0.8%, reflecting an increase in operations offset by favorable foreign currency translation of Rs.94,574 million from GBP to Indian rupees.

Other financial liabilities (current and non-current) were Rs.296,866 million as at March 31, 2017, as compared to Rs.182,041 million as at March 31, 2016, net of a favorable currency translation impact of Rs.51,417 million, reflecting liabilities toward vehicles sold under repurchase arrangements, derivative instruments, deferred payment liabilities, interest accrued but not due on loans and lease liabilities. Furthermore, liability toward vehicles sold under repurchasing arrangements increased to Rs.28,284 million as at March 31, 2017 from Rs.25,504 million as at March 31, 2016, due to an increase in the repurchase business at Jaguar Land Rover. Derivative financial instruments have increased by 79.4% to Rs.255,175 million as at March 31, 2017 from Rs.142,264 million as at March 31, 2016, representing options and other hedging arrangements, mainly related to Jaguar Land Rover, predominantly due to an increase in the volume of U.S. dollar forward foreign exchange contracts coupled with the strengthening of the U.S. dollar compared to GBP and therefore increasing the fair value of these derivative contracts.

Provisions (current and non-current) increased by 7.8% to Rs.148,108 million as at March 31, 2017 from Rs.137,401 million as at March 31, 2016. Provisions for warranties increased by Rs.5,149 million mainly on account of volume growth at Jaguar Land Rover, offset by favorable foreign currency translation impact of Rs.23,528 million from GBP to Indian rupees. Provisions for product warranty increased by 4.5% to Rs.120,299 million as at March 31, 2017, as compared to Rs.115,150 million as at March 31, 2016. Furthermore, provisions for product liability

increased to Rs.12,655 million as at March 31, 2017, compared to Rs.7,584 million as at March 31, 2016.

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Other liabilities (current and non-current) increased by 56.6% to Rs.213,383 million as at March 31, 2017, as compared to Rs.136,266 million as at March 31, 2016. Employee benefit obligations have increased by 116.0% to Rs.119,840 million as at March 31, 2017, as compared to Rs.55,475 million as at March 31, 2016, mainly pertaining to the Jaguar Land Rover pension plan, consequent to changes in actuarial assumptions, primarily including the discount rate. Further, there was increase in the deferred revenue by 42.4% to Rs.44,130 million as at March 31, 2017 from Rs.30,988 million as at March 31, 2016, mainly due to the introduction of new service plans at Jaguar Land Rover. This was offset by a favorable currency translation of Rs.33,844 million from GBP to Indian rupees.

Our total debt was Rs.785,171 million as at March 31, 2017, as compared to Rs.692,368 million as at March 31, 2016, an increase of 13.4%, which is offset by a favorable currency translation of Rs.51,947 million from GBP to Indian rupees. Short-term debt (including the current portion of long-term debt) decreased by 4.4% to Rs.179,527 million as at March 31, 2017, as compared to Rs.187,857 million as at March 31, 2016. Long-term debt (excluding the current portion) increased by 20.0% to Rs.605,645 million as at March 31, 2017 from Rs.504,511 million as at March 31, 2016. Long-term debt (including the current portion) increased by 11.9% to Rs.646,572 million as at March 31, 2017 as compared to Rs.577,860 million as at March 31, 2016. Please see Item 5.B Liquidity and Capital Resources Long term funding for further details.

Total shareholders equity was Rs.538,842 million as at March 31, 2017 and Rs.768,037 million as at March 31, 2016, respectively.

Our reserves decreased from Rs.534,196 million as at March 31, 2016 to Rs.529,010 million as at March 31, 2017.

Our other components of equity reflected a loss of Rs.262,909 million as at March 31, 2017, as compared to Rs.38,649 million as at March 31, 2016. We have accounted for an actuarial gains/loss (net) loss of Rs.65,678 million in respect of pension obligations as at March 31, 2017. In Fiscal 2017, a loss of Rs.128,178 million on cash flow hedges (net), is recorded in comprehensive income. There was also a loss in currency translation differences of Rs.96,870 million.

The ratio of net debt to shareholders equity (total debt less cash and cash equivalents and liquid marketable securities divided by total shareholders equity) under IFRS increased from 0.4 as at March 31, 2016 to 0.9 as at March 31, 2017. Details of the calculation of this ratio are set forth in Exhibit 7.1 to this annual report on Form 20-F.

The following table sets forth our contingent liabilities as at the dates indicated.

|                                     | As at March 31,<br>2017      2016<br>(Rs. in millions) |               |
|-------------------------------------|--|---------------|
| Income tax                          | 949  | 1,338         |
| Excise duties                       | 14,851   | 14,400        |
| Sales tax                           | 10,521   | 12,623        |
| Other taxes and claims <sup>1</sup> | 3,000  | 3,394         |
| Other contingencies                 | 419  | 416           |
| <b>Total</b>                        | <b>29,740</b>  | <b>32,171</b> |

1. Other taxes and claims include claims by other revenue authorities and distributors. See Item 4.B Business Overview Legal Proceedings of this annual report on Form 20-F.

Rs.202,511 million and Rs.110,890 million in Fiscal 2017 and 2016, respectively, represent executory contracts on capital accounts otherwise provided for.

Under the joint venture agreement for our China Joint Venture, we are committed to contribute RMB3.5 billion of capital toward our share in the capital of the joint venture. As at March 31, 2017, we have an outstanding commitment of approximately RMB625 million.

On an ongoing basis, our legal department reviews pending cases, claims by third parties against us and other contingencies. For the purposes of financial reporting, we periodically classify these matters into gain contingencies and loss contingencies. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable. For loss contingencies that are considered probable, an

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estimated loss is recorded as an accrual in financial statements and, if the matter is material, the estimated loss is disclosed. We do not consider any of these matters to be individually sufficiently material to warrant disclosure in our financial statements. Loss contingencies that are considered possible are not provided for in our financial statements, but if we consider such contingencies to be material, individually or in the aggregate, they are disclosed in our financial statements. Most loss contingencies are classified as possible unless clearly frivolous, in which case they are classified as remote and are monitored by our legal department on an ongoing basis for possible deterioration. We do not disclose remote matters in our financial statements. See Note 33 of our audited consolidated financial statements included elsewhere in this annual report on Form 20-F for additional information regarding our material claims and contingencies.

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Since Fiscal 1997, we have benefited from participation in the Export Promotion Capital Goods Scheme, or the EPCG Scheme, which permits us to import capital equipment under a special license at a substantially reduced customs duty. Our participation in this scheme is subject to us 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 license. We currently hold 57 licenses (excluding redeemed licenses) which require us to export our products of a value of approximately Rs.43.41 billion between the years 2014 to 2022, and we carefully monitor our progress in meeting our incremental milestones. After fulfilling some of the export obligations as per provisions of Foreign Trade Policy, as at March 31, 2017, we have remaining obligations to export products worth approximately Rs.3.94 billion by October 2022. In the event that the export obligation under the EPCG Scheme is not fulfilled, we would have to pay the differential between the reduced and normal duty on the goods imported along with interest. In view of our past record of exceeding our export milestones, and our current plans with respect to our export markets, we do not currently foresee any impediments to meeting our export obligation in the required time frame.

**Capital Expenditure**

Capital expenditure totaled Rs.311,627 million, Rs.306,233 million and Rs.335,771 million during Fiscal 2017, 2016 and 2015, respectively. Our automotive operations accounted for a majority of this capital expenditure. We currently plan to invest over Rs.400 billion in Fiscal 2018 in new products and technologies. Please see Item 5.B Liquidity and Capital Resources of this annual report on Form 20-F for additional details.

Our capital expenditures in India during Fiscal 2017 related mostly to (i) the introduction of new products such as the Tata Tiago, Hexa and Yodha, (ii) the development of planned future products and technologies, and (iii) quality and reliability improvements aimed at operating cost reductions.

Capital expenditure for Jaguar Land Rover mainly included expenditure for the [global] launches of the Jaguar F-PACE and the all new Land Rover Discovery, the U.S. launch of the Jaguar XE, product development costs for various future products, the launch of Jaguar Land Rover's in-house 2.0l Ingenium gasoline engines, its contract manufacturing arrangement with Magna Steyr and construction costs for the ongoing new manufacturing plant in Nitra, Slovakia as well as the manufacturing plant opened in Brazil in June 2016. Jaguar Land Rover opened a manufacturing plant for the China Joint Venture in Changshu, China in October 2014 and began manufacturing the Range Rover Evoque there shortly thereafter. Manufacture of the Land Rover Discovery Sport commenced in the third quarter of Fiscal 2016 followed by the long wheel base Jaguar XFL in the first half of Fiscal 2017 which went on sale in September 2016. Jaguar Land Rover and Chery invested approximately RMB 10.9 billion in the first phase of the project, which was used to establish the manufacturing plant, a research and development center and an engine production facility. Jaguar Land Rover invested approximately RMB 3.5 billion of equity capital in the China Joint Venture, representing 50% of the share capital and voting rights of the joint venture company. Investment to support phase two, which will add additional manufacturing capacity, will be supported by further capital injections from Jaguar Land Rover and Chery.

We continue to focus on development of new products for our various markets. Through Jaguar Land Rover, we continue to make investments in new technologies through its research and development activities to develop products that meet the requirements of the premium market, including developing sustainable technologies to improve fuel economy and reduce carbon dioxide emissions, including the application of plug-in hybrids and full battery electric technologies. Please refer to Item 4.B Business Overview Government Regulations of this annual report on Form 20-F for further details.

We intend to continue investing in our business units and research and development over the next several years, including capital expenditures for our ongoing projects, new projects, product development programs, mergers, acquisitions and strategic alliances in order to build and expand our presence in the passenger vehicle and commercial vehicle categories.

Please see Item 4.A Information on the Company History and Development of the Company for more information on some of our recently launched and anticipated new products.

We engaged in additional financing activities during Fiscal 2014 and 2015 as described above in the introduction to this Item 5.B. Liquidity and Capital Resources .

**Table of Contents****C. Research and Development, Patents and Licenses, etc.**

Please see Item 4.B Business Overview for the information required by this item.

**D. Trend Information.**

Please see Item 5.A Operating Results for the information required by this item.

**E. Off-balance Sheet Arrangements**

None

**F. Tabular Disclosure of Contractual Obligations**

The following table summarizes payments due under significant contractual commitments as at March 31, 2017:

| Type                         | Total            | Payment due by period<br>(Rs. in millions) |                |                 |                      |
|------------------------------|------------------|--|----------------|-----------------|----------------------|
|                              |                  | Less than 1<br>year                        | 1 to 3 years   | 3 to 5<br>years | More than<br>5 years |
| Long-term debts <sup>1</sup> | 646,572          | 76,729                                     | 284,932        | 241,351         | 193,109              |
| Capital lease                | 1,048            | 258  | 301            | 117             | 372                  |
| Operating lease              | 39,115           | 6,598                                      | 10,394         | 7,477           | 14,646               |
| Capital commitments          | 202,511          | 202,099                                    | 160            | 132             | 120                  |
| Purchase commitments         | 118,825          | 38,812                                     | 42,774         | 15,035          | 22,204               |
| Other liabilities            | 509,487          | 249,883                                    | 146,011        | 70,384          | 93,783               |
| Provisions                   | 148,108          | 58,083                                     | 68,132         | 15,946          | 5,947                |
| <b>Total</b>                 | <b>1,665,666</b> | <b>632,462</b>                             | <b>552,704</b> | <b>350,442</b>  | <b>330,181</b>       |

1. Includes interest.

**G. Safe Harbor**

See the section entitled Cautionary Note on Forward-looking Statements at the beginning of this annual report on Form 20-F.

**Item 6. Directors, Senior Management and Employees****A. Directors and Senior Management****Board of Directors**

Under our Articles of Association, we cannot have less than three or more than fifteen directors. At present, our board of directors comprises eleven directors. Our directors are not required to hold any of our Shares by way of qualification.

Under our Articles of Association, the board of directors of Tata Steel, which, owns, as of June 30, 2017, 0.0035% of our Ordinary Shares and none of our A Ordinary Shares, has the right to nominate one director to our board of directors.

In addition, our Articles of Association provide that (a) our debenture holders have the right to nominate one director, or the 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

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to nominate two directors, or the Financial Institutions Directors, to our board of directors pursuant to the terms of the relevant loan agreements. Currently, there is no Debenture Director or Financial Institutions Director on our board of directors and there are no relevant debentures or loan agreements outstanding that would empower financial institutions in India to nominate directors to our board of directors.

As at June 30, 2017, our directors and senior management, in their sole and joint names, beneficially held an aggregate of 5,774 Ordinary Shares (approximately 0.0002% of our issued share capital) and 3,038 A Ordinary Shares (approximately 0.0006% of our issued share capital).

Our board of directors appointed Mr. Guenter Butschek as the CEO and Managing Director of TML with effect from February 15, 2016. Mr. Butschek chairs the Executive Committee, or ExCom, which provides oversight of strategy and other key aspects of our operations. He also chairs various business committees of TML, including the Commercial Vehicle and Passenger Vehicle product review, IT governance and risk oversight committees.

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The following table provides information about our directors, executive officers and Group Chief Financial Officer as at June 30, 2017:

| Name                                | Position  | Date of birth/<br>business<br>address <sup>1</sup> | Year appointed<br>as Director,<br>Executive<br>Officer or<br>Chief<br>Financial<br>Officer | Expiration of term | Ordinary<br>Shares<br>beneficially<br>owned as at<br>June 30,<br>2017 <sup>2</sup> | A<br>Ordinary<br>Shares<br>beneficially<br>owned<br>as<br>at<br>June 30,<br>2017 <sup>2</sup> |
|-------------------------------------|---|--|--|--------------------|--|---|
| Mr. N. Chandrasekaran <sup>3</sup>  | Non-Executive<br>Chairman                       | June 2, 1963                                       | 2017   | 2020               |  |   |
| Mr. Cyrus P. Mistry <sup>4</sup>    | Non-Executive<br>Chairman                       | July 4, 1968                                       | 2012   | Non-rotational     | 15,855   |   |
| Dr. R. A. Mashelkar                 | Independent Director                            | January 1, 1943                                    | 2007   | 2017               |  |   |
| Mr. Nasser Munjee                   | Independent Director                            | November 18, 1952                                  | 2008   | 2019               |  |   |
| Mr. V. K. Jairath                   | Independent Director                            | December 27, 1958                                  | 2009   | 2019               |  |   |
| Ms. Falguni Nayar                   | Independent Director                            | February 19, 1963                                  | 2013   | 2019               |  |   |
| Mr. O. P. Bhatt <sup>5</sup>        | Independent Director                            | March 7, 1951                                      | 2017   | 2022               |  |   |
| Mr. Subodh Bhargava <sup>6</sup>    | Independent Director                            | March 30, 1942                                     | 2008   | 2017               |  |   |
| Mr. N. N. Wadia <sup>7</sup>        | Independent Director                            | February 15, 1944                                  | 1998   | 2016               | 1,000  |   |
| Dr. Ralf Speth <sup>8</sup>         | Non-Executive Director                          | September 9, 1955                                  | 2010   | 2017               |  |   |
| Mr. Guenter Butschek                | CEO & Managing<br>Director                      | October 21, 1960                                   | 2016   | 2021               |  |   |
| Mr. C. Ramakrishnan                 | Group Chief Financial<br>Officer                | June 27, 1955                                      | 2007   | 2017               | 5,274  | 3,038   |
| Mr. Ravindra Pisharody <sup>9</sup> | Executive Director<br>(Commercial Vehicles)     | November 24,<br>1955                               | 2012   | 2017               |  |   |
| Mr. S. B. Borwankar <sup>10</sup>   | Executive Director &<br>Chief Operating Officer | July 15, 1952                                      | 2012   | 2019               | 500  |   |

- The business address of each of our directors, Executive Officers and Chief Financial Officer, other than as described immediately below, is Bombay House, 24 Homi Mody Street, Mumbai 400001. The business address of Mr. N. N. Wadia is The Wadia Group, C-1, Wadia International Centre (Bombay Dyeing), Pandurang Budhkar Marg, Worli, Mumbai 400025, India; the business address of Dr. R. A. Mashelkar is Raghunath, D-4, Varsha Park, Baner, Pune 411045, India; the business address of Mr. Nasser Munjee is Development Credit Bank Ltd, Peninsula Business Park, Tower A<sup>th</sup> 6<sup>th</sup> floor, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India; the business address of Mr. Subodh Bhargava is Tata Communications Limited, 4<sup>th</sup> Floor, VSB Bangla Sahib Road, New Delhi 110001, India; the business address of Mr. V. K. Jairath is 1<sup>st</sup> Floor, One Indiabulls Centre, Senapati Bapat Road, Elphinstone Road, Mumbai 400013, Maharashtra, India; the business address of Ms. Falguni Nayar is FSN E-Commerce Ventures Pvt. Ltd., 104, Vasan Udyog Bhavan, Sun Mill Compound, Tulsi Pipe Road, Lower Parel (West), Mumbai 400013; the business address of Mr. O.P. Bhatt is 3, Ground Floor, Seagull, Carmichael Road, Mumbai 400 026; the business address of Dr. Ralf Speth is Jaguar Land Rover, Abbey Road, Whitley, Coventry, CV3 4LF, United Kingdom; and the business address of Mr. S. B. Borwankar is Tata Motors Limited, Pune Works, Pimpri, Pune 411018.
- Each of our Directors, Executive Officers and Group Chief Financial Officer beneficially owned less than 1% of our Shares as at June 30, 2017.
- Appointed as Non-Executive Chairman and Additional Director of the Company with effect from January 17, 2017 and his appointment is expected to approved by the shareholders at the forthcoming Annual General Meeting of the Company in August 2017.
- Resigned as the Non-Executive Chairman and Director of the Company with effect from December 19, 2016.



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5. Appointed as Non-Executive Independent Director of the Company with effect from May 9, 2017.
6. Retired on March 29, 2017, upon attaining the age of 75 years in accordance with the Company's Governance Guidelines on Board Effectiveness.
7. Removed as an Independent Director by the Shareholders at the Extraordinary General Meeting of the Company held on December 22, 2016 and shareholding details are as on the date of cessation as Director of the Company.
8. Subject to retirement by rotation and eligible for re-election by the members at the Annual General Meeting of Tata Motors Limited in 2017, pursuant to the provisions of the Companies Act.
9. Tendered his resignation as Executive Director (Commercial Vehicles) of the Company, vide letter dated June 5, 2017, but would continue to serve his term of office for another 6 months to ensure seamless transition in business operations.
10. Designated as the Executive Director and Chief Operating Officer of the Company with effect from June 5, 2017 and the Board of Directors has approved of this re-appointment for the period July 16, 2017 upto July 15, 2019, subject to shareholders' approval.

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### ***Biographies***

Set forth below is a short biography of each of our directors and our Group Chief Financial Officer:

#### ***Mr. Natarajan Chandrasekaran (Chairman)***

Mr. Natarajan Chandrasekaran is the Chairman of the Board of Tata Sons, the holding company and promoter of more than 100 Tata operating companies with aggregate annual revenues of more than US\$100 billion, and a combined market capitalization exceeding US\$120 billion at the start of 2017. He joined the board of Tata Sons in October 2016 and was appointed Chairman in January 2017. He also serves on the boards of several Tata operating companies, including Tata Steel Limited, Tata Power Co. Limited, Indian Hotels Co. Limited, Tata Global Beverages Limited, TCS Foundation, Jaguar Land Rover Automotive plc and Tata Consultancy Services (TCS), of which he was the chief executive from 2009 to 2017.

Mr. Chandrasekaran's appointment as Chairman of the Board of Tata Sons is preceded by a 30-year career at TCS. Under his leadership, TCS implemented a culture of customer focus and innovation, and consolidated its position as the largest private sector employer in India. TCS generated total revenues of US\$16.5 billion in Fiscal 2016. It was ranked among the Big 4 most valuable IT services brands worldwide and as one of the World's Most Innovative Companies by Forbes, and recognized as a Global Top Employer by the Top Employers Institute across 24 countries.

Mr. Chandrasekaran was also appointed as a Director on the Board of India's central bank, the Reserve Bank of India, in 2016. He served as the Chairperson of the Information and Communication Technology Industry Governors at the World Economic Forum, Davos in 2015-16. In Fiscal 2013, he was the chairman of NASSCOM, the apex trade body for Indian IT services firms. He is an active member of India's bilateral business forums including with the United States, United Kingdom, Australia and Japan.

Mr. Chandrasekaran's business leadership has been recognized by several corporate and community organizations, and he has received numerous awards, including Business Leader of the Year at the ET Awards for Corporate Excellence 2016; CNBC TV 18 Indian Business Icon 2014; CNN-IBN Indian of the Year 2014 (business category); Best CEO for 2013 and 2014 by Business Today; and Best CEO 2010-15 Institutional Investor's Annual All-Asia Executive Team rankings.

Mr. Chandrasekaran was appointed as a Non-Executive Board Chairman and Director of Tata Motors Limited with effect from January 17, 2017.

#### ***Mr. Cyrus P. Mistry (Ex-Chairman)***

Mr. Mistry was appointed as a director of Tata Motors Limited with effect from May 29, 2012, and as a Deputy Chairman of Tata Motors Limited with effect from November 7, 2012. Mr. Mistry took over as Chairman from Mr. Ratan N. Tata upon his retirement with effect from December 28, 2012.

Mr. Mistry resigned as the Non-Executive Chairman and Director of the Company with effect from December 19, 2016.

#### ***Dr. R. A. Mashelkar***

Dr. Mashelkar is an eminent chemical engineering scientist, who retired from the post of Director General of the Council of Scientific and Industrial Research and is the President of the Indian National Science Academy, the National Innovation Foundation, the Institution of Chemical Engineers, United Kingdom and the Global Research Alliance. The President of India has honored Dr. Mashelkar with the Padma Shri (1991), the Padma Bhushan (2000) and the Padma Vibhushan (2014). Dr. Mashelkar holds a Ph.D. in Chemical Engineering from Bombay University.

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Dr. Mashelkar is Chairman of the Board of Reliance GeneMedix Limited and holds directorships at Reliance Industries Limited, Thermax Ltd., KPIT Technologies Limited, Piramal Enterprises Limited, Invictus Oncology Pvt. Limited, Sakal Papers Pvt. Limited, International Longevity Centre India, Gharda Scientific Research Foundation, Gharda Medical and Advanced Technologies Foundation, Vyome Bioscience Pvt. Ltd., Access Health International Inc. and Tal Manufacturing Solutions Limited.

He was appointed as an independent director of Tata Motors Limited with effect from August 28, 2007.

### *Mr. Nasser Munjee*

Mr. Munjee served with HDFC Bank Limited for over 20 years in various positions including as its Executive Director. He was the Managing Director of Infrastructure Development Finance Company Ltd. until March 2004. Presently, he is the Chairman of Development Credit Bank (since June 2005) and is also a member of the board of directors of various other companies, including ABB India Limited, Ambuja Cements Limited, Cummins India Limited, HDFC Limited, Jaguar Land Rover Automotive plc, Tata Chemicals Limited, Tata Chemicals North America Inc, TMFL, Aarusha Homes Pvt. Limited and Astarada Limited, as well as various non-profit organizations.

Mr. Munjee is a Technical Advisor on the World Bank Public-Private Partnership Infrastructure Advisory Facility. Mr. Munjee holds a bachelor's degree and a master's degree from the London School of Economics.

He was appointed as an independent director of Tata Motors Limited with effect from June 27, 2008.

### *Mr. V. K. Jairath*

Mr. Jairath served as the Principal Secretary (Industries) of the state 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 Government of India and the state government of Maharashtra. Mr. Jairath holds directorships in Kirloskar Oil Engines Limited, Concorde Motors (India) Limited, TML Distribution Co. Limited, Wockhardt Limited, Kirloskar Industries Limited, Bombay Dyeing & Manufacturing Co. Limited, Meenakshi Energy Limited and TMFSL.

Mr. Jairath holds a Bachelor of Arts Degree in Public Administration and Bachelor of Laws Degree, both from the Punjab University, a Masters in Economics from the University of Manchester and joined the Indian Administrative Service in 1982.

He was appointed as an independent director of Tata Motors Limited with effect from March 31, 2009.

### *Ms. Falguni Nayar*

Ms. Nayar has spent over 19 years with Kotak Mahindra Bank, for the last six years as Managing Director and CEO of Kotak Investment Bank. She is the founder and CEO of Nykaa.com, an online shopping website for beauty and wellness products which also offers an online magazine, expert advice and virtual makeover tools. She is a member of the board of directors of several other Indian companies, including ACC Limited, Dabur India Limited, FSN Brands Marketing Pvt. Limited, Tata Marcopolo Motors Limited, Kotak Securities Limited, Tata Technologies Limited, L&T Infrastructure Finance Co. Limited, Endurance Technologies Limited and Aviva Life Insurance Company India Limited. She is also the promoter of Heritage View Developers Pvt. Limited, FSN E-Commerce Venture Pvt. Ltd., FSN Brands Marketing Pvt. Limited, Nykaa E-Retail Pvt. Limited, Valleyview Probuild Pvt. Ltd., Sea View Probuild Pvt. Ltd., Sealink View Probuild Pvt. Ltd. and Golf Land Developers Pvt. Limited.

She was recognized as a Top Business Woman by Business Today in 2009 and 2011 and has received the FICCI Ladies Organization award for Top Woman Achiever in the field of banking in 2008. She holds a bachelor of commerce degree from Mumbai University and a PGDM from the Indian Institute of Management, Ahmedabad.

She was appointed as an independent director of Tata Motors Limited with effect from May 29, 2013.

### *Mr. Om Prakash Bhatt*

From July 1, 2006 to March 31, 2011, Mr. Bhatt was the Chairman, State Bank Group, which includes State Bank of India, India's largest commercial bank; five associate banks in India; five overseas banks; SBI Life, the country's largest private life insurer; SBI Capital Markets, India's leading investment bank; SBI Fund Management; and other subsidiaries spanning diverse activities; from general insurance to custodial

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services. Under his leadership, SBI rose on the global list rankings of Fortune 500.

He serves as an Independent Director on several Boards including Standard Chartered Bank plc, Tata Consultancy Services, Tata Steel, Greenco Energy Holdings and Hindustan Unilever Limited.

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Mr. Bhatt has also served as Chairman of Indian Banks Association, the apex body of Indian banks. He was appointed as the government's nominee on the India-US CEO Forum, Indo-French CEO Forum and Indo-Russia CEO Forum, forging links with a cross section of the world's business leaders.

Mr. Bhatt is a graduate in Science and a post graduate in English Literature (Gold Medalist).

He was appointed as an independent director of Tata Motors Limited with effect from May 9, 2017.

*Mr. Subodh Bhargava*

Mr. Bhargava was appointed as an independent director of Tata Motors Limited with effect from June 27, 2008 and retired with effect from March 29, 2017, upon attaining the age of 75 years in accordance with the Company's Governance Guidelines on Board Effectiveness.

*Mr. Nusli N. Wadia*

Mr. Wadia was appointed as an independent director of Tata Motors Limited with effect from December 22, 1998 and was removed as an Independent Director by the Shareholders at the Extraordinary General Meeting of the Company held on December 22, 2016.

*Dr. Ralf Speth*

Dr. Speth was appointed to the post of Chief Executive Officer at Jaguar Land Rover Automotive plc on February 18, 2010. He is a member of the board of directors of Jaguar Land Rover Automotive plc. Dr. Speth earned a degree in Engineering from Rosenheim University and holds a Doctorate of Engineering in Mechanical Engineering and Business Administration from Warwick University. He has also been awarded a Fellowship of the Royal Academy of Engineering.

Having served BMW for 20 years, Dr. Speth joined Ford Motor Company's Premier Automotive Group and served as Director of Production, Quality and Product Planning. He holds directorships in Tata Sons Limited, Jaguar Land Rover Limited, Jaguar Land Rover Holdings Limited, Jaguar Racing Limited, Spark44 (JV) Limited, ACEA, Bladon Jets, Confederation of British Industry and the Society of Motor Manufacturers and Traders Limited.

He was appointed as a non-executive and non-independent director of Tata Motors Limited with effect from November 10, 2010.

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### *Mr. Guenter Butschek*

Mr. Butschek was appointed as an additional director on our board with effect from February 15, 2016. He was also appointed as our Chief Executive Officer & Managing Director with effect from February 15, 2016. Prior to joining our company, Mr. Butschek served as Chief Operating Officer of the Airbus Group and was a member of the Group Executive Committee of the Airbus Group. Prior to Airbus, Mr. Butschek worked at Daimler AG, where he gained more than 25 years of experience in international automotive management and held positions in various departments, including production, industrialization and procurement. He has extensive global experience in growing organizations and in developing new markets.

Mr. Butschek graduated from the University of Cooperative Education Stuttgart, Germany with a degree in business administration and economics. Mr. Butschek also serves on the boards of some of Tata Motors Limited's subsidiaries and affiliates, namely, TDCV, Tata Motors European Technical Centre Plc and Tata Cummins Pvt. Limited.

### *Mr. C. Ramakrishnan (Group Chief Financial Officer)*

Mr. Ramakrishnan started his career with Tata Motors Limited in 1980. As Chief Financial Officer, he is responsible for our Finance, Accounts, Taxation, Business Planning, Investor Relations, Treasury, Customer Relationship Management & Data Management System and IT divisions.

Before becoming Chief Financial Officer of Tata Motors Limited, Mr. Ramakrishnan was with the Tata Group Chairman's Office for seven years.

Mr. Ramakrishnan is on the boards of directors of several of Tata Motors Limited's subsidiaries, including TTL, Tata Cummins Private Limited, TMFL, TMFSL, Jaguar Land Rover Automotive plc, Tata Motors (Thailand) Limited, TDCV, Tata Motors (SA) (Proprietary) Limited and TML Holdings Pte. Limited.

Mr. Ramakrishnan is a chartered accountant and a cost accountant. Mr. Ramakrishnan was appointed as Chief Financial Officer of Tata Motors Limited with effect from September 18, 2007. With effect from July 1, 2015, Mr. Ramakrishnan has been appointed as Tata Motors' Group Chief Financial Officer and will continue as the Chief Financial Officer of Tata Motors Limited for a term upto September 30, 2017. As a result of this appointment, the chief financial officers of our subsidiaries report directly to Mr. Ramakrishnan.

There is no family relationship between any of our directors, including the CEO and Managing Director, the Executive Directors and the Group Chief Financial Officer. None of our directors or senior management are selected pursuant to any arrangement or understanding with any of our major shareholders, customers, suppliers or others.

### *Mr. Ravindra Pisharody*

Mr. Pisharody has been the Executive Director (Commercial Vehicles) since June 21, 2012, having joined Tata Motors Limited as Vice President, Commercial Vehicles (Sales & Marketing), in 2007. He is also on the board of several of Tata Motors Limited's subsidiaries and affiliates, such as Tata Marcopolo Motors Limited, Tata Cummins Private Limited, TMFL, Automobile Corporation of Goa Limited, Tata International Limited, Tata Hispano Motors Carrocerries Maghreb SA, Tata International Singapore Pte Limited, Nita Company Limited, TDCV, Tata Motors (SA) (Proprietary) Limited, PT Tata Motors Indonesia, PT Tata Motors Distribusi Indonesia, TMNL Motor Service Nigeria Limited and Tata Motors (Thailand) Limited. Before joining Tata Motors Limited, he worked for Castrol Ltd., a subsidiary of BP plc, and for Philips India, a subsidiary of Koninklijke Philips N.V., in various roles. Mr. Pisharody is an alumnus of the Indian Institute of Technology, Kharagpur and the Indian Institute of Management, Kolkata.

Mr. Pisharody, vide letter dated June 5, 2017, tendered his resignation as Executive Director (Commercial Vehicles) of TML, but will continue to serve his term of office for another 6 months, or such shorter period as the Company may decide to ensure seamless transition in business operations.

### *Mr. Satish B. Borwankar*

Mr. Borwankar started his career with Tata Motors Limited in 1974, as a Graduate Engineer Trainee and was appointed as an Executive Director (Quality) on June 21, 2012. He is currently the Executive Director and Chief Operating Officer with effect from June 5, 2017. He has been reappointed, subject to shareholders approval for a period from July 16, 2017 to July 15, 2019. 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 is also on the board of directors of certain of our subsidiaries, including Tata Cummins Private Limited, TML Drivelines

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Limited, TAL Manufacturing Solutions Limited, Tata Motors (Thailand) Limited and TDCV. He has played a significant role in establishing our greenfield projects. Mr. Borwankar is a mechanical engineer who studied at the Indian Institute of Technology, Kanpur.

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Mr. Borwankar was designated as the Executive Director & Chief Operating Officer (COO) of TML with effect from June 5, 2017. The board of directors has approved this re-appointment for the period July 16, 2017 up to July 15, 2019, subject to shareholders' approval.

**B. Compensation**

The following table provides the annual compensation paid/accrued to our directors, Executive Officers and Group Chief Financial Officer in Fiscal 2017. For full-time directors, the retirement benefits exclude provision for encashable leave and gratuity as a separate actuarial valuation is not available. We have not issued any stock options to our directors/employees.

| Name                                      | Position                                  | Remuneration <sup>1</sup><br>(in Rs.) |
|---|---|---------------------------------------|
| Mr. N Chandrasekaran <sup>2</sup>         | Non-Executive Chairman                    | 240,000                               |
| Mr. Cyrus P. Mistry <sup>3</sup>          | Non-Executive Chairman                    | 660,000                               |
| Mr. N. N. Wadia <sup>4</sup>              | Independent Director                      | 660,000                               |
| Dr. R. A. Mashelkar                       | Independent Director                      | 1,960,000                             |
| Mr. Nasser Munjee <sup>5 12</sup>         | Independent Director                      | 6,790,000                             |
| Mr. V. K. Jairath                         | Independent Director                      | 3,490,000                             |
| Ms. Falguni Nayar <sup>12</sup>           | Independent Director                      | 2,198,000                             |
| Mr. Om Prakash Bhatt <sup>7</sup>         | Independent Director                      |                                       |
| Mr. S. Bhargava                           | Independent Director                      | 1,298,000                             |
| Dr. Ralf Speth <sup>8 12</sup>            | Non-Executive Director                    | 551,740,000                           |
| Mr. Guenter Butschek <sup>12</sup>        | CEO & Managing Director                   | 225,515,000                           |
| Mr. C. Ramakrishnan <sup>11 12</sup>      | Tata Motors Group Chief Financial Officer | 41,199,000                            |
| Mr. Ravindra Pisharody <sup>10 9 12</sup> | Executive Director (Commercial Vehicles)  | 30,099,000                            |
| Mr. Satish Borwankar <sup>10 12</sup>     | Executive Director & COO                  | 29,398,000                            |

1. Includes salary, allowance, taxable value of perquisites, commission and our contribution to provident fund and superannuation fund for the CEO and Managing Director, Executive Directors and the Group Chief Financial Officer, and sitting fees/directors' fees for non-executive directors. No commission has been paid to directors by Tata Motors Limited for Fiscal 2017, due to inadequacy of profits.
2. Appointed as Non-Executive Chairman of the Company with effect from January 17, 2017.
3. Resigned as the Non-Executive Chairman and Director of the Company with effect from December 19, 2016.
4. Removed as an Independent Director by the Shareholders at the Extraordinary General Meeting of the Company held on December 22, 2016.
5. The remuneration of Mr. Munjee includes remuneration of GBP 50,000 received from Jaguar Land Rover Automotive plc and directors' fees of Rs.460,000 paid by TMFL.
6. Retired on March 29, 2017, upon attaining the age of 75 years in accordance with the Company's Governance Guidelines on Board Effectiveness.
7. Appointed as Non-Executive Independent Director of Tata Motors Limited with effect from May 9, 2017.
8. Dr. Ralf Speth's remuneration is paid by Jaguar Land Rover Automotive plc, which includes the value of performance bonus, cash allowances and non-cash benefits and accruals from long term incentives and retirement benefits.
9. The remuneration includes directors' fees and commissions received from Automobile Corporation of Goa Limited of Rs.810,800 and directors' fees paid by Tata International Limited of Rs.500,000, Tata Daewoo Commercial Vehicle Co. Limited of Rs.1,501,700 and Nita Company Limited of Rs.10,800 but excludes provision for a special retirement benefit of Rs.5,266,000 payable at the discretion of the board.
10. The remuneration excludes provision for a special retirement benefit of Rs.5,266,000 and Rs.7,932,000 for Mr. Pisharody and Mr. Borwankar, respectively, payable at the discretion of the board.
11. The remuneration paid includes directors' fees of Rs.205,000 paid by Tata Technologies Limited.
12. Rounded to nearest thousands of Indian rupees.

The CEO and Managing Director as well as the executive directors are also eligible to receive special retirement benefits at the discretion of our board of directors, which include a monthly pension, ex-gratia and medical benefits.

At the 71<sup>st</sup> Annual General Meeting of the Company held on August 9, 2016, our shareholders approved payment of the minimum remuneration to Mr. Pisharody, Mr. Borwankar and Mr. Butschek as per their agreements in view of inadequacy of profits for Fiscal 2016, 2017 and 2018.

In respect of Fiscal 2017, the minimum remuneration of the Executive Directors is within the limits prescribed under the Companies Act, 2013. In respect of Mr. Butschek, the CEO & MD, on an application made by the Company to the Central Government for his appointment and



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remuneration as required under Section 197 of the Companies Act, 2013 read with Schedule V thereunder, the Central Government has approved of his appointment for a period of 5 years with effect from February 15, 2016 and his remuneration for the period September 12, 2016 to February 14, 2019. In respect of his agreed remuneration for the period February 15, 2016 to September 11, 2016, the Company's resubmission is under active consideration by the Central Government.

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### **C. Board Practices**

Our board of directors size, comprises of ten directors, which is commensurate with the size of our company and consistent with the board size of other companies in the industry. Our board of directors consists of executive, non-executive and independent directors. Appointments of new directors are recommended by the Nomination and Remuneration Committee for consideration by the full board of directors and our shareholders at each year's annual general meeting.

The roles of the Chairman and Chief Executive Officer & Managing Director are distinct and separate with appropriate powers being delegated to the Managing Director to perform the day-to-day activities of managing our company.

Our board of directors, along with its committees, provides leadership and guidance to our 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 fulfillment and capital expenditure requirements, and the review of our plans and targets.

Our board of directors has delegated powers to its committees through specific written and stated terms of reference and scope, and oversees the functioning operations of the committees through various circulars and minutes. The committees operate as empowered agents of the board of directors in accordance with their respective charters and/or terms of reference.

### **Board Effectiveness Evaluation**

Pursuant to provisions of the Listing Regulations and the Companies Act, our board of directors is required to carry out an annual evaluation of its own performance and also the performance of its committees and individual directors. The performance of the board of directors and individual directors is evaluated by our board of directors and involves input from all the directors. The performance of the committees is evaluated by our board of directors and involves input from committee members. In Fiscal 2017, the Nomination and Remuneration Committee reviewed the performance of the individual directors. Also, a separate meeting of independent directors was held to review the performance of non-independent directors, performance of our board of directors as a whole and the performance of the chairperson of Tata Motors Limited; the independent directors took into account the views of the executive directors and non-executive directors. Subsequently, our board of directors held a meeting to discuss the performance of our board of directors, its committees and the individual directors.

The criteria for the performance evaluation of our board of directors included aspects, such as our board of directors composition and structure and the effectiveness of our board of directors processes, information flow and functioning. The criteria for performance evaluation of the committees included aspects, such as the composition of the committees and the effectiveness of committee meetings. The criteria for performance evaluation of the individual directors included aspects, such as the director's contribution to our board of directors and committee meetings, including preparation on the issues to be discussed, meaningful and constructive contribution and input during meetings. In addition, the chairperson was evaluated on the key aspects of his role.

We also conducted the familiarization program for independent directors was also conducted to apprise the directors about their roles, rights, responsibilities in our Company, the nature of the industry in which we operate, our business model and related matters. The details of the program for familiarization of the independent directors are uploaded on the website of our Company at <http://www.tatamotors.com/investors/pdf/familiarisation-programme-independent-directors.pdf>

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Our board of directors also undertakes our 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 of our subsidiaries have their respective boards of directors, and their management is responsible for their performance, our board of directors oversees the performance of our subsidiaries on a quarterly basis in order to exercise oversight over the performance and functioning of our subsidiaries. In a specific annual meeting of our Audit Committee, the chief executive officers and the chief financial officers of our subsidiaries make presentations on significant issues in audit, internal control and risk management in our subsidiaries. The minutes of the meetings of our subsidiaries are also placed before our board of directors and attention is drawn to significant transactions and arrangements entered into by our subsidiaries.

Please see Item 6.A – Directors and Senior Management for details regarding the terms of office for our board of directors.

### **Committees**

#### ***Audit Committee***

The Audit Committee comprises four independent directors: Mr. Munjee (as Chairman), Dr. Mashelkar, Mr. Jairath, and Ms. Nayar. The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with Section 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and applicable U.S. regulations, and is reviewed from time to time. Provided below is the gist of the responsibilities of the Audit Committee. The full Charter is available on our website

- a. Reviewing the quarterly/annual financial statements before submission to our board of directors, focusing primarily on:

Overseeing our financial reporting process and the disclosure of our financial information, including earnings and press releases, to ensure that the financial statements are correct, sufficient and credible;

Reviewing reports on the management's 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;

Reviewing the draft audit report, modified opinion, 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;

Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;

Scrutiny of inter-corporate loans and investments; and

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Disclosures made under the principal executive officer and principal financial officer certifications and related party transactions to our board of directors and our shareholders;

- b. Reviewing, alongside the management, our external auditors and internal auditors, the adequacy of internal control systems and recommending improvements to management;
- c. Review management letters and letters of internal control weakness issued by the statutory auditors;
- d. Reviewing, alongside the management, statements of uses and applications of funds raised through issues (such as public issues, rights issues, preferential issues), the statement of funds utilized for purposes other than those stated in the relevant offer document and/or notice and the report submitted by the monitoring agency that monitors the utilization of proceeds of a public or rights issue and making appropriate recommendations to our board of directors in light of those reviews;
- d. Recommending the appointment and/or removal of the statutory auditor, cost auditor, fixing audit fees and approving non-audit/consulting services provided by the statutory auditors' firms to Tata Motors Limited and its subsidiaries; evaluating auditors' performance, qualifications, experience, independence and pending proceedings relating to professional misconduct, if any. Our Audit Committee shall also ensure that the cost auditors are independent, have an arm's-length relationship with us and are also not otherwise disqualified at the time of their appointment or during their tenure;

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- e. Reviewing the adequacy of our internal audit, the coverage and frequency of our internal audit and the appointment, removal, performance and terms of remuneration of our chief internal auditor;
- f. Discussing with the internal auditor and senior management significant internal audit findings and follow-up thereon;
- g. 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 reporting the matter to our board of directors;
- h. Discussing with the statutory auditor, before the audit commences, the nature and scope of audit and conducting post-audit discussions to ascertain any area of concern;
- i. Reviewing our financial controls and risk management policies;
- j. Establishing and reviewing the functioning of our vigil mechanism under our whistle-blower policy;
- k. Reviewing the financial statements and investments made by subsidiary companies and subsidiary oversight relating to areas such as the adequacy of the internal audit structure and function of the subsidiaries, the status of their audit plans and their execution, key internal audit observations, risk management and the control environment;
- l. Review of the causes of any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any;
- m. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations;
- n. Approving the appointment of our Chief Financial Officer after assessing the qualification, experience and background of a candidate;
- o. Engaging a registered valuation agent in case valuations are required and reviewing any valuation report in respect of any of our property, stocks, shares, debentures, securities, goodwill, undertakings or assets, liabilities or net worth;
- p. Reviewing and replying to any reports forwarded by the auditors on the matters where auditors have sufficient reason to believe that an offense involving fraud is being or has been committed against us by our officers or employees;
- q. Reviewing the system of storage, retrieval, display and printout of books of accounts maintained in electronic copies during the required period under law;
- r. Approving all or any subsequent modification of transactions with related parties;

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- s. Approving policies in relation to the implementation of the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, or the Insider Trading Code, and to supervise its implementation; and
  
- t. To note and take on record the status reports, detailing the dealings by designated persons in securities of Tata Motors Limited, as submitted by our compliance officer on a quarterly basis and to provide directions on any penalties for any violations of the Insider Trading Code. Mr. Ramakrishnan, our Group Chief Financial Officer, is the compliance officer under the Insider Trading Code.

During the year, the Committee reviewed key audit findings covering operational, financial and compliance areas. It also reviewed the internal control system in subsidiary companies, status on compliance of its obligations under the Charter and confirmed that it fulfilled its duties and responsibilities. The Committee, through self-assessment, annually evaluates its performance. The Chairman of the Audit Committee briefs the Board members about the significant discussions at Audit Committee meetings. The Audit Committee has also adopted policies for the approval of services to be rendered by our 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 our subsidiaries. The Chief Internal Auditor reports to the Audit Committee to ensure independence of the internal audit processes.

The Audit Committee relies on the expertise and knowledge of the management, the internal auditors and the independent statutory auditor in carrying out its oversight responsibilities. It also uses external expertise, if required. The management is responsible for the preparation, presentation and integrity of our financial statements, including consolidated statements, accounting and financial reporting principles. The management is also responsible for internal control over financial reporting, and all procedures are designed to ensure compliance with accounting standards, applicable laws and regulations, as well as to objectively review and evaluate the adequacy, effectiveness and quality of our system of internal control.

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***Nomination and Remuneration Committee***

The Nomination and Remuneration Committee comprises of three independent directors, Dr. Mashelkar, Mr. Nasser Munjee, Mr. O P Bhatt and one Non-Executive Director, Mr. N Chandrasekaran. The Chairman of the Committee is elected on a meeting-to-meeting basis. Mr. Wadia ceased to be the Committee Chairman, consequent to his removal as an Independent Director by the Shareholders at the Extraordinary General Meeting of the Company held on December 22, 2016. Mr. Cyrus Mistry ceased to be a Committee Member, consequent to his resignation as the Non-Executive Chairman and Director of the Company with effect from December 19, 2016. Mr. Bhargava a Member of the Committee retired in accordance with the Company's Governance Guidelines on Board Effectiveness on March 29, 2017, upon attaining the age of 75 years. Mr. Nasser Munjee and Mr. O P Bhatt were inducted as members of the Committee with effect from March 29, 2017 and May 16, 2017, respectively.

The Nomination and Remuneration Committee functions according to its charter, which defines its objective, composition, meeting requirements, authority, power, responsibilities and reporting and evaluation functions in accordance with the Companies Act and Indian listing requirements. The following is a summary of the principal terms of reference of the Nomination and Remuneration Committee:

- a. To make recommendations to the board of directors of Tata Motors Limited regarding the establishment and composition of the board of directors and its committees including the formulation of the criteria for determining qualifications, positive attributes and independence of a director. The Nomination and Remuneration Committee will consider periodically reviewing the composition of the board of directors with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience;
- b. Devising a policy on board diversity;
- c. Recommending to the board the appointment or reappointment of directors, including independent directors on the basis of reports on the performance evaluation of the independent directors;
- d. Supporting the board in matters related to setting up, reviewing and refreshing of committee composition;
- e. Recommending to the board on voting pattern for appointment and remuneration of directors of our material subsidiaries;
- f. Providing guidelines for remuneration of directors of our material subsidiaries;
- g. Recommending to the board the appointment of Key Managerial Personnel, or KMP, as defined under the Companies Act as the chief executive officer, chief financial officer and company secretary, and executive team members of Tata Motors Limited as defined by the Nomination and Remuneration Committee;
- h. Carrying out an evaluation of every director's performance and supporting the board and independent directors in evaluation of the performance of the board, its committees and individual directors. This shall include the formulation of criteria for evaluation of independent directors and the board;
- i. Overseeing the performance review process for KMP and the executive team of Tata Motors Limited;

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- j. Recommending the remuneration policy for directors, KMP, the executive team of Tata Motors Limited and other employees;
- k. On an annual basis, recommending to the board the remuneration payable to the directors, KMP and the executive team of Tata Motors Limited;
- l. Reviewing matters related to voluntary retirement and early separation schemes for Tata Motors Limited;
- m. Overseeing the familiarization program for directors;
- n. Overseeing our human resources philosophy, human resources strategy and the efficacy of human resources practices, including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board of directors, KMP and executive team of Tata Motors Limited); and
- o. Performing such other duties and responsibilities as may be consistent with the provisions of the committee's charter.

### ***Stakeholders Relationship Committee***

The Stakeholders Relationship Committee comprises of two independent directors, Mr. Jairath and Ms. Nayar as well as the Chief Executive Officer & Managing Director, Mr. Butschek. The principal functions of the Stakeholders Relationship Committee are the following:

- a. Reviewing statutory compliance matters relating to all security holders;



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- b. Considering and resolving the grievances of security holders of the company including complaints related to transfer of securities, non-receipt of our annual report, declared dividends, notices and/or our balance sheet;
- c. Overseeing compliances in respect of dividend payments and transfer of unclaimed amounts to the investor education and protection fund;
- d. Overseeing and reviewing all matters related to the transfer of securities of Tata Motors Limited;
- e. Approving the issue of duplicate certificates of Tata Motors Limited;
- f. Reviewing movements in shareholding and ownership structures of Tata Motors Limited;
- g. Ensuring proper controls over and overseeing performance of our registrar and share transfer agent; and
- h. Recommending measures for the overall improvement of the quality of investor services.

***Executive Committee of the Board of Directors or ECOB***

The ECOB comprises of Mr. N. Chandrasekaran, who was inducted as the Committee Chairman with effect from January 17, 2017, Mr. Munjee, Mr. Pisharody, Mr. Borwankar and Mr. Butschek. Mr. Mistry ceased to be the Committee Chairman upon his resignation on December 19, 2016. Mr. Wadia ceased to be a Member upon his removal at the Extraordinary General Meeting of the Company held on December 22, 2016. Mr. Bhargava ceased to be a Member upon his retirement on March 29, 2017. The Committee reviews and recommends to the Board for due consideration, the revenue and capital expenditure budgets, long-term business strategies and plans, our organizational structure, raising finance, property-related issues, review and sale of investments and the allotment of securities within established limits. The Committee also discusses the matters pertaining to legal cases, acquisitions and divestment, new business forays and donations.

***Safety, Health & Environment Committee***

The Safety, Health & Environment, or SHE Committee, comprises of Dr. Mashelkar (as Chairman), Mr. Jairath, Mr. Pisharody, Mr. Borwankar and Mr. Butschek. The SHE Committee's objective is to review our safety, health and environmental practices. The terms of reference of the SHE Committee include the following:

- a. To take a holistic approach to safety, health and environmental matters in decision making;
- b. To provide direction to Tata Motors Group in carrying out its safety, health and environment function;
- c. To frame broad guidelines / policies with regard to safety, health and environment;
- d. To oversee the implementation of these guidelines/policies; and
- e. To review our safety, health and environmental policies, processes and systems periodically and recommend improvements from time to time.

***Corporate Social Responsibility Committee***

The Corporate Social Responsibility Committee, or CSR Committee, comprises Dr. Mashelkar (as Chairman), Ms. Nayar, Mr. Borwankar and Mr. Butschek. The terms of reference of the CSR Committee are to:

- a. Formulate and recommend to our board of directors a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by us as specified in Schedule VII of the Companies Act;
- b. Recommend the amount of expenditure to be incurred on the activities referred to in clause a.; and
- c. Monitor our Corporate Social Responsibility Policy from time to time.

***Risk Management Committee***

The Risk Management Committee, constituted by our board of directors pursuant to the provisions of the Listing Regulations, comprises of four independent directors: Mr. Munjee (as Chairman), Dr. Mashelkar, Mr. Jairath and Ms. Nayar. Pursuant to the Listing Regulations, we have a Risk Management Policy. The Risk Management Committee's terms of reference are as follows:

- a. Establishing principles and objectives for assisting our board of directors in overseeing our risk management process and controls, risk tolerance, capital liquidity and funding levels, and providing a periodic update thereof to our board of directors;

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- b. The Risk Management Committee shall be appointed by our board of directors and may be staffed with directors and/or our executives. Our company secretary shall act as the secretary to the Risk Management Committee meetings;
- c. The Risk Management Committee's quorum shall be any two members or one-third of the members, whichever is higher. The Risk Management Committee shall meet at least once every quarter and our chief internal auditor shall be a permanent invitee to its meetings;
- d. The Risk Management Committee shall act and have powers in accordance with the terms of reference, specified in writing by our board of directors, and shall be responsible for reviewing our risk governance structure, practices and guidelines; and
- e. The Risk Management Committee will report to our board of directors periodically on various matters and shall undergo an annual self-evaluation of its performance and report the results to our board of directors.

***Executive Committee***

The ExCom is comprised of various business functional heads, including Mr. Butschek, Mr. Pisharody, Mr. Borwankar, the president of the PVBU, the Chief Technology Officer, the Group Chief Financial Officer, the Chief Human Resource Officer, the Chief Purchasing Officer, the head of corporate strategy and business transformation and the head of corporate communications. The Executive Committee provides oversight on strategy and key aspects of our business operations.

Apart from the committees described above, our board of directors may also constitute committees of directors with specific terms of reference as it may deem fit.

**D. Employees**

At Tata Motors, we consider our human capital a critical factor to our success. Under the aegis of Tata Sons and the Tata Sons-promoted entities, we have drawn up a comprehensive human resource strategy, which addresses key aspects of human resource development, such as:

A code of conduct and fair business practices;

A fair and objective performance management system linked to the performance of the businesses, which identifies and differentiates employees by performance level;

Creation of a common pool of talented managers across Tata Sons and the Tata Sons-promoted entities with a view to increasing their mobility through inter-company job rotation;

Evolution of performance based compensation packages to attract and retain talent within Tata Sons and the Tata Sons-promoted entities;

Development of comprehensive training programs to improve industry- and/or function-specific skills; and

Introduction of the annual Employee Pulse Survey to gauge engagement levels of employees followed by action planning to make Tata Motors a more caring and engaging employer.

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In line with our human resource strategy, we have implemented various initiatives in order to build better organizational capabilities that we believe will enable us to sustain competitiveness in the global marketplace. Our focus is to attract talent, retain the better and advance the best. Some of the initiatives to meet this objective include:

Development of an agile organization through process modification, delayering and structure alignment and increase in customer facing roles;

Changed organization structure to empower teams across each product lines, to facilitate product life cycle management and accountability for product profits and losses;

Extensive process mapping exercises to benchmark and align the human resource processes with global best practices;

Introduction of the Global Delivery Centre to handle all human resources transactional activities with the aim of cost reduction and process standardization;

Talent management process redesigned with the stronger emphasis on identifying future leaders;

Build strategic partnerships with educational institution of repute to foster academia-based research and provide avenues for our employees to further their educational studies;

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Extensive brand building initiatives at university campuses to increase recruiting from top-level engineering and management universities;

Functional academies setup for functional skills development; and

Skill development of our blue-collar workforce to enable them to effectively meet the productivity and quality deliverables. We employed approximately 80,389 permanent employees as at March 31, 2017, including as part of our Jaguar Land Rover business and joint operations. The average number of flexible (temporary, trainee and contractual) employees for Fiscal 2017 was approximately 38,120 (including joint operations).

The following table sets forth a breakdown of persons employed by our business segments and by geographic location as of the following dates.

| Segment      | As at March 31,    |               |               |
|--------------|--------------------|---------------|---------------|
|              | 2017               | 2016          | 2015          |
|              | (No. of Employees) |               |               |
| Automotive   | 71,428             | 68,089        | 66,101        |
| Other        | 8,130              | 8,509         | 7,384         |
| <b>Total</b> | <b>79,558</b>      | <b>76,598</b> | <b>73,485</b> |

| Location         | As at March 31,    |               |               |
|------------------|--------------------|---------------|---------------|
|                  | 2017               | 2016          | 2015          |
|                  | (No. of Employees) |               |               |
| India            | 42,991             | 42,238        | 43,313        |
| Outside of India | 36,567             | 34,360        | 30,172        |
| <b>Total</b>     | <b>79,558</b>      | <b>76,598</b> | <b>73,485</b> |

**Training and Development**

We are committed to the development of our employees to strengthen their functional and leadership capabilities. We have a focused approach with the objective of addressing all capability gaps and preparing our employees to adapt to fast changing external environment in order to meet our strategic objectives.

To achieve this, we have established the Tata Motors Academy, which addresses development needs of various segments of our workforce through a structured approach. The Tata Motors Academy focuses on three functional pillars – customer excellence, product leadership, and operational excellence – and one pillar on management education, all of which are aligned with our company-level strategic objectives. The emphasis of functional academies is to strengthen knowledge, skills and expertise with an in depth approach, and the emphasis of management education is developing general management skills.

In addition to the Tata Motors Academy, our Learning Advisory Council, which includes senior leaders from different parts of our organization, aims to more closely align our learning and development efforts with our business needs and priorities. The Learning Advisory Council is responsible for designing, implementing and reviewing the learning agenda.

We are now migrating from a trade-based training approach to a process-based training approach, which emphasizes team members' knowledge as related to their actual work, in addition to the general trade-based skills, which are learned at training institutes. These skills are very specific and not currently taught at the training institutes. To accomplish this, we are implementing a fundamental skills training initiative throughout our organization. Its objective is to address key employee performance issues, such as inconsistent quality, poor craftsmanship, high frequencies of repair reworking and low productivity levels through training of our front-line team members.

**Union Wage Settlements**

We have labor unions for operative/worker grade employees at all our plants across India, except the Dharwad plant. The labor union at Sanand plant has very recently been registered and the first settlement is done in June 2017. We have generally enjoyed cordial relations with our employees and unions at our factories and offices and have received union support in our implementation of reforms that impact safety, quality, cost erosion and productivity improvements across all locations. Employee wages are paid in accordance with wage agreements that have varying terms (typically three to four years) at different locations. The expiration dates of the wage agreements with respect to various locations/units are as follows:

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| Location/Unit                         | Wage Agreement valid until |
|---------------------------------------|----------------------------|
| Pune Commercial Vehicle Business Unit | August 31, 2019            |
| Pune Passenger Vehicle Business Unit  | March 31, 2016 #           |
| Jamshedpur                            | March 31, 2016#            |
| Mumbai                                | December 31, 2015#         |
| Lucknow                               | March 31, 2017#            |
| Pantnagar                             | March 31, 2019             |
| Jaguar Land Rover                     | October 31, 2017           |

# Under negotiation

An amicable settlement was reached at the Pantnagar plant in May 2016 and in Pune Commercial Vehicle Business Unit in March 2017. The wage agreements at our Mumbai and Pune Passenger Vehicle Business Unit and Jamshedpur locations have expired and negotiations are underway for the new wage agreements. In the interim, the wages set forth in the previous wage agreements will continue until a new settlement is reached.

Our wage agreements link an employee's compensation to certain performance criteria, which are based on various factors such as safety, quality, productivity, operating profit and an individual's performance and discipline. As far as possible, we aim for cost neutral settlements, by achieving the critical performance parameters of the business with total employee involvement. Please see Item 4.B Information on the Company Business Overview Legal Proceedings for details related to the lawsuit filed by our union employees at TDCV related to wages.

**E. Share Ownership**

The information required by this item is set forth in Item 6.A Directors, Senior Management and Employees of this annual report on Form 20-F.

**Item 7. Major Shareholders and Related Party Transactions****A. Major Shareholders**

We are a widely held, listed company with approximately 530,831 shareholders for Ordinary Shares and 105,815 shareholders for A Ordinary Shares on record. To our knowledge, as of June 30, 2017, the following persons beneficially owned 1% or more of 2,887,348,428 Ordinary Shares and 508,502,291 A Ordinary Shares outstanding at that time:

**Ordinary Shares**

| Name of Shareholder                             | Holding     | Percentage |
|---|-------------|------------|
| Tata Sons Limited and Subsidiaries <sup>1</sup> | 998,455,830 | 34.58      |
| Citibank N.A. <sup>2</sup>                      | 496,135,545 | 17.18      |
| Life Insurance Corporation of India             | 149,423,428 | 5.18       |
| ICICI Prudential Balanced Fund                  | 36,043,606  | 1.25       |
| Government of Singapore                         | 53,984,956  | 1.87       |
| ICICI Prudential Life Insurance Company Limited | 45,396,054  | 1.57       |

**A Ordinary Shares**

| Name of Shareholder                           | Holding    | Percentage |
|---|------------|------------|
| Franklin Templeton Mutual Fund                | 36,038,579 | 7.09       |
| HDFC Trustee Company Limited-HDFC Equity Fund | 35,151,660 | 6.91       |
| ICICI Prudential Focused Bluechip Equity Fund | 19,474,344 | 3.83       |

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|   |            |      |
|---|------------|------|
| SBI Magnum Taxgain Scheme   | 17,716,192 | 3.48 |
| Reliance Capital Trustee Co Ltd A/C-Reliance Regular Savings Fund | 5,699,994  | 1.12 |
| Government of Singapore   | 29,508,282 | 5.80 |
| Franklin Templeton Investment Funds                               | 23,104,706 | 4.54 |



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| <b>Name of Shareholder</b>   | <b>Holding</b> | <b>Percentage</b> |
|--|----------------|-------------------|
| Merrill Lynch Markets Singapore Pte. Ltd.  | 11,969,533     | 2.35              |
| HSBC Global Investment Funds - Indian Equity   | 11,243,801     | 2.21              |
| Abu Dhabi Investment Authority   | 11,171,760     | 2.20              |
| Amansa Holdings Private Limited  | 9,000,000      | 1.77              |
| Stichting Depository Apg Emerging Markets Equity Pool  | 8,909,973      | 1.75              |
| Monetary Authority of Singapore  | 8,808,552      | 1.73              |
| T. Rowe Price New Asia Fund  | 7,837,596      | 1.54              |
| Morgan Stanley Mauritius Company Limited   | 7,771,303      | 1.53              |
| Nordea Emerging Market Equities Fund   | 7,676,625      | 1.51              |
| Eastspring Investments India Equity Open Limited   | 7,089,217      | 1.39              |
| Government Pension Fund Global   | 5,819,768      | 1.14              |
| Vanguard Emerging Markets Stock Index Fund, Aseries of Vanguard International Equity Inde X Fund | 5,319,251      | 1.05              |
| HDFC Standard Life Insurance Company Limited   | 5,464,619      | 1.07              |

<sup>1</sup> As of June 30, 2017, the combined Ordinary and A Ordinary Shareholding of Tata Sons along with its subsidiaries as on June 30, 2017 was 998,896,475 representing 33.98% of the total voting rights in Tata Motors Limited. Tata Sons subsidiaries, Tata Investment Corp Ltd., Tata Industries Ltd. and Simto Investment Company Ltd. hold 10,600,000, 72,203,630 and 59,583 Ordinary Shares of Tata Motors Limited, respectively, and Ewart Investments Limited holds 3,084,542 Ordinary Shares and 440,645 A Ordinary Shares of Tata Motors Limited.

<sup>2</sup> Citibank, N.A., as depository for our ADSs, was the holder on record at June 30, 2017 of 496,135,545 Ordinary Shares on behalf of the beneficial owners of deposited Shares.

<sup>3</sup> 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 our Articles of Association.

Over the last three years, that is from June 30, 2014 to June 30, 2017, the holdings of our largest shareholder, Tata Sons along with its subsidiaries, have increased from 28.65% to 34.58%. The holdings of Tata Steel have decreased from 5.54% as at June 30, 2014 to 0.0035% as at June 30, 2017. The shareholding of Life Insurance Corporation of India Ltd. has increased from 3.73% to 5.18%. The shareholding of Citibank N.A. as depository for our ADSs and previously, our GDSs, has decreased from 21.25% to 17.18%.

According to our depository, as at June 30, 2017, we had 69 registered holders of our ADSs with addresses in the United States, whose shareholding represented approximately 0.02% of our outstanding Ordinary Shares as of that date, excluding any of our ADSs held by Cede & Co. as a nominee for the Depository Trust Company. Because some of our ADSs are held through brokers or other nominees, the number of record holders of our ADSs with addresses in the United States may be fewer than the number of beneficial owners of ADSs in the United States. As of June 30, 2017, there were 95 record holders of Ordinary Shares with addresses in the United States, representing 0.00626% of our outstanding Ordinary Shares as of that date, and there were 33 record holders of A Ordinary Shares with addresses in the United States, representing 0.01146% of our outstanding A Ordinary Shares as of that date.

The total permitted holding of Foreign Institutional Investors, or FIIs, in the Ordinary Share paid-up capital has been increased to 35% by a resolution passed by our shareholders on January 22, 2004 and to 75% of the A Ordinary Share paid-up Capital approved by the Reserve Bank of India pursuant to their letter dated October 31, 2013. The FII holding as on June 30, 2017 was approximately 24.28% in Ordinary Shares and 58.65% in A Ordinary Shares. See Item 10.D Exchange Controls for further details.

Neither our Ordinary Shares nor A Ordinary Shares 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 persons acting in concert with such acquirer, aggregate to 5% or more of the shares or voting rights, or any acquisition or disposal of 2% or more shares or voting rights, or a change in the shareholding or voting rights (even if such change results in the shareholding falling below 5%) such person must file a report with us concerning the shareholding or the voting rights and the stock exchanges on which our Shares are traded. Please see Item 9.A Offer and Listing Details Markets for information with respect to these stock exchanges.

In addition, disclosures would be applicable under the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or Insider Trading Regulations of India with respect to every promoter, employee or director, including their immediate relatives, who execute a trade or trades in excess of a monetary threshold of Rs.1 million in market value over a calendar quarter, within two trading days of reaching such threshold. Such a disclosure would be made to us and we would in turn make a disclosure to the relevant stock exchanges. Furthermore, under our Listing Regulations, governing Indian listed companies, we are required to periodically disclose to such stock exchanges the name and percentage of shares held by persons or entities that hold more than 1% of our Shares. For the purposes of the above, Shares withdrawn from our

ADS facility will be included as part of a person's shareholding.

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To our knowledge, we are 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. We are not aware of any arrangements the operation of which may at a later time result in our change of control.

For details regarding voting rights, please refer to Item 10.B Memorandum and Articles of Association Voting Rights .

**B. Related Party Transactions**

Our related parties principally consist of Tata Sons, subsidiaries and joint ventures of Tata Sons, our joint ventures and our associates and their subsidiaries. We routinely enter into transactions with these related parties in the ordinary course of business. We enter into transactions for sale and purchase of products with our associates and joint ventures.

The following table summarizes related party transactions and balances included in our consolidated financial statements included elsewhere in this annual report on Form 20-F for the year ended and as at March 31, 2017:

|  | With<br>associates<br>and their<br>subsidiaries | With joint<br>Operations | With joint<br>ventures<br>(Rs. in millions) | With Tata<br>Sons and<br>its<br>subsidiaries<br>and joint<br>ventures | Notes        |
|--|---|--------------------------|---|---|--------------|
| Purchase of products                                       | 20,585  | 22,758                   | 213   | 668   | (Note a)     |
| Sale of products   | 2,505   | 3,237                    | 49,835                                      | 4,615   |              |
| Services received  | 110   | 1                        | 10,886                                      | 19,702  | (Note b)     |
| Services rendered  | 166   | 161                      | 7,719                                       | 1,301   |              |
| Acceptances  |   |                          |   | 32,028  | (Note c)     |
| Purchase of property, plant and equipment                  | 138   |                          |   | 1   |              |
| Interest income  | 5   | 78                       |   | 29  | (Note d)     |
| Interest expenses  | 56  | 2                        |   | 305   |              |
| Dividend income  | 162   | 45                       | 5,944                                       | 4   |              |
| Dividend paid  |   |                          |   | 370   |              |
| Amount receivable in respect of loans and interest thereon |   |                          |   | 93  | (Note d)     |
| Amount payable in respect of loans and interest thereon    | 560   |                          |   | 1,056   |              |
| Loans given  |   |                          |   | 303   | (Note e(ii)) |
| Loans given, repaid  |   | 1,325                    |   | 603   |              |
| Loans taken  | 3,290   |                          |   | 5,896   |              |
| Loans repaid by us   | 3,000   |                          |   | 6,270   |              |

Notes:

The details of major items are as follows:

- a. During Fiscal 2017, we purchased from our associates and joint operations various vehicle components, assemblies, aggregates and spares, among other inputs, totaling Rs.43,343 million. For the period from April 1, 2017 through June 30, 2017, our purchases were Rs.8,682 million from these associates and joint operations. These purchases have been made at fair market price determined in accordance with arm's-length commercial terms.
- b. i) The services received from Tata Sons include those for which brand subscription fees were paid pursuant to an agreement with them, under which Tata Motors Limited and certain of its subsidiaries have agreed to pay an annual subscription fee for participation and

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gain from promotion and protection of the Tata brand identity. Please see Exhibit 4.1 of this annual report on Form 20-F for our Tata Brand Equity & Business Promotion Agreement. The annual subscription fee is equal to 0.15%-0.25% of 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% of annual profit before tax, based on Tata Motors Limited's standalone financial statements prepared in accordance with IndAS.

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- ii) We also received other business support services from subsidiaries of Tata Sons for call center and transaction processing work for Tata Motors Limited and some of its subsidiaries. These services are in the normal course of business and the transaction prices represent fair market price of the consideration, and other terms have been based on the normal commercial terms.
  - iii) We received IT-related services from one of the subsidiaries of Tata Sons, TCS, for integrated IT service relating to IT infrastructure for Tata Motors Limited, Jaguar Land Rover and other subsidiary companies. The contract was finalized after evaluation of competitive bids from TCS and other IT service provider. These services are in the normal course of business and the transaction prices represent fair market price of the consideration, and other terms have been based on the normal commercial terms.
  - iv) We received services from one of our joint ventures, Spark 44, for global advertising and marketing services for the Jaguar and Land Rover brands. These services are provided in the normal course of business, and transaction prices represent fair market price for such services.
- c. During Fiscal 2017, we have paid discounting charges for invoice discounting facility availed by vendors, with one of the subsidiary of Tata Sons. These services are in the normal course of business and the transaction price (discounting charges) represents fair market price, considering commercial and market terms.
- d. As at March 31, 2016, the subordinated loan to a joint operation (including interest) was Rs.1,918 million. The loan was subordinated to other borrowings of the joint operation. The interest in respect of loans was Rs.78 million in Fiscal 2016. The loan had been utilized by the joint operation for meeting capital expenditure requirements. The loan was repaid in Fiscal 2017.
- e. i) As at March 31, 2016, we held optionally convertible preference shares, or OCPS, of Rs.1,600 million, of an equity accounted investee Tata Hitachi Construction Co. Pvt. Ltd., at an interest rate of 9%. These OCPS were from the rights offered by the equity accounted investee to existing equity shareholders at a ratio of 4 OCPS for every 10 equity shares. These OCPS are redeemable at par or may be converted into equity shares of equity accounted investee at fair value after a period of seven years. In Fiscal 2017, we converted these OCPS into equity shares at fair value.
- ii) During Fiscal 2017, we have given inter-corporate deposits amounting to Rs.300 million to certain subsidiaries of Tata Sons. Please see Note 38 to our consolidated financial statements included elsewhere in this annual report on Form 20-F for further details on our related-party transactions.

**C. Interests of Experts and Counsel**

Not applicable.

**Item 8. Financial Information**

**A. Consolidated Statements and Other Financial Information**

**Consolidated Financial Statements**

The information required by this item is set forth beginning on page F-1 of this annual report on Form 20-F.

**Legal or Arbitration Proceedings**

The information on legal or arbitration proceedings required by this item is set forth in Item 4.B Business Overview Legal Proceedings .

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### Dividend Policy

The Company may declare and pay a dividend out of profits for the year or previous financial year(s) as stated in the statutory financial statements of Tata Motors Limited, on a standalone basis, prepared in accordance with Indian GAAP/IndAS, after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act. However, in the absence or inadequacy of said profits, it may declare dividend out of its free reserves, subject to certain conditions as prescribed under the Companies Act and the Companies (Declaration and Payment of Dividend) Rules, 2014. Based on the net income available for appropriation, dividends are recommended by our board of directors for approval by the shareholders at our annual general meeting. Furthermore, our board of directors may also pay an interim dividend at its discretion. 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.

The Company, in accordance with SEBI Notification dated July 8, 2016, formulated a Dividend Distribution Policy, which was adopted by the board of directors at their meeting held on March 30, 2017. A copy of the Dividend Distribution Policy is available at <http://www.tatamotors.com/investors/pdf/dividend-distribution-policy.pdf>, which website does not form part of this annual report on Form 20-F.

For Fiscal 2017, after considering overall performance and results, and in accordance with the Companies (Declaration and Payment of Dividends) Rules, 2014 and our Dividend Distribution Policy, the Board of Directors has recommended that no dividend be paid to our shareholders. Since Fiscal 1956, we have made dividend distributions in each Fiscal year except for Fiscal 2001, 2002, 2015 and 2017.

### B. Significant Changes

Other than as set forth in this annual report on Form 20-F, no significant change has occurred with respect to us since the date of our audited consolidated IFRS financial statements included elsewhere in this annual report on Form 20-F.

## Item 9. The Offer and Listing

### A. Offer and Listing Details

The details on our Share and ADS price history are included in Item 9.C Markets .

### B. Plan of Distribution

Not applicable.

### C. Markets

#### Ordinary Shares and ADSs

| Fiscal | National Stock Exchange of India Limited<br>or NSE |               |  | BSE Limited or BSE                  |               |  | NYSE                  |               |  |
|--------|--|---------------|--|-------------------------------------|---------------|--|-----------------------|---------------|--|
|        | Closing Price per<br>Ordinary Share                |               | Average Daily<br>Trading Volume<br>(in '000) | Closing Price per<br>Ordinary Share |               | Average Daily<br>Trading Volume<br>(in '000) | Closing Price per ADS |               | Average Daily<br>Trading Volume<br>(in '000) |
|        | Period<br>High                                     | Period<br>Low |  | Period<br>High                      | Period<br>Low |  | Period<br>High        | Period<br>Low |  |
|        | (Rs. per Share)                                    |               |  | (Rs. per Share)                     |               |  | (US\$ per ADS)        |               |  |
| 2017   | 588.70   | 370.50        | 8,057.47                                     | 589.35                              | 370.50        | 702.99                                       | 44.29                 | 27.71         | 1,337.77                                     |
| 2016   | 568.15   | 276.35        | 8,498.88                                     | 567.55                              | 275.65        | 983.24                                       | 46.35                 | 20.56         | 1,859.87                                     |
| 2015   | 598.13   | 398.87        | 5,274.10                                     | 605.10                              | 403.00        | 416.51                                       | 50.89                 | 35.61         | 1,277.24                                     |
| 2014   | 416.95   | 255.20        | 7,227.83                                     | 417.05                              | 255.30        | 820.41                                       | 35.41                 | 22.25         | 495.69                                       |
| 2013   | 333.70   | 205.10        | 10,275.70                                    | 333.40                              | 204.85        | 1,321.40                                     | 30.74                 | 18.94         | 562.27                                       |

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| <b>Fiscal</b>           |        |        |           |        |        |          |       |       |          |
|-------------------------|--------|--------|-----------|--------|--------|----------|-------|-------|----------|
| <b>2017</b>             |        |        |           |        |        |          |       |       |          |
| 1 <sup>st</sup> Quarter | 487.95 | 370.50 | 10,923.96 | 488.00 | 370.50 | 815.44   | 36.79 | 27.71 | 1,570.80 |
| 2 <sup>nd</sup> Quarter | 588.70 | 455.15 | 7,304.68  | 589.35 | 455.25 | 870.63   | 44.29 | 33.97 | 1,311.71 |
| 3 <sup>rd</sup> Quarter | 565.70 | 432.90 | 7,412.43  | 565.70 | 433.05 | 536.47   | 42.18 | 32.00 | 1,059.33 |
| 4 <sup>th</sup> Quarter | 548.90 | 436.45 | 6,588.79  | 548.00 | 436.55 | 592.10   | 40.12 | 32.39 | 1,407.04 |
| <b>Fiscal</b>           |        |        |           |        |        |          |       |       |          |
| <b>2016</b>             |        |        |           |        |        |          |       |       |          |
| 1 <sup>st</sup> Quarter | 568.15 | 421.80 | 6,019.95  | 567.55 | 421.60 | 568.99   | 46.35 | 34.01 | 1,733.49 |
| 2 <sup>nd</sup> Quarter | 444.40 | 285.00 | 8,813.84  | 444.80 | 285.25 | 1,728.75 | 34.56 | 21.73 | 2,377.88 |
| 3 <sup>rd</sup> Quarter | 424.40 | 297.75 | 9,048.54  | 423.35 | 297.00 | 706.21   | 31.57 | 22.33 | 1,612.05 |
| 4 <sup>th</sup> Quarter | 401.90 | 276.35 | 10,097.69 | 401.65 | 275.65 | 892.30   | 29.05 | 20.56 | 1,706.91 |
| <b>Month</b>            |        |        |           |        |        |          |       |       |          |
| March 2017              | 480.95 | 449.45 | 6,098.45  | 480.40 | 449.10 | 549.91   | 36.70 | 33.84 | 1,542.56 |

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|               | National Stock Exchange of India Limited<br>or NSE |               |   | BSE Limited or BSE                  |               |   | NYSE                  |               |   |
|---------------|--|---------------|---|-------------------------------------|---------------|---|-----------------------|---------------|---|
|               | Closing Price per<br>Ordinary Share                |               | Average Daily<br>Trading Volume<br>(in 000) | Closing Price per<br>Ordinary Share |               | Average Daily<br>Trading Volume<br>(in 000) | Closing Price per ADS |               | Average Daily<br>Trading Volume<br>(in 000) |
|               | Period<br>High                                     | Period<br>Low |   | Period<br>High                      | Period<br>Low |   | Period<br>High        | Period<br>Low |   |
|               | (Rs. per Share)                                    |               |   | (Rs. per Share)                     |               | (US\$ per ADS)                              |                       |               |   |
| February 2017 | 542.25   | 436.45        | 8,621.66                                    | 541.70                              | 436.55        | 762.16                                      | 39.58                 | 32.39         | 1,720.29                                    |
| January 2017  | 548.90   | 481.10        | 5,263.22                                    | 548.00                              | 481.25        | 482.43                                      | 40.12                 | 35.52         | 953.61                                      |
| December 2016 | 473.15   | 432.90        | 8,252.24                                    | 472.80                              | 433.05        | 467.24                                      | 35.04                 | 32.00         | 794.22                                      |
| November 2016 | 540.20   | 452.35        | 8,089.45                                    | 540.20                              | 453.05        | 645.64                                      | 40.31                 | 32.73         | 1,484.73                                    |
| October 2016  | 565.70   | 522.00        | 5,691.73                                    | 565.70                              | 521.85        | 498.00                                      | 42.18                 | 38.90         | 899.04                                      |

Notes:

On July 27, 2017 the reported closing price of our Shares on the BSE and NSE was Rs.445.65 per Share and Rs.445.40 per Share, respectively.  
On July 27, 2017 the ADS closing price on the NYSE was US\$34.49 per ADS.

**A Ordinary Shares**

|                         | NSE                                   |            |  | BSE                                   |            |  |
|-------------------------|---------------------------------------|------------|--|---------------------------------------|------------|--|
|                         | Closing Price per A<br>Ordinary Share |            | Avg. Daily<br>Trading Volume<br>(in 000) | Closing Price per A<br>Ordinary Share |            | Avg. Daily<br>Trading Volume<br>(in 000) |
|                         | Period High                           | Period Low |  | Period High                           | Period Low |  |
|                         | (Rs. Per Share)                       |            |  | (Rs. Per Share)                       |            |  |
| <b>Fiscal</b>           |                                       |            |  |                                       |            |  |
| 2017                    | 373.50                                | 259.90     | 2,123.26                                 | 373.35                                | 260.10     | 228.43                                   |
| 2016                    | 354.65                                | 206.85     | 2,598.08                                 | 354.40                                | 206.60     | 177.89                                   |
| 2015                    | 383.98                                | 209.06     | 2,570.50                                 | 388.25                                | 211.20     | 179.78                                   |
| 2014                    | 208.10                                | 124.50     | 1,943.08                                 | 207.95                                | 124.55     | 145.12                                   |
| 2013                    | 187.60                                | 117.05     | 2,922.63                                 | 187.10                                | 117.65     | 358.41                                   |
| <b>Fiscal</b>           |                                       |            |  |                                       |            |  |
| 2017                    |                                       |            |  |                                       |            |  |
| 1 <sup>st</sup> Quarter | 324.70                                | 259.90     | 2,655.57                                 | 323.85                                | 260.10     | 318.03                                   |
| 2 <sup>nd</sup> Quarter | 373.75                                | 290.95     | 1,883.75                                 | 373.35                                | 291.25     | 263.74                                   |
| 3 <sup>rd</sup> Quarter | 366.15                                | 285.30     | 1,797.29                                 | 365.45                                | 285.55     | 107.77                                   |
| 4 <sup>th</sup> Quarter | 344.74                                | 268.30     | 2,156.43                                 | 343.30                                | 268.15     | 226.13                                   |
| <b>Fiscal</b>           |                                       |            |  |                                       |            |  |
| 2016                    |                                       |            |  |                                       |            |  |
| 1 <sup>st</sup> Quarter | 354.65                                | 260.60     | 1,892.01                                 | 354.40                                | 261.20     | 110.50                                   |
| 2 <sup>nd</sup> Quarter | 267.85                                | 206.85     | 3,169.01                                 | 268.05                                | 206.60     | 292.61                                   |
| 3 <sup>rd</sup> Quarter | 299.75                                | 218.60     | 3,095.11                                 | 299.65                                | 218.30     | 170.12                                   |
| 4 <sup>th</sup> Quarter | 296.60                                | 214.80     | 2,208.10                                 | 296.95                                | 214.45     | 132.71                                   |
| <b>Month</b>            |                                       |            |  |                                       |            |  |
| March 2017              | 292.85                                | 274.55     | 2,477.22                                 | 292.40                                | 274.60     | 396.95                                   |
| February 2017           | 344.75                                | 268.30     | 2,769.61                                 | 343.30                                | 268.15     | 164.89                                   |
| January 2017            | 341.85                                | 308.40     | 1,265.59                                 | 341.75                                | 307.95     | 102.61                                   |
| December 2016           | 304.60                                | 287.75     | 1,363.53                                 | 304.10                                | 287.05     | 58.94                                    |
| November 2016           | 348.55                                | 285.30     | 2,404.26                                 | 348.45                                | 285.55     | 122.42                                   |
| October 2016            | 366.15                                | 338.80     | 1,628.70                                 | 365.45                                | 338.75     | 146.08                                   |

Notes:

On July 27, 2017, the reported closing price of our A Ordinary Shares on the BSE and NSE was Rs.262.20 per Share and Rs.262.30 per Share, respectively.





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### **D. Selling Shareholders**

Not applicable.

### **E. Dilution**

Not applicable.

### **F. Expenses of the Issue**

Not applicable.

## **Item 10. Additional Information**

### **A. Share Capital**

Not applicable.

### **B. Memorandum and Articles of Association**

#### **General**

The Company is registered with the Registrar of Companies, Mumbai, under registration number 004520 and bearing Corporate Identify Number (CIN) L28920MH1945PLC004520. The following description of our share capital is a summary of the material terms of our Memorandum and Articles of Association and Indian corporate law regarding our Shares and the holders thereof. They may not contain all of the information that is important to you. To understand them fully, you should read our Memorandum of Association and Articles of Association, as amended, which are incorporated by reference into this annual report on Form 20-F as Exhibit 1.2. The following description is qualified in its entirety by reference to our Memorandum and Articles of Association and applicable law.

#### **Authorized and Issued Share Capital**

Our authorized share capital is Rs.39 billion divided into:

3.5 billion Ordinary Shares of par value Rs.2 each, of which 2,887,843,046 is issued, 2,887,347,858 is subscribed and fully paid, 494,618 are issued but held in abeyance and 570 are issued but partially paid-up as of the date of this annual report on Form 20-F;

1 billion A Ordinary Shares of par value Rs.2 each, of which 508,736,110 is issued, 508,502,291 is subscribed and fully paid and 233,819 are issued but held in abeyance as of the date of this annual report on Form 20-F; and

300 million Convertible Cumulative Preference Shares of par value Rs.100 each; however, the Convertible Cumulative Preference Shares have not been issued.

None of our Shares are held by us or on our behalf.

#### **Objects and Purposes**

Our principal objects, as provided by clause 3 of our Memorandum of Association, include:

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Manufacturing, marketing, import, export, hiring and letting on of commercial vehicles, automobile cars, two wheeler vehicles, heavy and construction equipment including components, accessories and spare parts in relation thereto;

To carry on the business as manufacturers and dealers of machinery articles and goods of all classes;

To carry on the business of manufacturing materials which may be usefully combined with our manufacturing and engineering business; and

To carry on the business of financing and re-financing of all types of vehicles, construction equipment, capital equipment and services by way of credit, hire purchases, leases and loans.

### **Directors**

Under our Articles of Association, the number of our directors may not be less than three or more than 15. Our board of directors comprises ten members as of the date of this annual report on Form 20-F. Appointments of new directors and remuneration payable to them are made through a majority vote of the full board of directors and approved by a requisite majority of our shareholders in attendance at each year's annual general meeting, provided that a quorum is met.

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Under the Companies Act, as well as our Articles of Association, each of our directors, who is in any way directly or indirectly concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on our behalf is required to disclose the nature of his concern or interest at a meeting of the board of directors in which the contract or arrangement is discussed and shall not vote or participate at such meeting or the first meeting of the board of directors held after the director becomes concerned or interested.

Under the Companies Act and our Articles of Association, we are restricted from, directly or indirectly, advancing any loan, including any loan represented by a book debt, to any of our directors or to any other person in whom the director is interested or give any guarantee or provide any security in connection with any loan taken by the director or such other person.

Under our Articles of Association, a director is not required to hold any qualification shares. Our Articles of Association do not prescribe an age limit for the retirement of the directors. Under the governance guidelines adopted by our board of directors, executive directors retire at the age of 65, independent directors retire at the age of 75 and other non-executive directors retire at the age of 70. Under the governance guidelines, the maximum tenure of an independent director is five years or until retirement age, whichever is earlier, extendable for up to a total of two terms, based on, among other things, the merit and contribution of each director.

At the annual general meeting in each year, one-third of the directors, being those who have held their position the longest since their appointment, retire by rotation. Under the Companies Act, an independent director holds office for a term of up to five consecutive years on the board of a company and would not be liable to retire by rotation. An independent director would be eligible to be re-appointed for an additional five-year term upon passing of a special resolution by our company. Re-appointment of an independent director is effective upon fulfilling the conditions to appoint a director as described above. No independent director may hold office for more than two consecutive terms of five years each. An independent director may become eligible for re-appointment after the expiration of three years of ceasing to become an independent director, provided that he/she is not directly or indirectly associated with us during such three-year period.

In addition, under the Companies Act, every listed company in India is required to appoint at least one female director on the board of directors of the company. We are in compliance with this requirement as of the date of this annual report on Form 20-F.

## **Dividends**

Under the Companies Act, no dividend can be declared or paid by a company for any fiscal year except out of the profits of the company for that fiscal year and/or any previous fiscal year(s) that remain undistributed. Furthermore, no company may declare a dividend unless carried over previous losses and depreciation not provided for in previous years are set off against profits of the company of the current year on a standalone basis. However, in the event of inadequacy or absence of profits during a fiscal year, the board of directors may declare a dividend not exceeding the average rate at which dividends were declared by it in the immediately preceding three years, calculated on a standalone basis. Dividends payable out of the undistributed, accumulated profits of a company from any prior fiscal year(s), and transferred by the company to its reserves, should not exceed 10% of the paid-up capital and free reserves as stated in the latest audited financial statement, after setting off losses incurred in the fiscal year in which the dividend is declared, on a standalone basis. The balance of reserves after such withdrawal must not be below 15% of the paid-up share capital as stated in the latest audited financial statements on a standalone basis.

Under the Companies Act, unless the board of directors of a company recommends the payment of a dividend, the shareholders at a general meeting have no power to declare any dividend. Under our Articles of Association, the shareholders at a general meeting may declare a lower, but not higher, dividend than that recommended by the board of directors. Dividends are generally declared as a percentage of the par value. The board of directors may declare and pay interim dividends.

Under the Companies Act, dividends can be paid in cash only to shareholders listed on the register of shareholders on the date that is specified as the record date or book closure date. No shareholder is entitled to a dividend while any lien in respect of unpaid calls on any of such shareholder's shares is outstanding.

The holders of A Ordinary Shares are entitled to receive dividends for any fiscal year at a rate that is five percentage points more than the aggregate rate of dividends declared on Ordinary Shares for that fiscal year.

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Under the Companies Act, as well as our Articles of Association, if our 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. Our 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.

The Companies Act allows a company to issue shares with differential rights as to dividends, voting or otherwise subject to the authority in its articles of association and other conditions prescribed under the applicable law. In this regard, the applicable laws in India provide that a company may issue shares with differential voting rights, if:

Such issuance is authorized by its shareholders through a postal ballot;

The company has distributable profits in terms of the Companies Act for a period of three financial years;

The company has not defaulted in filing financial statements and annual returns for the immediately preceding three years;

The articles of association of such company allow for the issuance of such shares with differential voting rights; and

Certain other conditions set forth in the Companies (Share Capital and Debentures) Rules, 2014 are fulfilled.

In accordance with our Articles of Association, we may issue Ordinary Shares with differential rights as to voting and/or dividends up to an amount not exceeding 25% of our total issued Ordinary Share capital or such other limit as may be prescribed by applicable laws, rules or 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% of its total post-issue paid up equity share capital including equity shares with differential rights issued at any point of time. An amendment to the Companies (Share Capital and Debenture) Rules, 2014 on June 18, 2014 clarified that the Companies Act, 1956 continues to govern equity shares with differential rights issued thereunder.

The Company, in accordance with SEBI Notification dated July 8, 2016, formulated a Dividend Distribution Policy, which was adopted by the board of directors at their meeting held on March 30, 2017. A copy of the Dividend Distribution Policy is available at <http://www.tatamotors.com/investors/pdf/dividend-distribution-policy.pdf>, which website does not form part of this annual report on Form 20-F.

## **Calls on Shares**

Under the Companies Act, as well as our Articles of Association, our board of directors may from time to time make such calls as they think fit upon our members in respect of all moneys unpaid on the shares held by them respectively and each member is required to pay the amount of every call so made on them to our company. Under the Companies Act, a capital call on a particular class of shares shall be made on a uniform basis on all shares falling under such class.

## **General Meetings of Shareholders**

### ***Annual General Meetings***

We are required to hold an annual general meeting each year and not more than 15 months should elapse between each annual general meeting. The annual general meeting should be held within a period of six months from the date of closing of the fiscal year, unless extended by a period not exceeding three months by the Registrar of Companies at our request for any special reason.

### ***Extraordinary General Meetings***

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Our board of directors may convene an extraordinary general meeting of shareholders when necessary or at the request of a shareholder or shareholders holding in aggregate not less than one-tenth of our paid-up share capital.

### *Notices*

Written notices convening a meeting (including an annual general meeting or an extraordinary general meeting) setting forth the date, place and agenda of the meeting must be given to members at least 21 days prior to the date of the proposed meeting. A general meeting may be called after giving shorter notice if consent is received in writing or in electronic mode by not less than 95% of the shareholders entitled to vote at such meeting. We provide written notices of general meetings to all shareholders and, in addition, provide public notice of general meetings of shareholders in a daily newspaper of general circulation in India as prescribed under the Companies Act.

### *Quorum*

The quorum required for a general meeting of our company under the Companies Act is 5, 15 or 30 shareholders personally present, depending on whether the total number of shareholders on the date of the meeting is less than 1,000, is between 1,000 and 5,000, or exceeds 5,000, respectively.

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### ***Scope of General Meetings***

Certain matters may not be transacted at a general meeting and instead must be authorized by a resolution passed by means of a postal ballot. These matters include, among others:

Alteration of the objects clause in a memorandum of association;

Alteration of articles of association in order to constitute as a private company;

Change in place of registered office outside the local limits of any city, town or village;

Change in objects for which a company has raised money from public through a prospectus;

Issue of shares with differential rights as to voting, dividends or otherwise;

Variation in the rights attached to a class of shares or debentures or other securities;

Sale of the whole or substantially the whole of an undertaking of a company;

Buy-back of shares of a company; and

Granting loans or extending guarantees in excess of limits prescribed under the Companies Act and the rules issued thereunder.

A notice to all the shareholders shall be sent along with a draft resolution explaining the reasons for the action and requesting them to send their assent or dissent in writing on a postal ballot form or through an electronic voting facility within a prescribed number of days from the date of posting the notice. Such notice shall also be placed on the website of a company after such notice is sent to shareholders and shall remain on the website until the last date of receipt of the postal ballot from members.

### **Voting Rights**

#### ***Methods of Voting***

At a general meeting, unless a poll is demanded or voting is carried out electronically (including when mandated by Indian law), resolutions at a general meeting are decided by a show of hands, where each member present has one vote. Before or upon the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the chairman of the meeting or demanded by shareholder(s) holding at least one-tenth of the voting rights in respect of the resolution or aggregate paid-up capital of at least Rs.500,000. Upon a poll, each shareholder entitled to vote and present in person or by proxy shall have voting rights in the same proportion as the capital paid-up on each share held by such holder bears to our total paid-up capital.

Under the provisions of the Listing Regulations, listed companies in India are required to provide their shareholders with the facility to exercise their right to vote by electronic means either at a general meeting of the company or by means of a postal ballot in accordance with the prescribed procedure under the Companies Act. Furthermore, pursuant to the Companies Act, any company having not less than 1,000 shareholders shall provide its members with facilities to exercise their rights at general meetings by electronic means. Accordingly, we provide

such electronic voting facilities to all of our shareholders.

Where a resolution is put to vote on a poll, such voting entitlement (excluding fractions, if any), will be applicable to holders of A Ordinary Shares. As per the terms of issue, holders of the outstanding A Ordinary Shares shall be entitled to one vote for every ten A Ordinary Shares held. Where a resolution is put to vote in the meeting and is to be decided on a show of hands, the holders of A Ordinary Shares shall be entitled to the same number of votes as available to holders of Ordinary Shares.

***Ordinary and Special Resolutions***

Ordinary resolutions may be passed by simple majority of those shareholders present and voting at the meeting. Certain matters are required to be authorized by special resolutions, which require that the votes cast in favor of the resolution must be at least three times the votes cast against the resolution. Our Articles of Association do not permit cumulative voting for the election of our directors. Matters requiring action by special resolution include the following:

Alteration of the Memorandum of Association and Articles of Association;

Varying the terms of contract or objects in a prospectus;

Issuance of global depositary receipts or sweat equity shares;

Variation of shareholders' rights;

Reduction of share capital;

Buy-back of our Shares;



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Sale, lease or other disposal of the whole or substantially the whole of the undertaking of our company;

Investment in trust securities of the amount of compensation received by us as a result of any merger or amalgamation;

Borrowing money in excess of our paid-up share capital and free reserves;

Winding-up or schemes of amalgamation; and

Removal of statutory auditors.

### ***Voting by Proxy***

A person may act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of our total share capital carrying voting rights, provided that a member holding more than 10% of our total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder. A shareholder may exercise his or her voting rights by proxy to be given in the form prescribed under the Companies Act. The instrument appointing a proxy is required to be lodged with us at least 48 hours before the time of the meeting. A shareholder may, by a single power of attorney, grant a general power of representation regarding several general meetings of shareholders. Any of our shareholders may appoint a proxy. A corporate shareholder is also entitled to nominate a representative to attend and vote on its behalf at general meetings. A proxy may not vote except on a poll and does not have a right to speak at meetings. An authorized representative shall be entitled to exercise the same rights and powers, including the right to vote by proxy and by postal ballot on behalf of a body corporate that it represents.

### **Convertible Securities/Warrants**

We may issue from time to time debentures that are partly or fully convertible into shares at the time of redemption, provided that such issuance is approved by a special resolution passed at a general meeting of our company as prescribed under the Companies Act.

### **Register of Shareholders and Record Dates**

We are obliged to maintain a register of shareholders at our registered office or at some other place in Mumbai. The register and index of our beneficial owners maintained by a depository under the Depositories Act, 1996 is deemed to be the index of members and register of shareholders. We recognize as shareholders only those persons who appear on our register of shareholders and we cannot recognize any person holding any share or part of it upon any trust, express, implied or constructive, except as permitted by law. In the case of shares held in physical form, we register transfers of shares on the register of shareholders upon lodgment of the share transfer form duly stamped and completed in all respects accompanied by a share certificate, or if there is no certificate, the letter of allotment in respect of shares transferred together with duly stamped and completed transfer forms. In respect of electronic transfers, the depository transfers shares by entering the name of the purchaser in its books as the beneficial owner of the shares. In turn, we enter the name of the depository in our records as the registered owner of the shares. The beneficial owner is entitled to all the rights and benefits as well as the liabilities with respect to the shares that are held by the depository. This activity is done by our registrar and transfer agent.

For the purpose of determining the shareholders, the register may be closed for periods not exceeding 45 days each year and not exceeding 30 days at any one time, subject to prior notice of at least seven days or such lesser period as may be specified by SEBI for listed companies in India. In order to determine the shareholders entitled to dividends, we generally keep the register of shareholders closed for approximately 21 days each year. Under the listing regulations of the stock exchanges on which our outstanding shares are listed, we may, upon at least seven working days (excluding the date of intimation and the record date) advance notice to such stock exchanges, set a record date and/or close the register of shareholders in order to ascertain the identity of shareholders entitled to the dividend. The trading of shares and the delivery of certificates in respect thereof may continue while the register of shareholders is closed.

### **Annual Report and Financial Results**

Our IndAS audited financial statements for the relevant fiscal year, the directors' report and the auditors' report, which are collectively referred to hereafter as the Indian Annual Report, must be prepared before the annual general meeting. The Indian Annual Report also includes other

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financial information, a corporate governance section, a management discussion and analysis report, and general shareholders information and is made available for inspection at our registered office during normal working hours for 21 days prior to our annual general meeting.

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Under the Companies Act, we are required to file an annual general meeting report with the Registrar of Companies within 30 days from the date of the annual general meeting. As required under the Listing Regulations, copies of the annual general meeting report are required to be simultaneously sent to all the stock exchanges on which our shares are listed. The annual general meeting report details shall include, among other things, the number of shareholders attending the meeting, the business that was transacted, the time and location of the meeting, a confirmation of quorum and a summary of the proceedings of the meeting. We must also publish our financial results in at least one national English language daily newspaper in India, one newspaper published in the language of the region where our registered office is situated, as well as on our website.

We submit information, including our Indian annual report and half-yearly financial statements, in accordance with the requirements prescribed under the Listing Regulations.

### **Transfer of Shares**

Shares held through depositories are transferred in book-entry form or in electronic form in accordance with SEBI regulations, which govern the functioning of the depositories and participants, prescribe record keeping requirements and safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are exempt from stamp duty. We have entered into an agreement for these depository services with National Securities Depository Limited and the Central Depository Services (India) Limited.

The SEBI requires that all investors hold our Shares in book-entry form for trading and settlement purposes, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange.

Our Shares are freely transferable, subject only to the provisions of the Companies Act under which, if a transfer of securities is in contravention of any of the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or the Companies Act or any other law for the time being in force, the Company Law Board, or CLB, may, on an application made by the depository, company, depository participant, the holder of the securities or the SEBI, direct any company or a depository to set right the contravention and rectify its register or records concerned. The National Company Law Tribunal, or NCLT, was constituted with effect from June 1, 2016. By virtue of Section 466(1) of Companies Act, 2013, the CLB stands dissolved, and accordingly all functions and powers of the CLB have been transferred to the NCLT. If a company without sufficient cause refuses to register a transfer of Shares within one month from the date on which the instrument of transfer is delivered to the company, the transferee may appeal to the NCLT seeking to register the transfer of Shares. The NCLT may, after hearing the parties, either dismiss the appeal, or by order, direct that the transfer or transmission shall be registered by the company and the company shall comply with such order within a period of ten days of the receipt of the order; or direct rectification of the register and also direct the company to pay damages, if any, sustained by any party aggrieved.

Pursuant to the Listing Regulations, in the event we have not effected the transfer of Shares within 15 days or where we have failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 15 days, we are required to compensate the aggrieved party for the opportunity loss caused during the period of the delay.

The Companies Act provides that the securities or other interest of any member of a public company (such as our company) shall be freely transferable. Our Articles of Association provide for restrictions on the transfer of shares, including granting power to the board of directors in certain circumstances to refuse to register or acknowledge transfer of shares or other securities issued by us. However, under the Companies Act these transfer restrictions are not enforceable; however, transfer restrictions may be enforceable under contract law as between two or more parties to a contract or an arrangement.

Please see Item 7.A Major Shareholders and Related Party Transactions Major Shareholders for a description of obligations under Indian law to disclose significant shareholdings to us.

### **Acquisition of Our Own Shares**

Under the Companies Act, companies may purchase their own shares or other specified securities out of their free reserves or their securities premium account or the proceeds of any shares or other specified securities (other than the kind of shares or other specified securities proposed to be bought back) subject to the following conditions:

- i. The buy-back is authorized by the articles of association;

- ii. A special resolution is passed at the general meeting authorizing the buy-back;
- iii. The buy-back is 25% or less of the aggregate paid-up capital and free reserves, provided that buy-back of equity shares is limited to 25% of the total equity capital in that fiscal year;
- iv. The ratio of the aggregate of secured and unsecured debts owed by the company after buy-back is not more than twice the paid-up capital and its free reserves;
- v. All the shares or other specified securities for buy-back are fully paid-up;

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- vi. The buy-back of the shares or other specified securities listed on any recognized stock exchange is in accordance with the regulations made by SEBI in this regard; and
- vii. The buy-back in respect of shares or other specified securities other than those specified in clause vi. above is in accordance with the Companies (Share Capital and Debentures) Rules, 2014. The condition mentioned in clause ii. above would not be applicable if the buy-back is for less than 10% of the total paid-up equity capital and free reserves of the company provided it has been authorized by the board of directors of the company. A company buying back its securities is required to extinguish and physically destroy the securities so bought back within seven days of the date of completion of the buy-back. Moreover, a company buying back its securities is not permitted to buy-back any securities for a period of one year from the buy-back or to issue further securities of the same kind for six months except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, share option schemes, sweat equity or conversion of preference shares or debentures into equity. Every buy-back has to be completed within a period of one year from the date of passing of the special resolution or resolution of the board of directors, as the case may be.

A company is also prohibited from purchasing its own shares or specified securities through any subsidiary company or through any investment company, or if the company has defaulted on the repayment of deposit or interest, redemption of debentures or preference shares, payment of dividend to a shareholder, repayment of any term loan or interest payable thereon to any financial institution or bank, or in the event of non-compliance with other provisions of the Companies Act. However, if the default in relation to any such repayment has been remedied and a period of three years has lapsed after the default has been remedied, buy-back is not prohibited.

**Rights of Holders of A Ordinary Shares**

Holders of A Ordinary Shares are entitled to enjoy all rights and privileges that are enjoyed by holders of Ordinary Shares pursuant to applicable law and under our Articles of Association, with certain differences with respect to dividend and voting entitlements as further summarized below. Holders of our A Ordinary Shares have the following rights:

Right to receive dividends, if declared. A Ordinary Shareholders are entitled to receive dividends for any fiscal year at a rate that is five percentage points higher than the aggregate rate of dividends declared on Ordinary Shares for that fiscal year;

Right to attend general meetings and class meetings of all Ordinary Shareholders (including a meeting called in relation to any scheme under Sections 391/394 of the Companies Act, 1956 or as amended) and exercise voting powers, unless prohibited by law;

If any resolution at any such meeting is put to vote by a show of hands, each A Ordinary Shareholder is entitled to one vote, which is the same number of votes as available to holders of Ordinary Shares;

If any resolution at any such meeting is put to vote on a poll, or if any resolution is put to vote by postal ballot, each A Ordinary Shareholder is entitled to one vote for every ten A Ordinary Shares held. Fractional voting rights of A Ordinary Shareholders are disregarded. For example, if an A Ordinary Shareholder holds 39 A Ordinary Shares, such holder will be entitled to three votes. If an A Ordinary Shareholder holds less than ten Ordinary Shares, such holder will not be entitled to vote on a poll. The class of Ordinary Shareholders includes Ordinary Shareholders and A Ordinary Shareholders; and

The right to vote may be exercised by the A Ordinary Shareholders in person or by proxy;

Right to receive offers for shares through a rights issue and be allotted bonus shares. Holders of A Ordinary Shares are only entitled to further A Ordinary Shares and such rights or bonus issue shall be made to holders of A Ordinary Shares in amounts required to maintain the proportion of A Ordinary Shares to Ordinary Shares prior to the issue;

In any scheme for amalgamation of Tata Motors Limited with or into any other entity which results in a share swap or exchange, holders of A Ordinary Shares shall receive allotment as per the terms of such scheme and as far as possible receive shares with differential rights to voting or dividend of such other entity;

Where an offer is made to purchase the outstanding shares, voting rights, equity capital, share capital or voting capital of our company in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulation, 2013, or the Takeover Code, and other applicable laws, holders of A Ordinary Shares shall have the right to receive an offer to purchase A Ordinary Shares in the same proportion as offered to the holders of Ordinary Shares;

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For example, where an offer is made under the Takeover Code to purchase 20% of our outstanding shares or voting rights or equity capital or share capital or voting capital, such offer shall also include an offer for 20% of the outstanding Ordinary Shares and 20% of the outstanding A Ordinary Shares;

Furthermore, the pricing guidelines as specified under the Takeover Code or any other applicable laws in respect of offer for Ordinary Shares shall apply to an offer for A Ordinary Shares and the percentage premium offered for the A Ordinary Shares to its floor price shall be equal to the percentage premium offered for the Ordinary Shares to its floor price. The floor price for the Ordinary Shares and the floor price for the A Ordinary Shares shall be determined in accordance with the Takeover Code;

All consideration to be received by the holders of A Ordinary Shares in accordance with any such offer shall be paid in the same form and at the same time as that to be received by holders of Ordinary Shares; and

For the purposes of the Takeover Code, the terms shares , voting rights , equity capital , share capital or voting capital means and includes Ordinary Shares and A Ordinary Shares;

Where our company s promoters or any other acquirer of our company proposes at any time to voluntarily delist the Ordinary Shares in accordance with the SEBI (Delisting of Securities) Guidelines, 2003 from the stock exchanges on which the Ordinary Shares are listed, such promoter or acquirer shall also make a delisting offer for the A Ordinary Shares and the percentage premium offered for the A Ordinary Shares to its floor price shall be equal to the percentage premium offered for Ordinary Shares to its floor price;

Where we make an offer to purchase our securities in accordance with the SEBI (Buy-Back) of Securities Regulations, 1998 and other applicable laws, holders of A Ordinary Shares shall have the right to receive an offer in the same proportion and on equitable pricing terms as offered to the holders of Ordinary Shares;

Right to receive surplus on liquidation as available to holders of Ordinary Shares and in accordance with the proportion of Ordinary Shares to A Ordinary Shares;

Right to free transferability of A Ordinary Shares; and

Such other rights as may be available to an ordinary shareholder of a listed public company under the Companies Act and articles of association.

The A Ordinary Shares are not convertible into Ordinary Shares at any time. The A Ordinary Shares will not at any time exceed 25% of our total issued share capital.

**Liquidation Rights**

Subject to our statutory duties, the rights of creditors, workmen and of the holders of any other shares entitled by their terms of issue to preferential repayment over our Shares, in the event of our winding-up, the holders of our Shares are entitled to be repaid the amounts of capital paid-up or credited as paid-up on such shares, or in case of shortfall, proportionately. All surplus assets after payment of our statutory duties, amounts due to workmen, the holders of any preference shares and other creditors belong to the holders of the equity shares in proportion to the amount paid-up or credited as paid-up on these shares respectively at the commencement of the winding-up.

**C. Material Contracts**

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Except as given below, we are not a party to any material contract other than contracts entered into in the ordinary course of business as of the date of this annual report on Form 20-F:

The Tata Brand Equity and Business Promotion Agreement, dated December 18, 1998, incorporated by reference into this annual report on Form 20-F as Exhibit 4.1. Tata Motors Limited and certain of our subsidiaries have agreed to pay an annual subscription fee to Tata Sons which is equal to 0.15%-0.25% of 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% of annual profit before tax (defined as profit after interest and depreciation but before income tax) based on Tata Motors Limited's standalone financial statements prepared in accordance with Indian GAAP for participation and gain from promotion and protection of the Tata brand identity. Pursuant to the agreement, we have also undertaken certain obligations for the promotion and protection of the Tata brand licensed to us under the agreement.

The agreement dated January 26, 2010, entered into by Jaguar Land Rover with Dr. Ralf Speth in connection with his appointment as CEO and director. The compensation drawn by him pursuant to this agreement is shown in Item 6.B Directors, Senior Management and Employees Compensation .



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The agreement dated March 30, 2016, entered into by Tata Motors Limited with Mr. Guenter Butschek in connection with his appointment as CEO and Managing Director. The compensation drawn by him pursuant to this agreement is shown in Item 6.B Directors, Senior Management and Employees Compensation .

The agreement effective as of July 1, 2015, entered into by Tata Motors Limited with C. Ramakrishnan in connection with his appointment as Group CFO. The compensation drawn by him pursuant to this agreement is shown in Item 6.B Directors, Senior Management and Employees Compensation .

## **D. Exchange Controls**

### **General**

Prior to June 1, 2000, foreign investment in Indian securities, including the acquisition, sale and transfer of securities of Indian companies, was regulated by the Foreign Exchange Regulation Act, 1973 and the notifications issued by the RBI thereunder.

With effect from June 1, 2000, foreign investment in Indian securities is regulated by the Foreign Exchange Management Act 1999, as amended from time to time, or FEMA, and the rules, regulations and notifications made under FEMA. A person resident outside India can transfer any security of an Indian company or any other security to an Indian resident only under the terms and conditions specified in FEMA and the rules and regulations made thereunder or as permitted by the RBI.

The RBI issued the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000, or the Foreign Exchange Regulations, to regulate the issue of Indian securities, including ADSs, to persons resident outside India and the transfer of Indian securities by or to persons resident outside India. The Foreign Exchange Regulations provide that an Indian entity may issue securities to a person resident outside India or record in its books any transfer of security from or to such person only in the manner set forth in FEMA and the rules and regulations made thereunder or as permitted by the RBI.

### **Foreign Direct Investment**

The Government of India, pursuant to its liberalization policy, introduced FEMA which along with the rules, regulations and notifications issued thereunder, regulates all foreign direct investment into India. Foreign Direct Investment, or FDI, means investment by way of subscription and/or purchase of securities of an Indian company by a non-resident investor. Regulatory approval is required for investment in some sectors, including housing, petroleum (other than refining), defense and strategic industries. Also, the following investments would require prior regulatory permission:

Foreign investments, including a transfer of shares, in excess of foreign investment limits;

Investments by an unincorporated entity;

Investment in industries for which industrial licensing is compulsory; and

All proposals relating to transfer of control and/or ownership pursuant to amalgamation, merger or acquisition of an Indian company currently owned or controlled by resident Indian citizens and Indian companies, which are owned or controlled by resident Indian citizens to a non-resident entity, the activities of which company are not under the automatic route under existing Indian foreign investment policy.

Subject to certain exceptions, FDI and investment by non-resident Indians in Indian companies do not require the prior approval of the Government of India (acting through the concerned ministries or departments, in consultation with the DIPP, Ministry of Commerce and Industry) or the RBI. The Government of India has indicated that in all cases where FDI is allowed under the automatic route pursuant to the FDI policy, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where the approval of the Government of India is obtained, no approval of the RBI is required. In both cases, the prescribed applicable norms with respect to determining the price at which the shares may be issued by the Indian company to the non-resident investor would need to be

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complied with and a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The foregoing description applies only to an issuance of shares by, and not to a transfer of shares of, Indian companies.

### **Pricing**

Under the requirements of the Consolidated FDI Policy of 2016, or the FDI Policy, which came into effect on June 7, 2016, the price of shares of a listed Indian company issued to non-residents on an automatic basis cannot be less than the price worked out in accordance with the guidelines issued by the SEBI for the preferential allotment of shares where the shares of such company are listed.

Every Indian company issuing shares or convertible debentures in accordance with the Foreign Exchange Regulations is required to submit a report to the RBI within 30 days of receipt of the consideration and another report within 30 days from the date of issue of the shares to the nonresident purchaser.

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The above description applies only to a primary issue of shares or convertible debentures by an Indian company.

### **Portfolio Investment by Foreign Portfolio Investors**

The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, or the FPI Regulations, have replaced the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations and the regime for investments by qualified institutional investors.

The FPI Regulations came into effect on June 1, 2014. Under the FPI Regulations, a Foreign Institutional Investor, or FII, who holds a valid certificate of registration from SEBI shall be deemed to be a registered Foreign Portfolio Investor, or FPI, until the expiry of the block of three years for which fees have been paid as per the FII Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the FPI Regulations.

FPIs who are registered with the SEBI are required to comply with the provisions of the FPI Regulations. A registered FPI may buy, subject to the ownership restrictions discussed below, and sell freely securities issued by any Indian company, realize capital gains on investments made through the initial amount invested in India, subscribe to or renounce rights offerings for shares, appoint a domestic custodian for custody of investments made and repatriate the capital, capital gains, dividends, income received by way of interest and any compensation received toward sale or renunciation of rights offerings of shares. An FPI may not hold more than 10% of the total issued capital of a company in its own name. The total holding of all FPIs in a company is subject to a cap of 24% of the total paid-up capital of a company, which can be increased to the relevant industry sector cap/ceiling applicable to the particular company under the Foreign Direct Investment Regime, with the passing of a special resolution by the shareholders of a company in a general meeting and subject to prior intimation to the RBI. Pursuant to resolutions of the board of directors and special resolutions passed by our shareholders, the FII and FPI limits have been increased to 35% of the paid-up capital of Ordinary Shares and 75% of the paid-up capital of A Ordinary Shares.

FPIs are permitted to purchase shares and convertible debentures, subject to limits, of an Indian company either through:

A public offer, where the price of the shares to be issued is not less than the price at which the shares are issued to Indian residents, or

A private placement, where the price of the shares to be issued is not less than the price according to the terms of the relevant guidelines or the guidelines issued by SEBI.

The FPI Regulations specify that the shares purchased by a single FPI or an investor group (which means the same set of ultimate beneficial person(s) investing through multiple entities) must be below 10% of the issued capital of a company. All existing investments by FIIs, qualified foreign investors, which are persons who have opened a dematerialized account with a qualified depository participant as a qualified foreign investor and sub-accounts thereof are grandfathered, thus, if an FPI already holds 10% of the issued capital of a company, it is not required to divest its existing holdings to comply with the stipulation to hold below 10% .

Under the FPI Regulations, Offshore Derivative Instruments, or ODIs, may be issued to only those entities that are regulated by an appropriate foreign regulatory authority. Furthermore, such ODIs may only be issued after compliance with applicable know-your-client norms. However, entities that are themselves unregulated but managed by a regulated entity will be eligible counterparties for ODIs under the FPI Regulations if such entities (i) have previously entered into an ODI with an FII at any time prior to January 7, 2014, and (ii) are registered as clients of the FII. Hence, all outstanding ODI transactions and counterparties under the FII Regulations will be treated as permitted ODI transactions and counterparties under the FPI Regulations. SEBI issued a circular on November 24, 2014 aligning the applicable eligibility and investment norms between the FPI regime and subscription through the ODI regime. An FPI shall issue ODIs only to those subscribers who: (i) meet the eligibility criteria that are applicable to an FPI under the FPI Regulations and (ii) do not have opaque structures , as defined under the FPI Regulations. The investment restrictions applicable to FPIs under the FPI Regulations apply to subscribers of ODIs as well. Existing ODI positions which are not in accordance with the SEBI circular dated November 24, 2014 may continue until the ODI contract expires.

Investors in ADSs do not need to seek the specific approval from the Government of India to purchase, hold or dispose of their ADSs. Notwithstanding the foregoing, if an FII, non-resident Indian or overseas corporate body were to withdraw its equity shares from an ADS program, its investment in the equity shares would be subject to the general restrictions on foreign ownership.

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Registered FIIs are generally subject to tax under Section 115AD of the Income Tax Act of 1961. See Item 10.E Additional Information Taxation Taxation of Capital Gains and Losses Indian Taxation .

### **Portfolio Investment by Non-Resident Indians**

A variety of methods for investing in shares of Indian companies are available to non-resident Indians. These methods allow non-resident Indians to make portfolio investments in shares and other securities of Indian companies on a basis not generally available to other foreign investors. In addition to portfolio investments in Indian companies, non-resident Indians may also make foreign direct investments in Indian companies pursuant to the FDI. See Foreign Direct Investment .

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### **Transfer of Shares and Convertible Debentures of an Indian Company by a Person Resident Outside India**

The Government of India has granted general permission to persons residing outside India to transfer shares and convertible debentures held by them to an Indian resident, subject to compliance with certain terms and conditions and reporting requirements. A resident who wishes to purchase shares from a non-resident must, pursuant to the relevant notice requirements, file a declaration with an authorized dealer in the prescribed Form FC-TRS, together with the relevant documents and file an acknowledgment thereof with the Indian company to effect transfer of the shares to his name.

Moreover, the transfer of shares between an Indian resident and a non-resident (other than a non-resident Indian, or NRI) does not require the prior approval of the Government of India or RBI, provided that (i) the activities of the investee company are under the automatic route pursuant to the FDI Policy, and the transfer is not subject to regulations under the Takeover Code, (ii) the non-resident shareholding complies with sector limits under the FDI Policy and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI and RBI.

### **Indirect Foreign Investment**

The FDI Policy, among other things, prescribes the guidelines for (i) the calculation of total indirect foreign investment in Indian companies, (ii) transfer of ownership or control of Indian companies in sectors with caps from resident Indian citizens to non-resident entities and (iii) guidelines on downstream investments by Indian companies. Pursuant to the Consolidated FDI Policy, for the purposes of computation of indirect foreign investment in an Indian company, foreign investments in its parent company, by FPI (holding as at March 31 of the relevant year), NRIs, ADSs, global depository shares, foreign currency convertible bonds, FDI, convertible preference shares and convertible currency debentures are required to be taken together. The FDI Policy is reissued annually.

### **Issue of Securities Through the Depository Receipt Mechanism**

Issue of securities through the depository receipt mechanism by Indian companies is governed by the Companies Act, 2013, the Companies (Issue of Global Depository Receipts) Rules, 2014 and the Depository Receipts Scheme, 2014, or the DR Scheme.

The Government of India notified the DR Scheme on October 21, 2014, which came into force on December 15, 2014. Consequently, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, or the 1993 Scheme, has been repealed except to the extent relating to foreign currency convertible bonds. The RBI issued a circular on December 15, 2014 amending the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 to bring it in line with the DR Scheme. The RBI also issued a circular on January 22, 2015 highlighting the salient features of the DR Scheme.

Under the DR Scheme, an Indian company, listed or unlisted, private or public, is permitted to issue securities, including equity shares, through the depository receipt mechanism if such company has not been specifically prohibited from accessing capital markets or dealing in securities. Permissible securities that may be issued by an Indian company through the depository receipt mechanism are securities as defined under the Securities Contracts (Regulation) Act, 1956, which includes, among other things, shares, bonds, derivatives, units of mutual funds and similar instruments issued by private companies, provided that such securities are in dematerialized form.

An Indian company may issue securities to a foreign depository for the purpose of issuing depository receipts through any mode permissible for the issue of such securities to other investors. The foreign depository may issue depository receipts by way of a public offering or private placement or in any other manner prevalent in the permissible jurisdiction. A permissible jurisdiction is defined as a foreign jurisdiction which is a member of the Financial Action Task Force on Money Laundering and whose securities regulator is a member of the International Organization of Securities Commissions.

Under the DR Scheme, securities may be issued through the depository receipt mechanism up to such a limit that the aggregate underlying securities issued to foreign depositories for issuance of depository receipts along with securities already held by persons resident outside India does not exceed the applicable foreign investment limits prescribed by regulations framed under the FEMA. The depository receipts and the underlying securities may be converted into each other subject to the applicable foreign investment limit. For our company, there is no investment limit.

Under the 1993 Scheme, the pricing of deposit receipts for listed companies could not have been less than the average of the weekly high and low closing prices of the related shares quoted on the relevant stock exchange during the two weeks preceding the relevant date. However, the DR Scheme provides that underlying securities shall not be issued to a foreign depository for issuance of depository receipts at a price which is less than the price applicable to a corresponding mode of issuance to domestic investors.



## **Table of Contents**

In terms of the DR Scheme, the foreign depository is entitled to exercise voting rights, if any, associated with the underlying securities whether pursuant to voting instructions from the holder of depository receipts or otherwise. Furthermore, a holder of depository receipts issued against underlying equity shares shall have the same obligations as if it is the holder of the equity shares if it has the right to issue voting instructions.

### **E. Taxation**

This section describes the material U.S. federal income tax consequences to U.S. holders (as defined below) and the Indian stamp duty and income and service tax consequences to non-residents (as defined below) of owning Shares or ADSs. It applies to you only if you hold your Shares or ADSs as capital assets for tax purposes. This section does not apply to you if you are a member of a special class of holders subject to special rules, including:

A dealer in securities;

A trader in securities that elects to use a mark-to-market method of accounting for securities holdings;

A tax-exempt organization;

A life insurance company;

A person liable for alternative minimum tax;

A person that actually or constructively owns 10% or more of our voting stock;

A person that holds Shares or ADSs as part of a straddle or a hedging or conversion transaction;

A person that purchases or sells Shares or ADSs as part of a wash sale for tax purposes; or

A U.S. holder whose functional currency is not the U.S. dollar.

With regard to United States tax, the following discussion addresses only the material U.S. federal income tax consequences for persons that are U.S. holders. You are a U.S. holder if you are a beneficial owner of Shares or ADSs and you are, for U.S. federal income tax purposes:

An individual citizen or resident of the United States;

A corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia;

An estate whose income is subject to U.S. federal income tax regardless of its source; or

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A trust if (i) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust, or (ii) it has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

With regard to Indian tax, the following discussion addresses only the tax consequences for persons that are non-residents of India, as defined in the Indian Income Tax Act of 1961, as amended by the Finance Act, 2017, or the Income Tax Act, and is based on the provisions of Section 115AC and other applicable provisions of the Income Tax Act and the Depository Receipts Scheme 2014, or the 2014 Scheme, which has replaced the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 promulgated by the Government of India.

For purposes of the Income Tax Act, a non-resident means a person who is not a resident of India. An individual is a resident of India during any fiscal year, if such person: (i) is in India in that year for 182 days or more or (ii) was in India for 365 days or more during the four preceding years and is in India for 60 days or more in that year. A firm or other association of persons is resident in India except where the control and the management of its affairs are situated wholly outside India. A company is said to be resident in India in any fiscal year if it is an Indian company or its place of effective management, in that year, is in India. Place of effective management means a place where key management and commercial decisions that are necessary for the conduct of the business of an entity as a whole are, in substance, made. The Residential test based on place of effective management is applicable from FY 2016-17.

With regard to U.S. federal income tax, the following discussion is based upon the Internal Revenue Code of 1986, as amended, its legislative history, administrative pronouncements, judicial decisions and final, temporary and proposed Treasury Regulations, all as of the date hereof, changes to any of which may affect the tax consequences described herein, possibly with retroactive effect.



## **Table of Contents**

If an entity classified as a partnership for U.S. federal income tax purposes holds Shares or ADSs, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. If you hold Shares or ADSs as a partner in a partnership, you should consult your tax advisor with regard to the U.S. federal income tax treatment of an investment in our Shares or ADSs.

This discussion addresses only U.S. federal income taxation and Indian stamp duty and income and service taxation. In addition, this section is based in part upon the assumption that each obligation in the deposit agreement (as amended) and any related agreement will be performed in accordance with its terms.

This summary is not intended to constitute a complete analysis of the individual tax consequences to non-resident holders for the acquisition, ownership and sale of ADSs and Shares.

## **Taxation of Dividends**

In the descriptions below relating to Indian taxation, references to you are to a person resident outside India, subscribing to ADSs or Shares.

### ***Indian Taxation***

Dividends paid to you will not be subject to Indian tax. However, we have to pay a dividend distribution tax under section 115-0 of the Income-tax Act, currently at the effective rate of 20.36% (inclusive of applicable surcharge and cess) on the amount of dividend paid out. Further, in the case of a person (other than a domestic company and certain specified trust or institutions) who is a resident in India as per the Income Tax Act, income by way of dividends from domestic companies that exceed Rs.1,000,000 in the aggregate, shall be subject to income tax at 10% per annum, per Section 115BBDA of the Income Tax Act. For taxation of such dividend, the aggregate amount in excess of Rs.1,000,000 shall be subject to income tax without any deduction with respect to any expenditure or allowance or set off of loss.

If you are a non-resident of India, the distributions made to you of additional ADSs or Shares made with respect to ADSs or Shares should not be subject to Indian tax.

### ***U.S. Federal Income Taxation***

Under the U.S. federal income tax laws, and subject to the passive foreign investment company, or PFIC, rules described below, if you are a U.S. holder, the gross amount of any distribution we pay out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes) with respect to Shares or ADSs will be a dividend that is subject to U.S. federal income taxation. If you are a non-corporate U.S. holder, dividends that constitute qualified dividend income will be taxable to you at the preferential rates applicable to long-term capital gains provided that you hold the Shares or ADSs for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date and meet other holding period requirements. Dividends we pay with respect to our Shares or ADSs will generally be qualified dividend income.

The dividend is taxable to you when you, in the case of Shares, or the depository, in the case of ADSs, receive the dividend, actually or constructively. The dividend will not be eligible for the dividends-received deduction generally allowed to United States corporations in respect of dividends received from other United States corporations. The amount of the dividend distribution that you must include in your income as a U.S. holder will be the U.S. dollar value of the Indian rupee payments made, determined at the spot Indian rupee/U.S. dollar rate on the date the dividend distribution is includible in your income, regardless of whether the payment is in fact converted into U.S. dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date you include the dividend payment in your income to the date you convert the payment into U.S. dollars will be treated as ordinary income or loss and will not be eligible for the special tax rate applicable to qualified dividend income. The gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes. Distributions in excess of current and accumulated earnings and profits, as determined for U.S. federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the Shares or ADSs and thereafter as capital gain. However, we do not expect to calculate earnings and profits in accordance with U.S. federal income tax principles. Accordingly, you should expect to generally treat distributions we make as dividends for U.S. federal income tax purposes.

Dividends that we pay with respect to Shares and ADSs will generally be income from sources outside the United States and will, depending on your circumstances, be either passive or general income for purposes of computing the foreign tax credit limitation allowable to you. You will not be entitled to claim a U.S. foreign tax credit for any Indian dividend distribution taxes paid by us on a distribution to you.



**Table of Contents****Taxation of Capital Gains and Losses*****Indian Taxation******Capital Gains***

If you are a non-resident of India, any gain realized by you on the sale of ADSs to another non-resident and any gain on conversion of ADS into shares, as per Section 47 of the Income Tax Act will not be subject to Indian capital gains tax under Section 115AC and other applicable provisions of the Income Tax Act.

Capital gains realized by you on the transfer of Shares (including Shares received in exchange of the ADSs) whether in India or outside India to a non-resident of India or Indian resident, will be liable for income tax under the provisions of the Income Tax Act.

Shares (including Shares issuable on the exchange of the ADSs) held by you for a period of more than 12 months will be treated as long-term capital assets and the capital gains arising on the sale thereof will be treated as long-term capital gains. If the Shares are held by you for a period of 12 months or less, such Shares will be treated as short-term capital assets and the capital gains arising on the sale thereof will be treated as short-term capital gains. A non-resident holder's holding period (for purposes of determining the applicable Indian capital gains tax rate) in respect of Shares received in an exchange or redemption for ADSs commences on the date on which the request for such redemption is made.

For the purpose of computing capital gains tax on the sale of the Shares or ADSs, the cost of acquisition of such Shares received in exchange for ADSs will be determined on the basis of the prevailing price of the Shares on the BSE or NSE, as applicable, as on the date on which the request for such redemption is made, while the cost of acquisition of shares directly converted from the ADSs will be determined on the basis of the price prevailing on the BSE or NSE, as applicable, on the date of conversion into equity shares.

Gain realized by you on the sale of listed Shares held for more than 12 months will not be subject to Indian capital gains tax if the Securities Transaction Tax, or STT, has been paid on the transaction and at the time of acquisition subject to exemption provided as per notification dated June 5, 2017. The STT will be levied on and collected by the BSE or NSE, as applicable, on which shares are sold at the rate of 0.025% to 0.1% depending upon the nature of the transaction.

Any gain realized by you on the sale of listed Shares held for more than 12 months on which no STT has been paid will be subject to Indian capital gains tax at the rate of 10% plus applicable surcharge on income tax and education cess at the applicable rates.

Capital gains realized in respect of Shares held by you (calculated in the manner set forth above) for 12 months or less (short-term gain) on which STT is paid in the manner and rates set forth above, is subject to tax at the rate of 15% plus applicable surcharge on income tax and cess at the applicable rate. In the event that you do not pay STT, short-term gain will be subject to tax at variable rates with the maximum rate of 40% plus applicable rate of surcharge on income tax and cess at the applicable rate. The actual rate of tax on short-term gains depends on a number of factors, including your legal status and the type of income chargeable in India.

Tax on capital gains is to be deducted at source by the person paying for the shares in accordance with the relevant provisions of the Income Tax Act.

***Capital Losses***

Section 115AC does not address capital losses arising on a transfer of Shares. In general terms, losses arising from a transfer of a capital asset in India may only be set off against capital gains and not against any other income. A short-term capital loss may be set off against a capital gain, whether short-term or long-term. However, long-term capital loss may only be set off against long-term capital gain and not against short-term capital gain. To the extent that the losses are not absorbed in the year of transfer, you may carry it forward for a period of eight assessment years immediately succeeding the assessment year for which the loss was first determined and may set off against the capital gains assessable for such subsequent assessment years. In order to set off capital losses in this manner, you would be required to file appropriate and timely tax returns in India. The long-term capital loss arising on a sale of shares in respect of which STT is paid may not be available for set-off against any capital gains.

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**Table of Contents*****U.S. Federal Income Taxation***

Generally, subject to the PFIC rules discussed below, if you are a U.S. holder and you sell or otherwise dispose of your Shares or ADSs, you will recognize capital gain or loss for U.S. federal income tax purposes equal to the difference between the U.S. dollar value of the amount you realize and your tax basis, determined in U.S. dollars, in your Shares or ADSs. If you are a non-corporate U.S. holder, your capital gain is generally taxed at preferential rates where you have a holding period greater than one year in the applicable Shares or ADSs at the time of the sale or other disposition. If you are a U.S. holder, certain limitations exist on your ability to deduct capital losses for U.S. federal income tax purposes. Your gain or loss from the disposition or other sale of Shares or ADSs will generally be income or loss from sources within the United States for foreign tax credit limitation purposes.

As discussed under *Taxation of Capital Gains and Losses* *Indian Taxation*, above, you may be subject to Indian tax upon a sale or other disposition of Shares or ADSs. The Indian capital gains tax described above should be treated as a creditable tax for U.S. federal income tax purposes. However, any capital gain that you recognize upon a sale of Shares or ADSs will generally be treated as U.S. source gain. Accordingly, you will not be able to claim a credit for the capital gains tax under the U.S. foreign tax credit limitation rules unless you recognize a sufficient amount of foreign source income in the appropriate U.S. foreign tax credit limitation basket in the taxable year in which you recognize the capital gain. In addition, the Securities Transaction Tax, levied and collected by BSE and NSE, as applicable depending on which shares are sold, may not be treated as a creditable tax for U.S. federal income tax purposes. You should consult your tax advisor regarding the application of the U.S. foreign tax credit rules to any Indian taxes that you are subject to in respect of a sale or disposition of the Shares or ADSs.

***Passive Foreign Investment Companies***

We believe that the Shares and ADSs should not be treated as stock of a PFIC for U.S. federal income tax purposes, but this conclusion is a factual determination that is made annually and thus may be subject to change. If we were to be treated as a PFIC, then gain realized on the sale or other disposition of your Shares or ADSs would in general not be treated as capital gain. Instead, if you are a U.S. holder that has not made a mark-to-market election with respect to your ADSs or Shares, you would be treated as if you had realized such gain and certain excess distributions ratably over your holding period for the Shares or ADSs and would be taxed at the highest tax rate in effect for each such year to which the gain was allocated, together with an interest charged in respect of the tax attributable to each such year. With certain exceptions, your Shares or ADSs will be treated as stock in a PFIC if we were a PFIC at any time during your holding period in your Shares or ADSs. Dividends that you receive from us will not be eligible for the special tax rates applicable to qualified dividend income if we are treated as a PFIC with respect to you either in the taxable year of the distribution or the preceding taxable year, but instead will be taxable at rates applicable to ordinary income.

***Indian Tax Treaties***

The provisions of the tax treaty entered into by India and the country of your residence will be applicable to the extent they are more beneficial to you. There is a Double Tax Avoidance Agreement between the United States and India. The Government of India has introduced a provision related to General Anti Avoidance Rules, or GAAR, under which certain arrangements could be declared to be an impermissible avoidance arrangement. The consequences of such arrangements include denial of a tax benefit or benefit under tax treaty. As per the Income Tax Act, the GAAR provisions are applicable from the Government of India's fiscal year 2018. The Income Tax Rules in this regard have been amended, and accordingly, investments made prior to April 1, 2017 are exempt from these GAAR provisions. Further, it has been clarified by amendment to the rules that GAAR provisions would apply to any arrangement (irrespective of the date on which such arrangement has been entered into) in respect of which tax benefit has been obtained on or after April 1, 2017. Also, the Government of India has introduced a provision by which you would not be entitled to claim any relief under the tax treaty unless a tax residency certificate is obtained by you from the government of the country of which you are resident. Furthermore, you shall be required to provide such other required information as has been publicly stated by the Government of India.

Dividend income will not be subject to tax in India in your hands. If any Shares are held by you following withdrawal thereof from the depository under the deposit agreement, the provisions of a tax treaty, if any, entered into by India and the country of which you are resident will be applicable to determine the taxation of any capital gain arising from a transfer of such Shares.

Under the 1993 Scheme, during the period of fiduciary ownership of Shares in the hands of the depository, the provisions of the tax treaty entered into by India and the country of residence of the depository will be applicable to determine the taxation of any capital gains in respect of ADSs.



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### **Indian Stamp Duty**

Under Indian law, any transfer of ADSs will be exempt from liability to Indian stamp duty. Purchasers of Shares who seek to register such Shares on our share register are required to pay Indian stamp duty at the rate of Rs.0.25 for every Rs.100 or part thereof of the market value of such Shares. In order to register a transfer of Shares in physical form with the company, it is necessary to present a stamped deed of transfer. An acquisition of Shares in physical form from the depository in exchange for ADSs representing such Shares will not render an investor liable to Indian stamp duty but we will be required to pay stamp duty at the applicable rate on the share certificate. However, since our Shares are compulsorily deliverable in dematerialized form (except for trades of up to 500 Shares which may be delivered in physical form), no stamp duty is payable on the acquisition or transfer of Shares in dematerialized form.

### **Indian Goods and Services Tax**

Brokerage or commission fees paid to stockbrokers in India in connection with the sale or purchase of Shares are now subject to an Indian Goods and Services tax of 18% effective July 1, 2017. A stockbroker is responsible for collecting such goods and services tax at such rate and for paying the same to the relevant authority.

### **F. Dividends and Paying Agents**

Not applicable.

### **G. Statement by Experts**

Not applicable.

### **H. Documents on Display**

You may review a copy of this annual report on Form 20-F at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You may call the SEC at 1-800-732-0330 for additional information on how to obtain copies of all or any portion of the documents we file with or furnish to the SEC. The SEC also maintains a web site [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding registrants that file electronically with the SEC.

We are subject to the information requirements of the Securities Exchange Act of 1934 and, in accordance therewith, are obligated to file annual reports on Form 20-F within the time specified by the SEC and furnish other reports and information on Form 6-K to the SEC. These reports and other information can be inspected at the public reference room at the SEC. You can also obtain copies of this material from the public reference room or by calling or writing the SEC upon payment of a prescribed fee. As a foreign private issuer, we are exempt from the rules under the Securities Exchange Act of 1934 prescribing the furnishing and content of proxy statements to shareholders.

### **I. Subsidiary Information**

Not applicable.

### **Item 11. Quantitative and Qualitative Disclosures about Market Risk**

Our exposure to financial risks derives primarily from changes in interest rates and foreign exchange rates. To mitigate these risks, we utilize derivative financial instruments, including interest rate option contracts and currency swap agreements, the application of which is primarily for hedging purposes and not for speculative purposes.

#### **Commodity price risk**

Commodity price risk is the possibility of impact from changes in the price of commodities, such as non-ferrous metals (like aluminum), ferrous alloys (like steel) and others (like rubber, platinum and rhodium), which we use in production of automotive vehicles and their components.

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See Note 35 of our audited consolidated financial statements included elsewhere in this annual report on Form 20-F for additional disclosures on market risk and financial instruments, including disclosure on the fair value of financial instruments.

**Table of Contents****Item 12. Description of Securities Other than Equity Securities****A. Debt Securities**

Not applicable.

**B. Warrants and Rights**

Not applicable.

**C. Other Securities**

Not applicable.

**D. American Depositary Shares****Fees Payable by ADS Holders**

Citibank, N.A., as depositary under our ADS program, collects fees for issuance and cancellation of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them on such fees as per the deposit agreement.

An ADS holder is required to pay the following service fees to the depositary:

| Service   | Fees   |
|---|--|
| Issuance of ADSs, delivery of deposited securities against surrender of ADSs, distribution of ADSs pursuant to stock dividends, free stock distributions or exercise of rights and distribution of securities other than ADSs or rights to purchase additional ADSs | Up to US\$0.05 per ADS issued or surrendered or held, as applicable        |
| Distribution of cash dividends or other cash distributions  | Up to US\$0.02 per ADS held  |
| Depositary services   | Up to US\$0.02 per ADS held on the last business day of each calendar year |

An ADS holder or beneficial owner will also be responsible to pay certain fees and expenses incurred by the depositary and certain taxes and governmental charges such as:

Taxes (including applicable interest and penalties) and other governmental charges;

Such registration fees as may from time to time be in effect for the registration of shares or other deposited securities on the share register and applicable to transfers of Ordinary Shares or other deposited securities to or from the name of the custodian, the depositary or any nominees upon the making of deposits and withdrawals, respectively;

Such cable, telex and facsimile transmission and delivery expenses as are expressly provided in the deposit agreement;

The expenses and charges incurred by the depositary in the conversion of foreign currency;



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Such fees and expenses as are incurred by the depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to shares, deposited securities, ADSs and ADRs; and

The fees and expenses incurred by the depositary, the custodian or any nominee in connection with the servicing or delivery of deposited securities.

The fees and charges an ADS holder may be required to pay may vary over time and may be changed by us and by the depositary. ADS holders will receive prior notice of increases in such fees and charges.

### **Fees and Other Payments Made by the Depositary to us**

In Fiscal 2017, we have received US\$ 2,354,590.35 from the depositary for standard out-of-pocket maintenance costs of our ADS program, including, but not limited to, continuing annual stock exchange listing fees, special investor promotion activities, issue-related expenses, cost for preparing and audit of IFRS accounts, legal and accounting fees associated with listing on the New York Stock Exchange, miscellaneous expenses such as costs associated with votes by ADS holders and payments made to proxy firms.

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**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

None.

**Item 15. Controls and Procedures**

**Disclosure Controls and Procedures**

We performed an evaluation of the effectiveness of the design and operation of disclosure controls and procedures as at March 31, 2017. Based on this evaluation, our management concluded that our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, were effective as at March 31, 2017.

**Management's Annual Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with IFRS. Our internal control over financial reporting includes policies and procedures that:

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has determined that our internal control over financial reporting as at March 31, 2017 is effective.

Due to its inherent limitations, however, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

The attestation report of Deloitte Haskins & Sells LLP, an independent registered public accounting firm, on the effectiveness of our internal control over financial reporting as at March 31, 2017, is included in our consolidated financial statements, beginning on page F-3 of this annual report on Form 20-F.

**Changes in Internal Control over Financial Reporting**

During the period covered by this annual report, there were no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

**Item 16A. Audit Committee Financial Expert**

Our board of directors has determined that Mr. Nasser Munjee, an independent director and a member of our Audit Committee, is an audit committee financial expert as defined under the applicable rules of the SEC issued pursuant to Section 407 of the Sarbanes-Oxley Act of 2002. Mr. Munjee is independent under NYSE standards.

**Table of Contents****Item 16B. Code of Ethics**

We have adopted the Tata Code of Conduct, hereinafter referred as to the Code, which is a written code of ethics applicable to all our employees. The Code is available at all our offices and on our website at:

<http://corp-content.tatamotors.com.s3-ap-southeast-1.amazonaws.com/wp-content/uploads/2015/10/tata-code-of-conduct.pdf>.

In August 2004, our Audit Committee adopted a Whistle Blower Policy, or the Policy, which provides a formal mechanism for all our directors and employees to approach our management (or the Audit Committee in cases where the concern involves the senior management) and make protected disclosures to management about unethical behavior, actual or suspected fraud or violations of the Code or our ethics policies. The Policy was updated on May 29, 2014, pursuant to the provisions of the Companies Act. The Policy is an extension of the Code, which requires every employee to promptly report to management any actual or possible violation of the Code or an event such director or employee becomes aware of that could affect our business or reputation. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. The Policy is available on our website, at <http://www.tatamotors.com/investors/pdf/whistle-blower-policy.pdf>.

The information contained on our websites does not constitute a part of this annual report on Form 20-F.

**Item 16C. Principal Accountant Fees and Services**

Our financial statements, prepared in accordance with IFRS, are audited by Deloitte Haskins & Sells LLP, or DHS, a firm registered with the Public Company Accounting Oversight Board in the United States and which is also registered with the Institute of Chartered Accountants of India.

DHS has served as our independent public accountant for each of the years ended March 31, 2017 and 2016, for which audited financial statements appear in this annual report on Form 20-F. The following table presents the aggregate fees for professional services and other services rendered by DHS and the various member firms of Deloitte to us, including some of our subsidiaries in Fiscal 2017 and 2016.

|                | Year ended March 31, |                |              |   |
|----------------|----------------------|----------------|--------------|---|
|                | 2017                 | 2017           | 2016         |   |
|                | US\$                 |                |              |   |
|                | in                   |                |              |   |
|                | million              | Rs. in million |              |   |
| Audit Fees     | 9.1                  | 592.8          | 720.3        | Audit and review of financial statements                                  |
| Tax Fees       | 0.4                  | 27.0           | 15.4         | Tax audit, certification of foreign remittances and tax advisory services |
| All Other Fees | 0.6                  | 40.7           | 28.4         | Other certifications and advisory services                                |
| <b>Total</b>   | <b>10.1</b>          | <b>660.5</b>   | <b>764.2</b> |   |

Audit Committee pre-approval for services rendered by independent accountants:

We have adopted a policy for pre-approval of services to be rendered by our independent accountants for us and our subsidiaries based on an elaborate procedure for ensuring auditor independence and objectivity.

At the beginning of each year, the Audit Committee approves the proposed services, including the nature, type and scope of services contemplated and/or the related fees to be rendered by these firms during the year.

In addition, Audit Committee pre-approval is also required for those engagements that may arise during the course of the year that are outside the scope of the initial services, and such fees are pre-approved by the Audit Committee.

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We do not engage our independent accountants for prohibited services .

Our Audit Committee recommends the appointment and compensation of independent accountants.

In case of urgent requirements, our Chief Financial Officer and the Chairman of our Audit Committee jointly approve any services that may be rendered by our independent accountants or their member firms, and such services are subsequently ratified at the next Audit Committee meeting.

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The pre-approval is not required where the fees proposed to be paid for the non-audit services do not exceed 5% of the total amount of fees paid by us to our independent accountants and their member firms during the Fiscal year, provided that such services were not recognized as non-audit services at the time of the engagement of services. Such services are also brought to the attention of the Audit Committee at the next meeting. However, in Fiscal 2017 and 2016, we obtained pre-approval for all services rendered by our independent accountant and fees from the Audit Committee.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

None.

**Item 16F. Change in Registrant's Certifying Accountant**

Pursuant to Section 139(2) of the Companies Act of India, 2013 (the Companies Act), as an Indian-listed company, TML is required to mandatorily replace its auditor once the auditor has served in this capacity for a consecutive period of ten or more years. Further, each Indian company is required to comply with this provision within three years from the date of commencement of the Companies Act. The requirement comes into effect with respect to TML on April 1, 2017. Deloitte Haskins & Sells LLP (Deloitte), the current auditor of TML, has served as TML's auditor for a period of 11 years. Consequently, in order to ensure compliance with applicable Indian regulations, the audit committee and board of directors of TML have proposed to change the auditor of TML for the audit period commencing on April 1, 2017.

The audit committee and board of directors of TML, at meetings on April 18, 2017, and May 23, 2017, respectively, discussed and approved the appointment of B S R & Co. LLP (BSR) as the successor auditor for TML and its subsidiaries for the audit period commencing April 1, 2017. BSR is an Indian limited liability partnership, with access to KPMG International's knowledge, databases and methodologies, and also qualifies for referral practice by other member firms. While BSR will audit financial statements of TML and its subsidiaries prepared in accordance with IndAS, KPMG (KPMG), an Indian partnership firm, will audit financial statements of TML and its subsidiaries prepared in accordance with IFRS, and will therefore be the successor auditor for TML and its subsidiaries for Exchange Act reporting purposes.

Deloitte will continue as the statutory auditor for the quarter ended June 30, 2017 for financial statements prepared in accordance with IndAS. In accordance with the Companies Act, Deloitte's engagement period will terminate at TML's next Annual General Meeting scheduled on August 22, 2017. For purposes of Indian law, BSR's engagement period will commence immediately upon the termination of Deloitte's engagement. However, for purposes of applicable U.S. securities laws and regulations, Deloitte's engagement will cease upon filing of this annual report on Form 20-F, and KPMG's engagement period commenced as of April 1, 2017.

During the years ended March 31, 2017 and 2016, and through July 28, 2017, there were no disagreements with Deloitte on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure, which such disagreements, if not resolved to the satisfaction of Deloitte, would have caused Deloitte to make reference thereto in its reports on the financial statements of TML for such years.

For the preceding two fiscal years ended March 31, 2017 and 2016, and through July 28, 2017, there were no reportable events as that term is described in paragraphs (A) through (D) of Item 16F(a)(1)(v) of Form 20-F.

TML provided Deloitte with a copy of the disclosure it is making in this annual report on Form 20-F, and requested that Deloitte furnish TML with a letter addressed to the SEC, as contemplated under Item 16F(a)(3) of Form 20-F, stating whether Deloitte agrees with the statements made by TML in this annual report on Form 20-F, and if not, the respects in which Deloitte does not agree. A copy of Deloitte's letter to the SEC dated July 28, 2017 is attached as Exhibit 15.2 to this annual report on Form 20-F.

During the fiscal years ended March 31, 2017 and 2016, neither TML, nor anyone on its behalf, consulted KPMG regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered with respect to the financial statements of TML, and neither a written report was provided to TML or oral advice was provided that KPMG concluded was an important factor considered by TML in reaching a decision as to the accounting, auditing or financial reporting issue or

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(ii) any matter that was either the subject of a disagreement, as that term is defined in Item 16F(a)(1)(iv) of Form 20-F and the related instructions to Item 16F of Form 20-F, or a reportable event, as that term is described in Item 16F(a)(1)(v) of Form 20-F.

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TML has provided KPMG an opportunity to review and comment on the disclosures in this Item 16F. Further to such review, KPMG has not provided TML with any letter addressed to the SEC containing new information, clarifying the views expressed herein, or indicating any disagreements with the information in this Item 16F.

### **Item 16G. Corporate Governance**

As a foreign private issuer, as defined under Rule 3b-4 of the Exchange Act, Tata Motors Limited is permitted under the NYSE listing standards to follow applicable Indian corporate governance practices with regard to various corporate governance matters. The following is a summary comparison of significant differences between our corporate governance practices and those required by the NYSE for non-U.S. issuers.

We constantly strive to evolve and follow up on our corporate governance guidelines and best practices. Our purpose has always been transparency, long term shareholder value and respect for the minority shareholders. We disclose timely and accurate information regarding our operations and performance.

During the second half of Fiscal 2017, we witnessed leadership change at Tata Sons, our promoter. During this period, there were allegations made regarding our ethics and governance. Clarifications were also sought by our Indian regulators with respect to certain of our business decisions and governance processes. We would like to categorically deny the references, and would like to impress upon you that we have robust systems and processes in place to ensure compliance with all regulatory requirements. Our board of directors exercises its independence, both in letter and in spirit. Our board of directors has always acted in our best interest and will continue to do so.

Our board of directors closely monitored the events during this period, including any allegations made. Our Audit Committee reviewed all the issues that arose, including correspondence between us and our Indian regulators on the issues raised in the representations made by Mr. Cyrus P. Mistry and Mr. Nusli Wadia pursuant to Section 169 of the Companies Act and allegations made in this regard in the proceedings before the National Company Law Tribunal initiated against our promoter. We filed responses with our Indian regulators denying all such allegations, and reiterated that we are in compliance with governance processes and requirements in all such cases. Our Audit Committee reviewed the various compliances and disclosures, the rigor applied when strategic decisions were taken and our detailed responses to our Indian regulators denying such allegations. After due deliberations with relevant officials and review of relevant documents, and on the basis of a detailed review of these by a reputed independent legal counsel, the Audit Committee expressed its confirmation of our responses to our Indian regulators. It follows that the aforesaid allegations against us and our governance were incorrect, and such statements were made without exercising proper care.

This section on corporate governance as well as other relevant sections of this annual report on Form 20-F provide further details pertaining to our corporate governance mechanisms.

As on the date of this annual report on Form 20-F, there have been no further clarifications sought by our Indian regulators.

### **Independent directors**

Our board of directors has determined the independence of its directors pursuant to applicable Indian listing requirements. As on June 30, 2017, five directors of our board of directors are independent directors pursuant to such requirements. Under such requirements, a non-executive director is considered independent if he/she:

Apart from receiving director's remuneration, does not have any material pecuniary relationships or transactions with us or our promoters, our directors, our senior management or our holding company, its subsidiaries and associates which may affect the independence of the director;

Is not related to promoters or persons occupying a management position at the board level or at one level below the board;

Has not been an executive of Tata Motors Limited in the immediately preceding three financial years;



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Is not a partner or an executive, or was not a partner or an executive during the preceding three years, of our statutory audit firm or internal audit firm or a legal/consulting firm that has a material association with us;

Is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect their independence;

Is not one of our substantial shareholders, owning two percent or more of our voting shares; and

Is not under 21 years of age.

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**Non-management Directors Meetings**

The NYSE listing standards require regularly scheduled executive sessions of non-management directors without management participation or regularly scheduled executive sessions consisting of only independent directors. There is no such requirement under applicable Indian legal requirements.

Please refer to Item 10.B Additional Information Memorandum and Articles of Association Directors for more information regarding our directors.

**Nomination and Remuneration Committee**

The NYSE listing standards require a listed company to maintain a remuneration committee, composed entirely of independent directors. Our Nomination and Remuneration Committee comprises three independent members and one non-independent member, which is in compliance with the requirement regarding the number of independent members of the Nomination and Remuneration Committee under applicable Indian laws. We believe the constitution and main functions of our Nomination and Remuneration Committee generally comply with the spirit of the NYSE requirements for non-U.S. issuers. Please see Item 6.C Directors, Senior Management and Employees Board Practices Committees for more information regarding our Nomination and Remuneration Committee.

**Item 16H. Mine Safety Disclosure**

Not applicable.

**PART III**

**Item 17. Financial Statements**

We have responded to Item 18 in lieu of Item 17.

**Item 18. Financial Statements**

The information required by this item is set forth beginning on page F-1 of this annual report on Form 20-F.

Schedule 1 Tata Motors Limited ( Parent Company ) condensed financial information as at March 31, 2017 and 2016 and for the years ended March 31, 2017, 2016 and 2015 on page F-95 of this annual report on Form 20-F.

**Table of Contents****Item 19. Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 1.1                   | Our Certificate of Incorporation. <sup>3</sup>   |
| 1.2                   | Our Memorandum and Articles of Association <sup>4</sup> ; Capital Clause as amended. <sup>5</sup>  |
| 2.2                   | Form of Amended and Restated Deposit Agreement among Tata Motors Limited, Citibank, N.A., as Depositary and the holders and beneficial owners of American Depositary Shares issued thereunder, including the form of American Depositary Receipt <sup>2</sup> ; Amendment No. 1 thereto, dated December 16, 2009. <sup>5</sup> |
| 4.1                   | Tata Brand Equity & Business Promotion Agreement, dated December 18, 1998, between Tata Sons Limited and Tata Engineering and Locomotive Company Limited (now Tata Motors Limited). <sup>1</sup>   |
| 4.2                   | Appointment Agreement entered into with the CEO and Managing Director Mr. Guenter Butschek <sup>6</sup>  |
| 7.1                   | Computation of Net Debt to Shareholders Equity Ratio. <sup>7</sup>   |
| 8.1                   | List of our Subsidiaries. <sup>7</sup>   |
| 11.1                  | Tata Code of Conduct 2015. <sup>6</sup>  |
| 12.1                  | Certification of the Principal Executive Officer required by Rule 13a-14(a). <sup>7</sup>  |
| 12.2                  | Certification of the Principal Financial Officer required by Rule 13a-14(a). <sup>7</sup>  |
| 13.1                  | Certification of the Chief Executive Officer and Chief Financial Officer required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code. <sup>7</sup>   |
| 15.1                  | Consent of Independent Registered Public Accounting Firm. <sup>7</sup>   |
| 15.2                  | Letter of Deloitte Haskins & Sells LLP addressed to the SEC. <sup>7</sup>  |

We have not included as exhibits certain instruments with respect to our long-term debt, the amount of debt authorized under each of which does not exceed 10% of our total assets, and we agree to furnish a copy of any such instrument to the Securities Exchange Commission upon request.

<sup>1</sup> Incorporated by reference to our Registration Statement on Form 20-F File No. 001-32294 filed on September 15, 2004.

<sup>2</sup> Incorporated by reference to our Registration Statement on Form F-6 File No 333-119066 filed on September 16, 2004.

<sup>3</sup> Incorporated by reference to our annual report on Form 20-F File No. 001-32294 filed on September 27, 2005.

<sup>4</sup> Incorporated by reference to our annual report on Form 20-F File No. 001-32294 filed on September 28, 2008.

<sup>5</sup> Incorporated by reference to our annual report on Form 20-F File No. 001-32294 filed on July 31, 2012.

<sup>6</sup> Incorporated by reference to our annual report on Form 20-F File No. 001-32294 filed on July 28, 2016.

<sup>7</sup> Filed with this annual report on Form 20-F.

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

July 28, 2017

TATA MOTORS LIMITED

By /s/ Guenter Butschek  
Name: **Guenter Butschek**  
Title: **CEO & Managing Director**

By /s/ C. Ramakrishnan  
Name: **C. Ramakrishnan**  
Title: **Tata Motors Group Chief Financial Officer**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Board of Directors of

Tata Motors Limited

Mumbai, India

We have audited the accompanying consolidated balance sheets of Tata Motors Limited and its subsidiaries (the Company or Tata Motors ) as of March 31, 2017 and 2016, and the related consolidated income statements, statements of comprehensive income, statements of cash flows, and statements of changes in equity for each of the three years in the period ended March 31, 2017. Our audits also included the financial statement schedule included as Schedule 1 at Item 18. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Tata Motors Limited and its subsidiaries as of March 31, 2017 and 2016, and the results of their operations and their cash flows for each of the three years in the period ended March 31, 2017, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

As discussed in Note 2 (u) to the consolidated financial statements, the Company has elected to change the presentation of foreign exchange (gains)/losses relating to cash flow hedges in the consolidated income statements in each of the three years in the period ended March 31, 2017.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of March 31, 2017, based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated July 28, 2017 expressed an unqualified opinion on the Company's internal control over financial reporting.

Our audit for the year ended and as of March 31, 2017 also comprehended the translation of Indian rupee amounts into United States dollar amounts and, in our opinion, such translation has been made in conformity with the basis stated in Note 2(w) to the consolidated financial statements. Such United States dollar amounts are presented solely for the convenience of readers outside India.

/s/ Deloitte Haskins & Sells LLP

Mumbai, India

July 28, 2017

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Board of Directors of

Tata Motors Limited

Mumbai, India

We have audited the internal control over financial reporting of Tata Motors Limited and its subsidiaries (the Company or Tata Motors ) as of March 31, 2017, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Item 15 under Controls and Procedures of the accompanying 20-F titled Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2017, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended March 31, 2017 of the Company and our report dated July 28, 2017 expressed an unqualified opinion on those financial statements and financial statement schedule and included explanatory paragraphs relating to change in the presentation of foreign exchange (gains)/losses relating to cash flow hedges in the consolidated income statements in each of the three years in the period ended March 31, 2017 and the convenience translation of the Indian rupee amounts into United States dollar amounts.

/s/ Deloitte Haskins & Sells LLP

Mumbai, India

July 28, 2017





**Table of Contents****Tata Motors Limited and subsidiaries****Consolidated Balance Sheets**

|   | Notes | 2017                 | As at March 31,<br>2017<br>(In millions) | 2016                   |
|---|-------|----------------------|--|------------------------|
| <b>ASSETS:</b>  |       |                      |  |                        |
| <b>Current assets:</b>                                      |       |                      |  |                        |
| Cash and cash equivalents                                   | 3     | US\$ 2,156.8         | Rs. 139,867.6                            | Rs. 171,536.1          |
| Short-term deposits   |       | 3,375.9              | 218,927.6                                | 127,809.6              |
| Finance receivables   | 4     | 1,050.1              | 68,101.2                                 | 60,773.1               |
| Trade receivables   |       | 2,170.5              | 140,755.5                                | 136,085.7              |
| Investments   | 6     | 2,319.4              | 150,411.5                                | 192,329.8              |
| Other financial assets                                      | 7     | 380.1                | 24,647.5                                 | 24,784.8               |
| Inventories   | 9     | 5,442.6              | 352,953.8                                | 326,370.4              |
| Other current assets  | 10    | 1,009.2              | 65,439.9                                 | 58,285.2               |
| Current income tax assets                                   |       | 34.4                 | 2,231.8                                  | 1,465.7                |
| <b>Total current assets</b>                                 |       | <b>17,939.0</b>      | <b>1,163,336.4</b>                       | <b>1,099,440.4</b>     |
| <b>Non-current assets:</b>                                  |       |                      |  |                        |
| Finance receivables   | 4     | 1,658.2              | 107,531.3                                | 102,596.7              |
| Investments   | 6     | 105.9                | 6,868.2                                  | 6,087.6                |
| Other financial assets                                      | 8     | 565.1                | 36,647.7                                 | 24,903.6               |
| Property, plant and equipment                               | 12    | 10,041.6             | 651,199.4                                | 670,065.0              |
| Goodwill  | 14    | 103.8                | 6,733.2                                  | 7,598.0                |
| Intangible assets   | 15    | 8,812.9              | 571,513.8                                | 600,314.7              |
| Investments in equity accounted investees                   | 16    | 710.3                | 46,060.1                                 | 37,639.5               |
| Non-current income tax assets                               |       | 149.9                | 9,723.1                                  | 12,658.1               |
| Deferred income taxes                                       | 17    | 681.9                | 44,221.7                                 | 39,575.9               |
| Other non-current assets                                    | 11    | 351.8                | 22,811.1                                 | 19,101.8               |
| <b>Total non-current assets</b>                             |       | <b>23,181.4</b>      | <b>1,503,309.6</b>                       | <b>1,520,540.9</b>     |
| <b>Total assets</b>   |       | <b>US\$ 41,120.4</b> | <b>Rs. 2,666,646.0</b>                   | <b>Rs. 2,619,981.3</b> |
| <b>LIABILITIES AND EQUITY:</b>                              |       |                      |  |                        |
| <b>Liabilities:</b>   |       |                      |  |                        |
| <b>Current liabilities:</b>                                 |       |                      |  |                        |
| Accounts payable  |       | 9,409.4              | 610,201.4                                | 613,364.4              |
| Acceptances   |       | 745.4                | 48,342.4                                 | 39,813.3               |
| Short-term borrowings and current portion of long-term debt | 18    | 2,768.3              | 179,526.7                                | 187,856.5              |
| Other financial liabilities                                 | 20    | 2,809.6              | 182,202.0                                | 101,941.8              |
| Provisions  | 22    | 895.6                | 58,082.7                                 | 58,158.2               |
| Other current liabilities                                   | 23    | 934.6                | 60,605.2                                 | 59,304.6               |
| Current income tax liabilities                              |       | 214.7                | 13,925.8                                 | 7,250.5                |
| <b>Total current liabilities</b>                            |       | <b>17,777.6</b>      | <b>1,152,886.2</b>                       | <b>1,067,689.3</b>     |
| <b>Non-current liabilities:</b>                             |       |                      |  |                        |
| Long-term debt  | 19    | 9,339.2              | 605,644.5                                | 504,511.3              |
| Other financial liabilities                                 | 21    | 1,768.1              | 114,664.3                                | 80,099.0               |
| Deferred income taxes                                       | 17    | 182.1                | 11,806.4                                 | 43,441.4               |
| Provisions  | 22    | 1,388.2              | 90,025.1                                 | 79,242.6               |
| Other liabilities   | 24    | 2,355.9              | 152,777.3                                | 76,961.0               |
| <b>Total non-current liabilities</b>                        |       | <b>15,033.5</b>      | <b>974,917.6</b>                         | <b>784,255.3</b>       |

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|  |    |                      |                        |                        |
|--|----|----------------------|------------------------|------------------------|
| <b>Total liabilities</b>                                   |    | <b>32,811.1</b>      | <b>2,127,803.8</b>     | <b>1,851,944.6</b>     |
| <b>Equity:</b>   |    |                      |                        |                        |
| Ordinary shares  | 25 | 89.1                 | 5,775.2                | 5,774.8                |
| A Ordinary shares  | 25 | 15.7                 | 1,017.0                | 1,017.0                |
| Additional paid-in capital                                 |    | 4,029.4              | 261,303.4              | 261,258.3              |
| Reserves   |    | 8,157.6              | 529,009.9              | 534,195.8              |
| Other components of equity                                 | 26 | (4,054.1)            | (262,908.5)            | (38,648.8)             |
| Equity attributable to shareholders of Tata Motors Limited |    | 8,237.7              | 534,197.0              | 763,597.1              |
| Non-controlling interests                                  |    | 71.6                 | 4,645.2                | 4,439.6                |
| <b>Total equity</b>  |    | <b>8,309.3</b>       | <b>538,842.2</b>       | <b>768,036.7</b>       |
| <b>Total liabilities and equity</b>                        |    | <b>US\$ 41,120.4</b> | <b>Rs. 2,666,646.0</b> | <b>Rs. 2,619,981.3</b> |

See accompanying notes to consolidated financial statements

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**Table of Contents****Tata Motors Limited and subsidiaries****Consolidated Income Statements**

|  | Notes     | 2017              | Year ended March 31, |                     | 2015                 |
|--|-----------|-------------------|----------------------|---------------------|----------------------|
|  |           |                   | 2017                 | 2016                |                      |
| (In millions, except per share amounts)                                  |           |                   |                      |                     |                      |
| Revenues   |           | US\$ 40,588.6     | Rs. 2,632,176.8      | Rs. 2,682,793.8     | Rs. 2,626,297.8      |
| Finance revenues   |           | 375.0             | 24,318.3             | 22,318.8            | 22,630.8             |
| <b>Total revenues</b>  |           | <b>40,963.6</b>   | <b>2,656,495.1</b>   | <b>2,705,112.6</b>  | <b>2,648,928.6</b>   |
| Change in inventories of finished goods and work-in-progress             |           | (1,137.3)         | (73,751.2)           | (27,540.1)          | (29,610.9)           |
| Purchase of products for sale  |           | 2,147.2           | 139,245.3            | 128,494.6           | 130,803.8            |
| Raw materials, components, and consumables                               |           | 24,576.8          | 1,593,803.1          | 1,536,255.1         | 1,515,835.7          |
| Employee cost  | 28        | 4,372.9           | 283,588.0            | 288,117.4           | 250,401.2            |
| Depreciation and amortization  |           | 2,812.7           | 182,405.4            | 168,074.9           | 134,495.8            |
| Other expenses   | 29        | 9,382.6           | 608,461.6            | 585,321.4           | 545,909.5            |
| Provision/(Reversal) for loss of inventory (net of insurance recoveries) | 9         | (205.1)           | (13,301.0)           | 16,383.9            |                      |
| Expenditure capitalized  |           | (2,602.4)         | (168,768.8)          | (166,783.2)         | (153,217.5)          |
| Other (income)/loss (net)  | 30        | (434.4)           | (28,171.5)           | (3,135.6)           | (11,508.4)           |
| Foreign exchange (gain)/loss (net)                                       |           | 204.9             | 13,284.8             | 20,588.0            | 20,371.3             |
| Interest income  |           | (87.0)            | (5,640.7)            | (7,186.6)           | (6,763.9)            |
| Interest expense (net)   | 31        | 653.3             | 42,365.7             | 47,912.6            | 52,231.6             |
| Share of (profit)/loss of equity accounted investees (net)               | 16        | (230.2)           | (14,930.0)           | (5,774.7)           | 1,748.3              |
| <b>Net income before tax</b>   |           | <b>1,509.6</b>    | <b>97,904.4</b>      | <b>124,384.9</b>    | <b>198,232.1</b>     |
| Income tax expense   | 17        | (550.0)           | (35,670.0)           | (27,512.7)          | (69,149.7)           |
| <b>Net income</b>  |           | <b>US\$ 959.6</b> | <b>Rs. 62,234.4</b>  | <b>Rs. 96,872.2</b> | <b>Rs. 129,082.4</b> |
| Attributable to:   |           |                   |                      |                     |                      |
| Shareholders of Tata Motors Limited                                      |           | 943.8             | 61,210.5             | 95,883.4            | 128,291.2            |
| Non-controlling interests  |           | 15.8              | 1,023.9              | 988.8               | 791.2                |
| <b>Earnings per share:</b>   | <b>39</b> |                   |                      |                     |                      |
| Ordinary shares:   |           |                   |                      |                     |                      |
| Basic  |           | US\$ 0.3          | Rs. 18.0             | Rs.28.4             | Rs. 39.4             |
| Diluted  |           | US\$ 0.3          | Rs. 18.0             | Rs.28.4             | Rs. 39.4             |
| A Ordinary shares:   |           |                   |                      |                     |                      |
| Basic  |           | US\$ 0.3          | Rs. 18.1             | Rs.28.5             | Rs. 39.5             |
| Diluted  |           | US\$ 0.3          | Rs. 18.1             | Rs.28.5             | Rs. 39.5             |

See accompanying notes to consolidated financial statements

**Table of Contents****Tata Motors Limited and subsidiaries****Consolidated Statements of Comprehensive Income**

|  | 2017          |                  | Year ended March 31,   |                      | 2015                  |
|--|---------------|------------------|------------------------|----------------------|-----------------------|
|  | US\$          | 959.6            | Rs. 62,234.4           | Rs. 96,872.2         |                       |
|  | (In millions) |                  |                        |                      |                       |
| Net income   | US\$          | 959.6            | Rs. 62,234.4           | Rs. 96,872.2         | Rs. 129,082.4         |
| Other comprehensive income :   |               |                  |                        |                      |                       |
| <b>(i) Items that will not be reclassified subsequently to profit and loss :</b>                             |               |                  |                        |                      |                       |
| Remeasurement gains and (losses) on defined benefit obligations (net)  |               | (1,203.5)        | (78,045.0)             | 49,062.3             | (36,402.8)            |
| Share of remeasurement gains and (losses) on defined benefit obligations (net) of equity accounted investees |               | (0.6)            | (40.0)                 | (8.7)                | (32.1)                |
| Income tax relating to items that will not be reclassified subsequently                                      |               | 191.3            | 12,407.4               | (11,402.1)           | 7,449.4               |
|  |               | (1,012.8)        | (65,677.6)             | 37,651.5             | (28,985.5)            |
| <b>(ii) Items that may be reclassified subsequently to profit and loss :</b>                                 |               |                  |                        |                      |                       |
| Currency translation differences   |               | (1,451.8)        | (94,148.0)             | 16,856.7             | (43,094.9)            |
| Gain/(loss) on cash flow hedges (net)  |               | (2,427.9)        | (157,447.3)            | 5,370.3              | (178,491.6)           |
| Available-for-sale investments   |               | 11.6             | 752.6                  | 4.7                  | (531.2)               |
| Share of other comprehensive income of equity accounted investees  |               | (47.0)           | (3,047.0)              | 291.1                | 1,175.1               |
| Income tax relating to items that may be reclassified subsequently   |               | 451.8            | 29,298.9               | (1,637.1)            | 35,708.5              |
|  |               | (3,463.3)        | (224,590.8)            | 20,885.7             | (185,234.1)           |
| Other comprehensive income/(loss) for the year, net of tax (i+ii)  |               | (4,476.1)        | (290,268.4)            | 58,537.2             | (214,219.6)           |
| <b>Total comprehensive income for the year</b>   | <b>US\$</b>   | <b>(3,516.5)</b> | <b>Rs. (228,034.0)</b> | <b>Rs. 155,409.4</b> | <b>Rs. (85,137.2)</b> |
| Attributable to:   |               |                  |                        |                      |                       |
| Shareholders of Tata Motors Limited  |               | (3,527.0)        | (228,715.6)            | 154,323.2            | (85,730.6)            |
| Non-controlling interests  |               | 10.5             | 681.6                  | 1,086.2              | 593.4                 |

See accompanying notes to consolidated financial statements

**Table of Contents****Tata Motors Limited and subsidiaries****Consolidated Statements of Cash Flows**

|  | 2017           | Year ended March 31,<br>2017 2016 |                  | 2015             |
|--|----------------|-----------------------------------|------------------|------------------|
|  |                | (In millions)                     |                  |                  |
| <b>Cash flows from operating activities:</b>   |                |                                   |                  |                  |
| Net income   | US\$ 959.6     | Rs. 62,234.4                      | Rs. 96,872.2     | Rs. 129,082.4    |
| Adjustments for:   |                |                                   |                  |                  |
| Depreciation and amortization expense  | 2,812.7        | 182,405.4                         | 168,074.9        | 134,495.8        |
| Inventory write-down/(reversals)   | (70.6)         | (4,579.1)                         | 25,012.2         | 5,527.2          |
| Allowances for finance receivables   | 87.2           | 5,653.5                           | 8,600.3          | 23,226.2         |
| Allowances for trade and other receivables   | 26.3           | 1,706.0                           | 6,719.1          | 2,371.0          |
| Impairment of Goodwill   | 2.2            | 142.5                             |                  |                  |
| Share of (profit)/loss of equity accounted investees (net)                                     | (230.2)        | (14,930.0)                        | (5,774.7)        | 1,748.3          |
| Loss on sale of assets/assets written off and others (net)                                     | 176.1          | 11,418.6                          | 9,477.4          | 3,512.2          |
| (Gain)/loss on sale, change in fair value of available-for-sale investments (net)              | (28.2)         | (1,826.0)                         | (1,813.9)        | (1,195.0)        |
| (Gain)/Loss on change in fair value of commodity derivatives                                   | (200.1)        | (12,973.4)                        | 5,818.7          | 2,957.9          |
| Foreign exchange (gain)/loss (net)   | (198.1)        | (12,840.5)                        | 1,507.9          | 30,188.4         |
| Income tax expense   | 550.0          | 35,670.0                          | 27,512.7         | 69,149.7         |
| Interest expense   | 653.3          | 42,365.7                          | 47,912.6         | 52,231.6         |
| Interest income  | (87.0)         | (5,640.7)                         | (7,186.6)        | (6,763.9)        |
| Dividend income and income on mutual funds   | (1.6)          | (105.1)                           | (422.7)          | (355.6)          |
| Gain on fair value of below market interest loans  | (7.2)          | (465.2)                           | (508.1)          | (498.4)          |
| Non-cash dividend income on mutual funds   |                |                                   | (24.0)           | 4.3              |
| <b>Cash flows from operating activities before changes in following assets and liabilities</b> | <b>4,444.4</b> | <b>288,236.1</b>                  | <b>381,778.0</b> | <b>445,682.1</b> |
| Trade receivables  | (365.1)        | (23,677.8)                        | (7,945.6)        | (31,612.9)       |
| Finance receivables  | (276.3)        | (17,916.3)                        | (13,954.5)       | 4,033.3          |
| Other financial assets   | (18.4)         | (1,193.2)                         | (4,066.1)        | (1,731.2)        |
| Other current assets   | (118.7)        | (7,700.4)                         | 1,373.3          | (417.3)          |
| Inventories  | (1,022.4)      | (66,309.4)                        | (57,341.5)       | (36,962.9)       |
| Other non-current assets   | (66.2)         | (4,292.0)                         | (1,100.4)        | (2,805.9)        |
| Accounts payable   | 1,309.7        | 84,935.1                          | 40,776.5         | 40,256.2         |
| Acceptances  | 131.5          | 8,527.3                           | (974.3)          | (10,859.7)       |
| Other current liabilities  | 121.1          | 7,854.0                           | 8,359.4          | (1,455.1)        |
| Other financial liabilities  | 118.0          | 7,651.3                           | 7,292.2          | 2,343.6          |
| Other non-current liabilities  | 252.1          | 16,348.7                          | 27,586.4         | 24,396.7         |
| Provisions   | 456.4          | 29,594.9                          | 13,327.4         | (23,232.4)       |
| <b>Cash generated from operations</b>  | <b>4,966.1</b> | <b>322,058.3</b>                  | <b>395,110.8</b> | <b>407,634.5</b> |
| Income tax paid (net)  | (292.2)        | (18,951.0)                        | (20,397.8)       | (42,233.2)       |
| <b>Net cash provided by operating activities</b>   | <b>4,673.9</b> | <b>303,107.3</b>                  | <b>374,713.0</b> | <b>365,401.3</b> |
| <b>Cash flows from investing activities:</b>   |                |                                   |                  |                  |
| Deposits with banks/financial institutions   | (6,899.5)      | (447,429.4)                       | (434,418.0)      | (287,502.2)      |
| Realization of deposits with banks/financial institutions                                      | 5,157.5        | 334,465.5                         | 414,663.0        | 305,732.7        |
| Loan given to equity accounted investees   |                |                                   |                  | (1,600.0)        |
| (Purchase)/sale of available-for-sale investments (net)  | 295.2          | 19,143.8                          | (47,147.3)       | (54,501.0)       |
| Purchases of available-for-sale investments/other investments                                  | (1.0)          | (63.6)                            | (128.7)          | (100.5)          |
|  | 7.8            | 506.1                             | 892.1            | 423.4            |

Proceeds from sale of available-for-sale investments/other  
investments

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**Table of Contents****Tata Motors Limited and subsidiaries****Consolidated Statements of Cash Flows**

|  | Year ended March 31, |                      |                      |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | 2017                 | 2017                 | 2016                 | 2015                 |
|  | (In millions)        |                      |                      |                      |
|  | US\$                 | Rs.                  | Rs.                  | Rs.                  |
| Deposits of margin money and other restricted deposits   | (64.6)               | (4,192.5)            | (57,287.5)           |                      |
| Realization of margin money and other restricted deposits  | 121.2                | 7,862.2              | 55,327.0             | 361.7                |
| (Increase)/decrease in short term inter-corporate deposits   | 4.6                  | 300.0                | 650.0                | (950.0)              |
| Loan to others   | (1.5)                | (97.8)               | (7.5)                |                      |
| Repayment of loan to others  | 0.1                  | 7.5                  | 83.3                 |                      |
| Repayment of loan taken by joint operation   | 20.4                 | 1,325.0              |                      |                      |
| Investments in equity accounted investees  | (16.5)               | (1,069.5)            |                      | (12,258.6)           |
| Dividends received from equity accounted investees   | 93.9                 | 6,091.9              | 154.2                | 153.4                |
| Interest received  | 98.4                 | 6,381.8              | 7,309.6              | 6,606.7              |
| Dividend received  | 1.5                  | 105.1                | 422.7                | 355.6                |
| Payments for property, plant and equipment   | (2,510.5)            | (162,798.7)          | (159,537.9)          | (171,361.8)          |
| Proceeds from sale of property, plant and equipment  | 8.2                  | 533.9                | 588.4                | 704.3                |
| Payments for intangible assets   | (2,217.4)            | (143,798.9)          | (152,064.7)          | (130,241.3)          |
| <b>Net cash used in investing activities</b>   | <b>(5,902.2)</b>     | <b>(382,727.6)</b>   | <b>(370,501.3)</b>   | <b>(344,177.6)</b>   |
| <b>Cash flows from financing activities:</b>   |                      |                      |                      |                      |
| Proceeds from issuance of shares   | 0.7                  | 45.5                 | 74,904.8             |                      |
| Proceeds from issuance of shares to non-controlling interests shareholders                                     | 0.1                  | 6.2                  | 1.9                  |                      |
| Shares issuance costs  |                      |                      | (572.6)              |                      |
| Dividends paid (including dividend distribution tax)   | (11.3)               | (730.0)              |                      | (6,744.2)            |
| Dividends paid to non-controlling interests shareholders of subsidiaries (including dividend distribution tax) | (7.4)                | (482.2)              | (1,058.6)            | (463.1)              |
| Interest paid  | (805.3)              | (52,223.8)           | (56,068.2)           | (69,130.7)           |
| Proceeds from issuance of short-term debt  | 2,313.8              | 150,052.6            | 84,602.0             | 87,050.2             |
| Repayment of short-term debt   | (1,812.4)            | (117,537.1)          | (90,004.4)           | (97,716.4)           |
| Net change in other short-term debt (with maturity up to three months)   | (118.2)              | (7,662.5)            | (13,377.4)           | 40,776.2             |
| Proceeds from issuance of long-term debt   | 2,834.9              | 183,845.2            | 110,587.0            | 267,018.8            |
| Repayments of long-term debt   | (1,420.5)            | (92,121.3)           | (145,854.8)          | (187,755.8)          |
| Debt issuance cost   | (17.6)               | (1,139.6)            | (1,088.4)            | (2,424.7)            |
| <b>Net cash provided by/(used in) financing activities</b>   | <b>956.8</b>         | <b>62,053.0</b>      | <b>(37,928.7)</b>    | <b>30,610.3</b>      |
| Net change in cash and cash equivalents  | (271.5)              | (17,567.3)           | (33,717.0)           | 51,834.0             |
| Effect of foreign exchange on cash and cash equivalents  | (217.3)              | (14,101.2)           | 7,822.2              | (14,324.6)           |
| Cash and cash equivalents, beginning of the year   | 2,645.6              | 171,536.1            | 197,430.9            | 159,921.5            |
| <b>Cash and cash equivalents, end of the year</b>  | <b>US\$ 2,156.8</b>  | <b>Rs. 139,867.6</b> | <b>Rs. 171,536.1</b> | <b>Rs. 197,430.9</b> |

**Non-cash transactions:**

|   |            |              |              |              |
|---|------------|--------------|--------------|--------------|
| Liability towards property, plant and equipment and intangible assets purchased on credit/deferred credit | US\$ 516.0 | Rs. 33,463.5 | Rs. 37,960.4 | Rs. 49,236.6 |
|---|------------|--------------|--------------|--------------|

See accompanying notes to consolidated financial statements





**Table of Contents****Tata Motors Limited and subsidiaries****Consolidated statements of changes in equity**

For each of the years ended March 31, 2017, 2016 and 2015

| Additional paid-in capital | Other components of equity   |                                |                 |   | Capital redemption reserve | Debenture redemption reserve | Reserves*       |           |               | Earned surplus reserve | Retained earnings | Equity attributable to shareholders of Tata Motors Limited | Non |
|----------------------------|------------------------------|--------------------------------|-----------------|---|----------------------------|------------------------------|-----------------|-----------|---------------|------------------------|-------------------|--|-----|
|                            | Currency translation reserve | Available-for-sale investments | Hedging reserve | Reserve for research and human resource development |                            |                              | Special reserve |           |               |                        |                   |  |     |
| Rs. 261,258.3              | Rs. 45,936.6                 | Rs. 274.6                      | Rs. (84,860.0)  | Rs.22.8   | Rs. 10,421.6               | Rs. 1,644.3                  | Rs. 2,924.5     | Rs. 235.3 | Rs. 518,947.3 | Rs. 763,597.1          | Rs.               |  |     |
|                            |                              |                                |                 |   |                            |                              |                 |           | 61,210.5      | 61,210.5               |                   |  |     |
|                            | (96,869.8)                   | 788.2                          | (128,178.1)     |   |                            |                              |                 |           | (65,666.4)    | (289,926.1)            |                   |  |     |
|                            | (96,869.8)                   | 788.2                          | (128,178.1)     |   |                            |                              |                 |           | (4,455.9)     | (228,715.6)            |                   |  |     |
| 45.1                       |                              |                                |                 |   |                            |                              |                 |           |               |                        |                   | 45.5   |     |
|                            |                              |                                |                 |   |                            |                              |                 |           | (730.0)       | (730.0)                |                   |  |     |
|                            |                              |                                |                 |   |                            | 437.9                        |                 |           | (437.9)       |                        |                   |  |     |
|                            |                              |                                |                 |   |                            |                              |                 | 81.8      | (81.8)        |                        |                   |  |     |
| Rs. 261,303.4              | Rs. (50,933.2)               | Rs. 1,062.8                    | Rs. (213,038.1) | Rs. 22.8  | Rs. 10,859.5               | Rs.1,644.3                   | Rs. 2,924.5     | Rs. 317.1 | Rs. 513,241.7 | Rs. 534,197.0          | Rs.               |  |     |
|                            |                              |                                |                 |   |                            |                              |                 |           | Rs. 529,009.9 |                        |                   |  |     |
| US\$ 4,029.4               | US\$ (785.5)                 | US\$ 16.5                      | US\$ (3,285.1)  | US\$ 0.4  | US\$ 167.5                 | US\$ 25.4                    | US\$ 45.2       | US\$ 4.9  | US\$ 7,914.2  | US\$ 8,237.7           | US\$              |  |     |
|                            |                              |                                |                 |   |                            |                              |                 |           | US\$ 8,157.6  |                        |                   |  |     |

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\* Refer to note 27

See accompanying notes to consolidated financial statements

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| Share capital | Other components of equity |                              |                                |                 |                            | Reserves*                    |   |                 |                        |                   | Equity attributable to shareholders of Tata Motors Limited | Non-controlling interests |
|---------------|----------------------------|------------------------------|--------------------------------|-----------------|----------------------------|------------------------------|---|-----------------|------------------------|-------------------|--|---------------------------|
|               | Additional paid-in capital | Currency translation reserve | Available-for-sale investments | Hedging reserve | Capital redemption reserve | Debenture redemption reserve | Reserve for research and human resource development | Special reserve | Earned surplus reserve | Retained earnings |  |                           |
| Rs. 6,437.8   | Rs. 187,280.1              | Rs. 28,887.9                 | Rs. 280.6                      | Rs. (88,603.2)  | Rs. 22.8                   | Rs. 10,421.6                 | Rs. 1,644.3   | Rs. 2,695.8     | Rs. 140.0              | Rs. 385,734.0     | <b>Rs. 534,941.7</b>                                       | Rs. 4,410.1               |
|               |                            |                              |                                |                 |                            |                              |   |                 |                        | 95,883.4          | <b>95,883.4</b>  | 988.8                     |
|               |                            | 17,048.7                     | (6.0)                          | 3,743.2         |                            |                              |   |                 |                        | 37,653.9          | <b>58,439.8</b>  | 97.4                      |
|               |                            | 17,048.7                     | (6.0)                          | 3,743.2         |                            |                              |   |                 |                        | 133,537.3         | <b>154,323.2</b>   | 1,086.2                   |
| 354.0         | 73,978.2                   |                              |                                |                 |                            |                              |   |                 |                        |                   | <b>74,332.2</b>  |                           |
|               |                            |                              |                                |                 |                            |                              |   |                 |                        |                   |  | 1.9                       |
|               |                            |                              |                                |                 |                            |                              |   |                 |                        |                   |  | (1,058.6)                 |
|               |                            |                              |                                |                 |                            |                              |   |                 | 95.3                   | (95.3)            |  |                           |
|               |                            |                              |                                |                 |                            |                              |   | 228.7           |                        | (228.7)           |  |                           |
| Rs. 6,791.8   | Rs. 261,258.3              | Rs. 45,936.6                 | Rs. 274.6                      | Rs. (84,860.0)  | Rs. 22.8                   | Rs. 10,421.6                 | Rs. 1,644.3   | Rs. 2,924.5     | Rs. 235.3              | Rs. 518,947.3     | Rs. 763,597.1  | Rs. 4,439.6               |
|               |                            |                              |                                |                 |                            |                              |   |                 |                        |                   | <b>Rs. 534,195.8</b>                                       |                           |
|               |                            |                              |                                |                 |                            |                              |   |                 |                        |                   |  | <b>Rs. (38,648.8)</b>     |

\* Refer to note 27

See accompanying notes to consolidated financial statements

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| Share capital | Other components of equity |                              |                                |                 |                            | Reserves*                    |   |                 |                        |                   | Equity attributable to shareholders of Tata Motors Limited | Non-control interests |
|---------------|----------------------------|------------------------------|--------------------------------|-----------------|----------------------------|------------------------------|---|-----------------|------------------------|-------------------|--|-----------------------|
|               | Additional paid-in capital | Currency translation reserve | Available-for-sale investments | Hedging reserve | Capital redemption reserve | Debenture redemption reserve | Reserve for research and human resource development | Special reserve | Earned surplus reserve | Retained earnings |  |                       |
| 6,437.8       | Rs. 187,341.3              | Rs. 70,610.8                 | Rs. 800.2                      | Rs. 54,198.2    | Rs. 22.8                   | Rs. 10,421.6                 | Rs. 1,644.3   | Rs. 2,301.7     | Rs. 140.0              | Rs. 293,559.0     | Rs. 627,477.7  | Rs. 4,218.            |
|               |                            |                              |                                |                 |                            |                              |   |                 |                        | 128,291.2         | 128,291.2  | 791.                  |
|               |                            | (41,722.9)                   | (519.6)                        | (142,801.4)     |                            |                              |   |                 |                        | (28,977.9)        | (214,021.8)  | (197.                 |
|               |                            | (41,722.9)                   | (519.6)                        | (142,801.4)     |                            |                              |   |                 |                        | 99,313.3          | (85,730.6)   | 593.                  |
|               |                            |                              |                                |                 |                            |                              |   |                 |                        | (6,744.2)         | (6,744.2)  | (463.                 |
|               |                            |                              |                                |                 |                            |                              |   | 394.1           |                        | (394.1)           |  |                       |
|               | (61.2)                     |                              |                                |                 |                            |                              |   |                 |                        |                   | (61.2)   | 61.                   |
| 6,437.8       | Rs. 187,280.1              | Rs. 28,887.9                 | Rs. 280.6                      | Rs. (88,603.2)  | Rs. 22.8                   | Rs. 10,421.6                 | Rs. 1,644.3   | Rs. 2,695.8     | Rs. 140.0              | Rs. 385,734.0     | Rs. 534,941.7  | Rs. 4,410.            |
|               |                            |                              |                                | Rs. (59,434.7)  |                            |                              |   |                 |                        | Rs. 400,658.5     |  |                       |

\* Refer to note 27

See accompanying notes to consolidated financial statements

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**Tata Motors Limited and subsidiaries**

**Notes to Consolidated Financial Statements**

**1. Background and operations**

Tata Motors Limited and its subsidiaries, collectively referred to as ( the Company or Tata Motors ), designs, manufactures and sells a wide range of automotive vehicles. The Company provides financing for the vehicles sold by dealers of the Company in certain markets. The Company also manufactures engines for industrial and marine applications, aggregates such as axles and transmissions for commercial vehicles and factory automation equipment, and provides information technology services.

Tata Motors Limited is a public limited company incorporated and domiciled in India and has its registered office at Mumbai, Maharashtra, India.

The Company's subsidiaries include the Jaguar Land Rover business (referred to as JLR or Jaguar Land Rover).

As on March 31, 2017, Tata Sons Limited (or Tata Sons), together with its subsidiaries, owns 31.69% of the Ordinary shares and 0.09% of A Ordinary shares of Tata Motors Limited, and has the ability to significantly influence the Company's operations (refer note 25 for voting rights relating to Ordinary shares and A Ordinary shares).

The consolidated financial statements were approved by the Board of Directors and authorized for issue on July 28, 2017.

**2. Significant accounting policies**

**a. Statement of compliance**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (referred to as IFRS ) as issued by the International Accounting Standards Board (referred to as IASB ).

**b. Basis of preparation**

The consolidated financial statements have been prepared on historical cost basis except for certain financial instruments measured at fair value.

**c. Basis of consolidation**

*Subsidiaries*

The consolidated financial statements include Tata Motors Limited and its subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company (a) has power over the investee, (b) it is exposed, or has rights, to variable returns from its involvement with the investee and (c) has the ability to affect those returns through its power over the investee. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above. In assessing control, potential voting rights that currently are exercisable are taken into account. The results of subsidiaries acquired or disposed of during the year are included in the consolidated financial statements from the effective date of acquisition and up to the effective date of disposal, as appropriate.

Inter-company transactions and balances including unrealized profits are eliminated in full on consolidation.

Non-controlling interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Company's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

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Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interest having a deficit balance.

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Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

When the Company loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognized in other comprehensive income in relation to the subsidiary are accounted for (i.e., reclassified to profit or loss) in the same manner as would be required if the relevant assets or liabilities were disposed off. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

### *Interests in joint arrangements*

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

### *Joint operations*

Certain of the Company's activities, are conducted through joint operations, which are joint arrangements whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. The Company recognizes, in the consolidated financial statements, its share of the assets, liabilities, income and expenses of these joint operations incurred jointly with the other partners, along with its share of income from the sale of the output and any assets, liabilities and expenses that it has incurred in relation to the joint operation.

### *Joint ventures*

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The results, assets and liabilities of a joint venture are incorporated in these financial statements using the equity method of accounting as described below.

### *Associates*

Associates are those entities in which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control those policies. Significant influence is presumed to exist when the Company holds between 20 and 50 percent of the voting power of another entity. The results, assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting as described below.

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*Equity method of accounting (equity accounted investees)*

An interest in an associate or joint venture is accounted for using the equity method from the date in which the investee becomes an associate or a joint venture and are recognized initially at cost. The Company's investment includes goodwill identified on acquisition, net of any accumulated impairment losses. The consolidated financial statements include the Company's share of profits or losses and equity movements of equity accounted investees, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments in the nature of net investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

When the Company transacts with an associate or joint venture of the Company, unrealized profits and losses are eliminated to the extent of the Company's interest in its associate or joint venture.

***d. Business combination***

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. Acquisition related costs are recognized in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition are recognized at their fair value at the acquisition date, except certain assets and liabilities required to be measured as per the applicable standard.

Purchase consideration in excess of the Company's interest in the acquiree's net fair value of identifiable assets, liabilities and contingent liabilities is recognized as goodwill. Excess of the Company's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the purchase consideration is recognized, after reassessment of fair value of net assets acquired, in the income statement.

***e. Use of estimates and judgments***

The preparation of financial statements in conformity with IFRS 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 assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- i) Note 12(3) Property, plant and equipment
- ii) Note 14 Impairment of goodwill
- iii) Note 15 Impairment of indefinite life intangible assets
- iv) Note 17 Recoverability/recognition of deferred tax assets



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- v) Note 22 Provision for product warranty
  
- vi) Note 32 Assets and obligations relating to employee benefits

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***f. Revenue recognition***

Revenue is measured at fair value of consideration received or receivable.

*i) Sale of products*

The Company recognizes revenues on the sale of products, net of discounts, sales incentives, customer bonuses and rebates granted, when products are delivered to dealers or when delivered to a carrier for export sales, which is when title and risks and rewards of ownership pass to the customer. Sale of products includes export and other recurring and non-recurring incentives from governments (referred to as incentives). Sale of products is presented net of excise duty where applicable and other indirect taxes.

Revenues are recognized when collectability of the resulting receivable is reasonably assured.

If the sale of products includes a determinable amount for subsequent services (multiple component contracts) the related revenues are deferred and recognized as income over the relevant service period. Amounts are normally recognized as income by reference to the pattern of related expenditure.

Incentives are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received. Incentives are recorded at fair value where applicable. Revenues include incentives of Rs.9,302.2 million, Rs.20,814.4 million and Rs. 23,263.1 million for the years ended March 31, 2017, 2016 and 2015, respectively.

During the years ended March 31, 2017, 2016 and 2015, Rs.5,610.4 million, Rs.9,960.8 million and Rs.13,054.3 million, respectively (included above), were received by a foreign subsidiary as an indirect tax incentive that requires the subsidiary to meet certain criteria relating to vehicle efficiency and investment in engineering and research and development. The incentive is provided as a partial off set to the higher sales tax payable following implementation of new legislation. Rs. 5,610.4 million, Rs. 9,960.8 million and Rs.13,054.3 million for the years ended March 31, 2017, 2016 and 2015, respectively have been recognized in revenue.

*ii) Finance revenues*

Finance and service charges are accrued on the unpaid principal balance of finance receivables using the effective interest method.

***g. Cost recognition***

Costs and expenses are recognized when incurred and are classified according to their nature.

Expenditure capitalized represents employee costs, stores and other manufacturing supplies, and other expenses incurred for construction including product development undertaken by the Company.

***h. Provisions***

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

*i) 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 incidences based on actions on product failures. The timing of outflows will vary as and when warranty claim will arise, being typically up to five years.



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### *ii) Residual risk*

In certain markets, the Company is responsible for the residual risk arising on vehicles sold by dealers under leasing arrangements. 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.

### *iii) Legal and product liability*

Legal and product liability provision is recorded in respect of compliance with regulations and known litigations which impact the Company. The product liability claim primarily relates to motor accident claims, consumer complaints, dealer/supplier terminations, personal injury claims and compliance with regulations.

### *iv) Environmental liability*

Environmental liability relates to various environmental remediation cost such as asbestos removal and land clean up. The timing of when these costs will be incurred is not known with certainty.

### ***i. Foreign currency***

These consolidated financial statements are presented in Indian rupees, which is the functional currency of Tata Motors Limited.

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Foreign currency denominated monetary assets and liabilities are re-measured into the functional currency at the exchange rate prevailing on the balance sheet date. Exchange differences are recognized in the income statement except to the extent, exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings, are capitalized as part of borrowing costs.

For the purpose of consolidation, the assets and liabilities of the Company's foreign operations are translated to Indian rupees at the exchange rate prevailing on the balance sheet date, and the income and expenses at the average rate of exchange for the respective months. Exchange differences arising are recognized as currency translation reserve under equity.

### ***j. Income taxes***

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the income statement except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit or loss, or where they arise from the initial accounting for business combination. In the case of a business combination the tax effect is included in the accounting for the business combination.

Current income taxes are determined based on respective taxable income of each taxable entity and tax rules applicable for respective tax jurisdictions.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately for each taxable entity and for each taxable jurisdiction. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

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Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**k. Earnings per share**

Basic earnings per share has been computed by dividing net income by the weighted average number of shares outstanding during the year. Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

**l. Inventories**

Inventories (other than those recognized consequent to the sale of vehicles subject to repurchase arrangements) are valued at the lower of cost and net realizable value. Cost of raw materials, components and consumables are ascertained on a first in first out basis. Cost, including fixed and variable production overheads, are allocated to work-in-progress and finished goods determined on a full absorption cost basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

Inventories include vehicles sold subject to repurchase arrangements. These vehicles are carried at cost to the Company and are amortized in changes in inventories of finished goods to their residual values (i.e., estimated second hand sale value) over the term of the arrangement.

**m. Property, plant and equipment**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation less accumulated impairment, if any.

Freehold land is measured at cost and is not depreciated.

Heritage assets, comprising antique vehicles purchased by the Company, are not depreciated as they are considered to have a residual value in excess of cost. Residual values are re-assessed on an annual basis.

Cost includes purchase price, taxes and duties, labor cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use.

Interest cost incurred for constructed assets is capitalized up to the date the asset is ready for its 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.

Depreciation is provided on a straight-line basis over estimated useful lives of the assets. Estimated useful lives of the assets are as follows:

|                        | Estimated useful life<br>(years) |
|------------------------|----------------------------------|
| Buildings              | 20 to 60                         |
| Plant and equipment    | 3 to 30                          |
| Computers              | 3 to 6                           |
| Vehicles               | 3 to 11                          |
| Furniture and fixtures | 3 to 21                          |

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

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The depreciation period is reviewed at least at each year end. Changes in expected useful lives are treated as changes in accounting estimates.

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Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use. Capital-work-in-progress includes capital advances.

**n. Intangible assets**

Intangible assets purchased, including those acquired in business combinations, are measured at cost or fair value as of the date of acquisition where applicable less accumulated amortization and accumulated impairment, if any. Intangible assets with indefinite lives are reviewed annually to determine whether indefinite-life assessment continues to be supportable. If not, the change in the useful-life assessment from indefinite to finite is made on a prospective basis.

Amortization is provided on a straight-line basis over estimated useful lives of the intangible assets as per details below

|                                    | <b>Estimated<br/>amortization<br/>period</b> |
|------------------------------------|--|
| Patents and technological know-how | 2 to 12 years                                |
| Dealer network                     | 20 years                                     |
| Intellectual property rights       | 3 to 10 years                                |
| Software                           | 1 to 8 years                                 |

The amortization period for intangible assets with finite useful lives is reviewed at least at each year-end. Changes in expected useful lives are treated as changes in accounting estimates.

Capital work-in-progress includes capital advances.

Customer related intangible assets consists of the Company's dealer network.

*Internally generated intangible asset*

Research costs are charged to the income statement in the year in which they are incurred.

Product development costs incurred on new vehicle platform, engines, transmission and new products are recognized as intangible 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 economic benefits.

The costs capitalized include the cost of materials, direct labor and directly attributable overhead expenditure incurred up to the date the asset is available for use.

Interest cost incurred is capitalized up to the date the asset is ready for its 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.

Product development cost is amortized over a period of 24 months to 120 months or on the basis of actual production or planned production volume over such period.

Capitalized development expenditure is measured at cost less accumulated amortization and accumulated impairment, if any.

**o. Leases**

At the inception of a lease, the lease arrangement is classified as either a finance lease or an operating lease, based on the substance of the lease arrangement.

*Assets taken on finance lease*

A finance lease is recognized as an asset and a liability at the commencement of the lease, at the lower of the fair value of the asset and the present value of the minimum lease payments. Initial direct costs, if any, are also capitalized and, subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.



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*Assets taken on operating lease*

Leases other than finance leases are operating leases, and the leased assets are not recognized on the Company's balance sheet. Payments made under operating leases are recognized in the income statement on a straight-line basis over the term of the lease.

***p. Impairment***

*i) Goodwill*

Cash generating units to which goodwill is allocated are tested for impairment annually at each balance sheet date, or more frequently when there is an indication that the unit may be impaired. 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. Goodwill impairment loss recognized is not reversed in subsequent period.

*ii) Property, plant and equipment and other intangible assets*

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of 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.

Intangible assets with indefinite useful lives and intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the income statement.

***q. Employee benefits***

*i) Pension plans*

The Jaguar Land Rover subsidiaries operate 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 recognized.

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A separate defined contribution plan is available to employees of Jaguar Land Rover. Costs in respect of this plan are charged to the income statement as incurred.

### *ii) Gratuity*

Tata Motors Limited and 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. Tata Motors Limited and such subsidiaries make annual contributions to gratuity funds established as trusts or insurance companies. Tata Motors Limited and its subsidiaries in India account for the liability for gratuity benefits payable in the future based on an actuarial valuation.

### *iii) Superannuation*

Tata Motors Limited and some of its subsidiaries in India 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. Tata Motors Limited and such subsidiaries account for superannuation benefits payable in future under the plan based on an 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.

During the year ended March 31, 2015, the employees covered by this plan were given a one-time option to exit from the plan prospectively. Furthermore, the employees who opted for exit were given one-time option to withdraw accumulated balances from the superannuation plan.

Separate irrevocable trusts are maintained for employees covered and entitled to benefits. Tata Motors Limited and its subsidiaries contribute up to 15% or Rs.150,000, whichever is lower, of the eligible employees' salary to the trust every year. Such contributions are recognized as an expense when incurred. Tata Motors Limited and such subsidiaries have no further obligation beyond this contribution.

### *iv) Bhavishya Kalyan Yojana (BKY)*

Bhavishya Kalyan Yojana is an unfunded defined benefit plan for employees of Tata Motors Limited and some of its subsidiaries. The benefits of the plan include pension in certain cases, payable up to 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 appropriate authority. 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 greater. Tata Motors Limited and these subsidiaries account for the liability for BKY benefits payable in the future based on an actuarial valuation.

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v) *Provident fund and family pension*

In accordance with Indian law, eligible employees of Tata Motors Limited 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 make monthly 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 an irrevocable trust by Tata Motors Limited and its subsidiaries or to respective Regional Provident Fund Commissioner and the Central Provident Fund under the State Pension scheme.

vi) *Severance indemnity*

Tata Daewoo Commercial Vehicle Company Limited, or TDCV, a subsidiary company 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.

vii) *Post-retirement medicare scheme*

Under this unfunded scheme, employees of Tata Motors Limited and some of its subsidiaries receive medical benefits subject to certain limits on amounts of benefits, 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 an Early Separation Scheme, on medical grounds or due to permanent disablement are also covered under the scheme. Tata Motors Limited and such subsidiaries account for the liability for post-retirement medical scheme based on an actuarial valuation.

viii) *Remeasurement gains and losses*

Remeasurement comprising actuarial gains and losses, the effect of the asset ceiling and the return on assets (excluding interest) relating to retirement benefit plans, are recognized directly in other comprehensive income in the period in which they arise. Remeasurement recorded in other comprehensive income is not reclassified to income statement.

Actuarial gains and losses relating to long-term employee benefits are recognized in the income statement in the period in which they arise.

ix) *Measurement date*

The measurement date of retirement plans is March 31.

r. *Dividends*

Any dividend declared or paid by Tata Motors Limited for any financial year is based on the profits available for distribution as reported in the unconsolidated statutory financial statements of Tata Motors Limited (Standalone) prepared in accordance with Generally Accepted Accounting Principles in India. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the statutory financial statements of Tata Motors Limited (Standalone) prepared in accordance with Generally Accepted Accounting Principles in India after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act. However, in the absence or inadequacy of the said profits, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and payment of Dividend) Rules, 2014. Accordingly, in certain years the net income reported in these financial statements may not be fully distributable. The amount available for distribution is Rs.Nil as at March 31, 2017 (Rs.1,981.9 million as at March 31, 2016).

s. *Segments*

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The Company primarily operates in the automotive segment. The automotive segment comprises two reportable segments i.e. Tata and other brand vehicles, including financing thereof and Jaguar Land Rover. Other operating segments do not meet the quantitative thresholds for disclosure and have been aggregated.

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*t. Financial instruments*

*i) Classification, initial recognition and measurement*

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets are classified into categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables and available-for-sale financial assets. Financial liabilities are classified into financial liabilities at fair value through profit or loss and other financial liabilities.

Financial instruments are recognized on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initially, a financial instrument is recognized at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognized in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

***Financial assets and financial liabilities at fair value through profit or loss:*** Derivatives, including embedded derivatives separated from the host contract, unless they are designated as hedging instruments, for which hedge accounting is applied, are classified into this category. These are measured at fair value with changes in fair value recognized in the income statement.

***Loans and receivables:*** Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and which are not classified as financial assets at fair value through profit or loss or financial assets available-for-sale. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses.

These include trade receivables, finance receivables, balances with banks, short-term deposits with banks, other financial assets and investments with fixed or determinable payments.

***Available-for-sale financial assets:*** Available-for-sale financial assets are those non-derivative financial assets that are either designated as such upon initial recognition or are not classified in any of the other financial assets categories. Subsequently, these are measured at fair value and changes therein, other than impairment losses are recognized directly in other comprehensive income, net of applicable deferred income taxes.

Dividends from available-for-sale debt securities are recognized in the income statement when the right to receive payment has been established.

Equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, are measured at cost.

When the financial asset is derecognized, the cumulative gain or loss in equity is transferred to the income statement.

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**Equity instruments:** An equity instrument is any contract that evidences residual interests in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

**Other financial liabilities:** These are measured at amortized cost using the effective interest method.

*ii) Determination of fair value:*

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

*iii) Derecognition of financial assets and financial liabilities:*

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Financial liabilities are derecognized when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

*iv) Impairment of financial assets:*

The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

**Loans and receivables:** Objective evidence of impairment includes default in payments with respect to amounts receivable from customers.

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Impairment loss in respect of loans and receivables is calculated as the difference between their carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Such impairment loss is recognized in the income statement. If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. The reversal is recognized in the income statement. Loans and receivables are generally written off against the allowance only after all means of collection have been exhausted and the potential for recovery is considered remote.

**Available-for-sale financial assets:** If the available-for-sale financial asset is impaired, the difference between the financial asset's acquisition cost (net of any principal repayments and amortization) and the current fair value, less any previous impairment loss recognized in the income statement, is reclassified from equity to income statement. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized, the impairment loss is reversed. The reversal is recognized in the income statement. Reversal of impairment loss on equity investments classified as available-for-sale is not recognized in the income statement. Increase in their fair value after impairment is recognized in other comprehensive income.

Impairment loss on equity investments carried at cost is not reversed.

### **u. Hedge accounting**

The Company uses foreign currency forward contracts, foreign currency option contracts and borrowings denominated in foreign currency to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates these forward and option contracts and borrowings denominated in foreign currency in a cash flow hedging relationship by applying the hedge accounting principles.

These forward and option contracts are stated at fair value at each reporting date. Changes in the fair value of these forward and option contracts that are designated and effective as hedges of future cash flows are recognized in other comprehensive income (net of tax) and the ineffective portion is recognized immediately in the consolidated income statement under Foreign exchange (gain)/loss. The effective portion of changes in the carrying value of foreign currency borrowings that are designated and effective hedges, arising from changes in the foreign currency spot rates are recognized in other comprehensive income (net of tax). Amounts accumulated in equity relating to revenues and purchases of Raw materials are reclassified to income statement, in the periods in which the forecasted transactions occurs.

In Fiscal 2017, foreign exchange loss amounting to Rs.112,697.8 million and foreign exchange gain amounting to Rs.7,553.4 million in respect of revenues and purchases of raw materials, respectively which has been reclassified from Hedging reserve to Income Statement, has been included and presented as part of *Revenues* and *Raw Materials, Components and Consumables*, respectively. Previously these were included and presented in the Income statement within the line item *Foreign exchange (gain)/loss*.

The change in presentation has been retrospectively applied to all the periods presented and accordingly foreign exchange gain of Rs.7,690.6 million and Rs.23,663.4 million in respect of revenues and foreign exchange loss of Rs.25,570.8 million and Rs.15,972.8 million in respect of purchases of raw materials, which has been reclassified from Hedging reserve to Income statement in the years ended March 31, 2016 and 2015, respectively, have been reclassified and included as part of *Revenues* and *Raw Materials, Components and Consumables*, respectively.

The change in presentation does not affect Net Income, Total comprehensive income and earnings per share in any of the periods presented.

For options, the time value is not considered part of the hedge, and this is treated as an ineffective hedge portion and recognized immediately in the consolidated income statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecast transactions, any cumulative gain or loss on the hedging instrument recognized in equity is retained there until the forecast transaction occurs.

If the forecast transaction is no longer expected to occur, the net cumulative gain or loss recognized in equity is immediately transferred to the consolidated income statement for the year.





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The Company has not applied the following new and revised IFRSs that have been issued but are not yet effective.

|   |  |
|---|--|
| IFRS 9                                      | Financial Instruments <sup>2</sup>   |
| IFRS 15                                     | Revenue from Contracts with Customers <sup>2</sup>   |
| IFRS 16                                     | Leases <sup>3</sup>  |
| Amendments to IFRS 10 & IAS 28              | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup> |
| Amendments to IAS 12                        | Income Taxes <sup>1</sup>  |
| Amendment to IAS 7                          | Statement of Cash Flows <sup>1</sup>   |
| Amendment to IFRS 2                         | Share-based Payment <sup>2</sup>   |
| Annual improvements to IFRS 2014-2016 Cycle | IFRS 12 <sup>1</sup> ,   |
| IFRIC 22                                    | Foreign Currency Transactions and Advance Consideration <sup>2</sup>                               |
| Amendments to IAS 40                        | Investment Property <sup>2</sup>   |
| IFRS 17                                     | Insurance Contracts <sup>5</sup>   |
| IFRIC 23                                    | Uncertainty over Income Tax Treatments <sup>3</sup>  |

<sup>1</sup> Effective for annual periods beginning on or after January 1, 2017.

<sup>2</sup> Effective for annual periods beginning on or after January 1, 2018.

<sup>3</sup> Effective for annual periods beginning on or after January 1, 2019.

<sup>4</sup> The IASB has postponed indefinitely the effective date, with early adoption permitted.

<sup>5</sup> Effective for annual periods beginning on or after January 1, 2021.

**IFRS 9 Financial Instruments**

In July 2014, the IASB completed the final element of its comprehensive response to the financial crisis by issuing IFRS 9 Financial Instruments. The package of improvements introduced by IFRS 9 includes a logical model for classification and measurement, a single, forward-looking expected loss impairment model and a substantially reformed approach to hedge accounting. The new standard will come into effect on January 1, 2018, with early application permitted.

The Company has undertaken an assessment of classification and measurement and the Company does not expect a significant impact on the consolidated financial statements.

The new impairment model requires the recognition of impairment provisions based on expected credit losses rather than only incurred credit losses as is the case under IAS 39. The Company has assessed the new impairment model and, based on its preliminary assessment, it does not expect that the new impairment model will have significant impact on the net income.

The new hedge accounting requirement will align more closely with the Company's risk management practices. More hedge relationships might be eligible for hedge accounting as the standard introduces a more principles-based approach. The Company has undertaken an assessment of its IAS 39 hedge relationships against the requirements of IFRS 9 and concluded its current hedge relationships will qualify as continuing hedges upon the adoption of IFRS 9. The Company has identified a change with respect to the treatment of the cost of hedging, specifically the time value of the foreign exchange options and foreign currency basis included in the foreign exchange forwards. The Company is assessing the impact of these changes on its consolidated financial statements. The Company anticipates that the time value of foreign exchange options and the foreign currency basis included in the foreign exchange forwards will be recorded in a separate component of the statement of comprehensive income. Foreign exchange gains or losses for non-financial items will be recognized as an adjustment to that non-financial item (i.e. inventory) when recorded on the consolidated balance sheet.

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Company's disclosures about its financial instruments on the adoption of the new standard.



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*IFRS 15 Revenue from Contracts with Customers*

The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the new standard is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the company expects to be entitled in exchange for those goods or services. The new standard also will result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. IFRS 15 is effective from January 1, 2018, with early application permitted.

The Company have preliminary assessed that the profit impact of IFRS 15 will be immaterial to the consolidated financial statements. The Company is still in the process of assessing the full impact of the application of IFRS 15 on the Company's consolidated financial statements, including on additional disclosures required.

*IFRS 16 Leases*

In January 2016, the IASB issued IFRS 16 - Leases which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract and replaces the previous leases standard, IAS 17 - Leases. IFRS 16, which is not applicable to service contracts, but only applicable to leases or lease components of a contract, defines a lease as a contract that conveys to the customer (lessee) the right to use an asset for a period of time in exchange for consideration. IFRS 16 eliminates the classification of leases for the lessee as either operating leases or finance leases as required by IAS 17 and instead, introduces a single lessee accounting model whereby a lessee is required to recognize assets and liabilities for all leases with a term that is greater than 12 months, unless the underlying asset is of low value, and to recognize depreciation of leased assets separately from interest on lease liabilities in the income statement. As IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17, a lessor will continue to classify its leases as operating leases or finance leases and to account for those two types of leases differently. IFRS 16 is effective from January 1, 2019, with early adoption allowed only if IFRS 15 - Revenue from Contracts with Customers is also adopted.

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The Company is currently assessing the impact of adopting IFRS 16.

### *Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

In September 2014, IASB issued an amendment to IFRS 10 and IAS 28 to clarify the treatment of the sale or contribution of assets from an investor to its associate or joint venture, as follows:

Requires full recognition in the investor's financial statements of gains and losses arising on the sale or contribution of assets that constitute a business (as defined in IFRS 3 Business Combinations)

Requires the partial recognition of gains and losses where the assets do not constitute a business, i.e., a gain or loss is recognized only to the extent of the unrelated investors' interests in that associate or joint venture.

These requirements apply regardless of the legal form of the transaction, for example, whether the sale or contribution of assets occurs by an investor transferring shares in a subsidiary that holds the assets (resulting in loss of control of the subsidiary), or by the direct sale of the assets themselves.

The IASB has postponed indefinitely the effective date, with early adoption permitted.

### *Amendments to IAS 12 Income Taxes*

In January 2016, the IASB issued amendments to IAS 12- Income Taxes that clarify how to account for deferred tax assets related to debt instruments measured at fair value. These amendments are effective for annual periods beginning on or after January 1, 2017, with earlier adoption permitted. The Company does not have debt instruments measured at fair value as at March 31, 2017.

### *Amendments to IAS 7 Statements of Cash Flows*

In January 2016, the IASB issued amendments to IAS 7 - Statement of Cash Flows introducing additional disclosures that will enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments are effective from January 1, 2017, with earlier adoption permitted. This will result in additional disclosure by the Company in consolidated statements of cash flows.

### *Amendments to IFRS 2 Share-based Payments*

In June 2016, the IASB issued amendments to IFRS 2 - Share-based Payments that clarify how to account certain share-based payment transactions. The amendments for:

Accounting requirements with respect to the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments;

Accounting requirements with respect to share-based payment transactions with a net settlement feature for withholding tax obligations; and

Modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The amendments are effective from January 1, 2018, with early adoption permitted.

The Company is currently assessing the impact of adopting the amendments.



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*Annual Improvement to IFRS Standards 2014-2016 Cycle*

As part of its annual process of revising and improving existing standards, the IASB issued in December 2016, the Annual Improvement to IFRSs: 2014-2016 Cycle amending the IFRS 12 Disclosure of Interests in Other Entities. The amendment clarified the scope of the disclosure requirements by specifying that the disclosure requirements in IFRS 12, other than those in paragraphs B10 B16, apply to interests that are classified as held for sale or discontinued operations. The clarified standard is effective for annual periods beginning on or after January 1, 2017.

The Company is currently assessing the impact of adopting the amendments.

*IFRIC 22 Foreign Currency Transaction and Advance Consideration*

In December 2016, the IASB issued IFRIC 22 which clarified accounting requirements with respect to exchange rate to be used for reporting foreign currency transactions when payment is made or received in advance. This is effective for annual periods beginning on or after January 1, 2018. The Company is currently assessing the impact of adopting IFRIC 22.

*Amendments to IAS 40 Investment Property*

The amendments concern the application of paragraph 57 of IAS 40 Investment Property, which provides guidance on transfers to, or from, investment properties. This is effective for annual periods beginning on or after January 1, 2018.

*IFRS 17 Insurance Contracts*

In May 2017, IASB issued IFRS 17 which establishes the principles for recognition, measurement, presentation and disclosure of insurance contracts and supersedes IFRS 4 Insurance Contracts. The standard outlines a General Model, which is modified for insurance contracts with direct participation features, described as Variable Fee Approach. The General Model is simplified if certain criteria are met by measuring the liability for remaining coverages using the Premium Allocation Approach. The General Model will use current assumptions to estimate the amounts, timings and uncertainty of future cash flows and it will explicitly measure the cost of that uncertainty; it takes into account market interest rates and impact of policyholders options and guarantee. The standard is effective for annual periods beginning on or after January 1, 2021 with early application permitted; it is applied retrospectively unless impracticable, in which case the modified retrospective approach or the fair value approach is applied. The Company is currently assessing the impact of IFRS 17.

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*IFRIC 23 Uncertainty over Income Tax Treatments*

In June 2017, IASB issued IFRIC 23 which sets out how to determine the accounting tax position when there is uncertainty over income tax treatments. The Interpretation requires an entity to:

determine whether uncertain tax positions are assessed separately or as a group; and

assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings: If yes, the entity should determine its accounting tax position consistently with the tax treatment used or planned to be used in its income tax filings. If no, the entity should reflect the effect of uncertainty in determining its accounting tax position.

The Interpretation applies to annual reporting periods beginning on or after January 1, 2019. Earlier application is permitted.

*w. Convenience translation*

The consolidated financial statements have been presented in Indian rupees ( Rs. ), Tata Motors Limited's functional currency. For the convenience of the reader, the financial statements as at and for the year ended March 31, 2017, have been translated into U.S. dollars at US\$1.00 = Rs.64.85, based on fixing rate in the City of Mumbai on March 31, 2017, for cable transfers in Indian rupees as published by the Foreign Exchange Dealers' Association of India (FEDAI).

Such translation should not be construed as representation that the rupee amounts have been or could be converted into U.S. dollars at that or any other rate, or at all.

**Table of Contents****3. Cash and cash equivalents**

Cash and cash equivalents consist of the following:

|   | 2017        |                | As at March 31,<br>2017<br>(In millions) |                  | 2016                 |
|---|-------------|----------------|--|------------------|----------------------|
| Cash balances   | US\$        | 5.0            | Rs.                                      | 326.2            | Rs. 400.9            |
| Balances with banks (including deposits with original maturity of up to three months) |             | 2,151.8        |  | 139,541.4        | 171,135.2            |
| <b>Total</b>  | <b>US\$</b> | <b>2,156.8</b> | <b>Rs.</b>                               | <b>139,867.6</b> | <b>Rs. 171,536.1</b> |

**4. Finance receivables**

Finance receivables consist of vehicle loans, the details of which are as follows:

|                                   | 2017        |                | As at March 31,<br>2017<br>(In millions) |                  | 2016                 |
|-----------------------------------|-------------|----------------|--|------------------|----------------------|
| Finance receivables               | US\$        | 3,263.0        | Rs.                                      | 211,607.6        | Rs. 207,501.7        |
| Less: allowance for credit losses |             | 554.7          |  | 35,975.1         | 44,131.9             |
| <b>Total</b>                      | <b>US\$</b> | <b>2,708.3</b> | <b>Rs.</b>                               | <b>175,632.5</b> | <b>Rs. 163,369.8</b> |
| Current portion                   |             | 1,050.1        |  | 68,101.2         | 60,773.1             |
| Non-current portion               |             | 1,658.2        |  | 107,531.3        | 102,596.7            |
| <b>Total</b>                      | <b>US\$</b> | <b>2,708.3</b> | <b>Rs.</b>                               | <b>175,632.5</b> | <b>Rs. 163,369.8</b> |

Changes in the allowance for credit losses in finance receivables are as follows:

|                                 | 2017        |              | Year ended March 31,<br>2017 |                 | 2016                | 2015                |
|---------------------------------|-------------|--------------|------------------------------|-----------------|---------------------|---------------------|
|                                 |             |              | (In millions)                |                 |                     |                     |
| Balance at the beginning        | US\$        | 680.5        | Rs.                          | 44,131.9        | Rs. 46,554.3        | Rs. 31,587.5        |
| Allowances made during the year |             | 87.2         |                              | 5,653.5         | 8,600.3             | 23,226.2            |
| Written off                     |             | (213.0)      |                              | (13,810.3)      | (11,022.7)          | (8,259.4)           |
| <b>Balance at the end</b>       | <b>US\$</b> | <b>554.7</b> | <b>Rs.</b>                   | <b>35,975.1</b> | <b>Rs. 44,131.9</b> | <b>Rs. 46,554.3</b> |

**5. Allowance for trade and other receivables**

Change in the allowances for trade and other receivables are as follows:



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|  | 2017              | Year ended March 31, |                     | 2015               |
|--|-------------------|----------------------|---------------------|--------------------|
|  |                   | 2017                 | 2016                |                    |
|  | (In millions)     |                      |                     |                    |
| Balance at the beginning                 | US\$ 223.0        | Rs. 14,460.4         | Rs. 8,727.8         | Rs. 7,321.8        |
| Allowances made during the year          | 26.3              | 1,706.0              | 6,719.1             | 2,371.0            |
| Written off                              | (20.7)            | (1,340.3)            | (889.3)             | (839.3)            |
| Foreign exchange translation differences | 5.3               | 344.2                | (97.2)              | (125.7)            |
| <b>Balance at the end</b>                | <b>US\$ 233.9</b> | <b>Rs. 15,170.3</b>  | <b>Rs. 14,460.4</b> | <b>Rs. 8,727.8</b> |

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**Table of Contents****6. Investments**

Investments consist of the following:

|                                      | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|--------------------------------------|---------------------|--|----------------------|
| Available-for-sale, at fair value    | US\$ 2,363.4        | Rs. 153,265.3                            | Rs. 194,434.8        |
| Unquoted equity investments, at cost | 59.0                | 3,823.1                                  | 3,900.0              |
| Loans and receivables                | 2.9                 | 191.3                                    | 82.6                 |
| <b>Total</b>                         | <b>US\$ 2,425.3</b> | <b>Rs. 157,279.7</b>                     | <b>Rs. 198,417.4</b> |

Available-for-sale, financial assets (investments) are as follows:

|  | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|--|---------------------|--|----------------------|
| Quoted equity shares                       | US\$ 40.0           | Rs. 2,602.9                              | Rs. 2,105.0          |
| Mutual funds                               | 2,323.4             | 150,662.4                                | 192,329.8            |
| <b>Total available for sale securities</b> | <b>US\$ 2,363.4</b> | <b>Rs. 153,265.3</b>                     | <b>Rs. 194,434.8</b> |

The current and non-current classifications of investments are as follows:

|                         | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|-------------------------|---------------------|--|----------------------|
| Current investments     | US\$ 2,319.4        | Rs. 150,411.5                            | Rs. 192,329.8        |
| Non-current investments | 105.9               | 6,868.2                                  | 6,087.6              |
| <b>Total</b>            | <b>US\$ 2,425.3</b> | <b>Rs. 157,279.7</b>                     | <b>Rs. 198,417.4</b> |

The fair value of the unquoted equity investments cannot be reliably measured as the variability in the range of fair value estimates is significant and the probabilities of the various estimates cannot be reasonably assessed.

**Table of Contents****7. Other financial assets - current**

Other financial assets - current consist of the following:

|  | 2017              | As at March 31,<br>2017<br>(In millions) | 2016                |
|--|-------------------|--|---------------------|
| Derivative financial instruments                   | US\$ 232.9        | Rs. 15,101.8                             | Rs. 7,572.8         |
| Advances and other receivables recoverable in cash | 110.4             | 7,159.0                                  | 10,275.7            |
| Inter corporate deposits                           |                   | 3.1                                      | 303.1               |
| Loans to joint operation                           |                   |  | 1,325.0             |
| Restricted bank deposits                           | 36.8              | 2,383.6                                  | 5,308.2             |
| <b>Total</b>                                       | <b>US\$ 380.1</b> | <b>Rs. 24,647.5</b>                      | <b>Rs. 24,784.8</b> |

Restricted bank deposits include Rs. 1,861.4 million and Rs. 3,616.7 million as at March 31, 2017 and 2016, respectively, held as security in relation to interest and repayment of borrowings. Out of these deposits, Rs. 1,186.4 million and Rs. 1,766.7 million as at March 31, 2017 and 2016, respectively, are pledged till the maturity of the respective borrowings.

Loans to joint operations Rs. 1,325.0 million was fully repaid during the year ended March 31, 2017.

**8. Other financial assets (non-current)**

Other financial assets - non-current consist of the following:

|                                   | 2017              | As at March 31,<br>2017<br>(In millions) | 2016                |
|-----------------------------------|-------------------|--|---------------------|
| Margin money with banks           | US\$ 11.5         | Rs. 745.6                                | Rs. 156.3           |
| Restricted deposits               | 8.8               | 571.9                                    | 2,170.5             |
| Loans to employees                | 4.3               | 277.3                                    | 298.6               |
| Loan to equity accounted investee |                   |  | 1,600.0             |
| Derivative financial instruments  | 428.0             | 27,753.4                                 | 15,916.9            |
| Others                            | 112.5             | 7,299.5                                  | 4,761.3             |
| <b>Total</b>                      | <b>US\$ 565.1</b> | <b>Rs. 36,647.7</b>                      | <b>Rs. 24,903.6</b> |

Margin money with banks is restricted cash deposits and consists of collateral provided for transfer of finance receivables.

Restricted deposits as at March 31, 2017 and 2016 of Rs. 323.7 million and Rs. 1,813.6 million, respectively held as a financial deposit in relation to ongoing legal cases.

As at March 31, 2016, loan to equity accounted investees carried an interest rate of 9% and was repayable at par or convertible into equity shares at fair value after seven years from Fiscal 2015. During the year ended March 31, 2017, at the request of the equity accounted investee, the Company modified the terms of the loan and subsequently the loan has been converted into equity shares at fair value.

**9. Inventories**

Inventories consist of the following:

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|   | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|---|---------------------|--|----------------------|
| Raw materials, components and consumables | US\$ 527.7          | Rs. 34,220.0                             | Rs. 34,752.4         |
| Work-in-progress                          | 561.7               | 36,425.6                                 | 42,580.8             |
| Finished goods                            | 4,353.2             | 282,308.2                                | 249,037.2            |
| <b>Total</b>                              | <b>US\$ 5,442.6</b> | <b>Rs. 352,953.8</b>                     | <b>Rs. 326,370.4</b> |

Inventories of finished goods include Rs. 26,379.4 million and Rs. 23,863.1 million as at March 31, 2017 and 2016, respectively, relating to vehicles sold subject to repurchase arrangements.

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Cost of inventories (including cost of purchased products) recognized as expense during the years ended March 31, 2017, 2016 and 2015 amounted to Rs. 1,975,324.2 million, Rs. 1,938,179.8 million and Rs. 1,880,278.8 million, respectively.

During the years ended March 31, 2017, 2016 and 2015, the Company recorded inventory write-down expenses of Rs. 3,725.1 million, Rs. 3,285.9 million (excluding provision for loss of inventory at port of Tianjin in China mentioned below) and Rs. 5,527.2 million, respectively.

A provision of Rs. 16,383.9 million (GBP 157 million)(net of insurance recoveries of Rs. 5,342.4 million (GBP 55 million)) has been recognized against the carrying value of inventory during the year ended March 31, 2016, for the damage due to explosion at the port of Tianjin in China in August 2015. During the year ended March 31, 2017, Rs. 13,301.0 million (GBP 151 million) relating to insurance recoveries, recovery of import duties and taxes and an updated assessment of the condition of the remaining vehicles led to a reversal of the initial provision recorded.

**10. Other current assets**

Other current assets consist of the following:

|   | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                |
|---|---------------------|--|---------------------|
| Advances to suppliers and contractors                                     | US\$ 62.1           | Rs.4,029.4                               | Rs.2,055.7          |
| VAT, other taxes recoverable, statutory deposits and dues from government | 756.4               | 49,049.8                                 | 44,642.7            |
| Prepaid expenses  | 170.6               | 11,063.0                                 | 11,180.7            |
| Others  | 20.1                | 1,297.7                                  | 406.1               |
| <b>Total</b>  | <b>US\$ 1,009.2</b> | <b>Rs. 65,439.9</b>                      | <b>Rs. 58,285.2</b> |

**11. Other non-current assets**

Other non-current assets consist of the following:

|  | 2017              | As at March 31,<br>2017<br>(In millions) | 2016                |
|--|-------------------|--|---------------------|
| Taxes recoverable, statutory deposits and dues from government | US\$ 173.5        | Rs.11,252.6                              | Rs.9,802.7          |
| Prepaid rentals on operating leases                            | 50.3              | 3,261.0                                  | 2,228.0             |
| Prepaid expenses   | 97.3              | 6,312.4                                  | 4,227.8             |
| Others   | 30.7              | 1,985.1                                  | 2,843.3             |
| <b>Total</b>   | <b>US\$ 351.8</b> | <b>Rs. 22,811.1</b>                      | <b>Rs. 19,101.8</b> |

Others include Rs. 103.6 million and Rs. 90.1 million towards pension assets as at March 31, 2017 and 2016, respectively.

**Table of Contents****12. Property, plant and equipment**

Property, plant and equipment consists of the following:

|  | Land and<br>buildings | Plant and<br>equipment | Vehicles           | Computers<br>(In millions) | Furniture<br>and fixtures | Heritage<br>Assets | Total                |
|--|-----------------------|------------------------|--------------------|----------------------------|---------------------------|--------------------|----------------------|
| <b>Cost as at April 1, 2016</b>                      | <b>Rs. 151,738.8</b>  | <b>Rs. 790,647.8</b>   | <b>Rs. 2,790.4</b> | <b>Rs. 18,131.6</b>        | <b>Rs. 12,396.4</b>       | <b>Rs. 4,977.8</b> | <b>Rs. 980,682.8</b> |
| Additions  | 11,796.2              | 94,006.5               | 529.3              | 3,182.6                    | 1,433.5                   | 14.8               | 110,962.9            |
| Write down of assets                                 |                       |                        |                    |                            |                           |                    |                      |
| Currency translation differences                     | (16,112.7)            | (88,612.9)             | (115.4)            | (1,375.9)                  | (1,312.1)                 | (759.0)            | (108,288.0)          |
| Disposal   | (1,003.3)             | (4,913.9)              | (215.3)            | (471.9)                    | (294.7)                   |                    | (6,899.1)            |
| <b>Cost as at March 31, 2017</b>                     | <b>146,419.0</b>      | <b>791,127.5</b>       | <b>2,989.0</b>     | <b>19,466.4</b>            | <b>12,223.1</b>           | <b>4,233.6</b>     | <b>976,458.6</b>     |
| <b>Accumulated Depreciation as at April 1, 2016</b>  | <b>(21,900.4)</b>     | <b>(341,171.9)</b>     | <b>(1,580.7)</b>   | <b>(10,648.8)</b>          | <b>(5,438.5)</b>          |                    | <b>(380,740.3)</b>   |
| Depreciation for the year                            | (5,229.4)             | (85,693.0)             | (471.2)            | (1,816.7)                  | (1,346.6)                 |                    | (94,556.9)           |
| Write down of assets                                 |                       | (1,020.4)              |                    |                            |                           |                    | (1,020.4)            |
| Currency translation differences                     | 1,841.6               | 35,933.7               | 47.9               | 411.1                      | 507.2                     |                    | 38,741.5             |
| Disposal   | 512.4                 | 3,689.8                | 171.4              | 380.8                      | 261.3                     |                    | 5,015.7              |
| <b>Accumulated Depreciation as at March 31, 2017</b> | <b>(24,775.8)</b>     | <b>(388,261.8)</b>     | <b>(1,832.6)</b>   | <b>(11,673.6)</b>          | <b>(6,016.6)</b>          |                    | <b>(432,560.4)</b>   |
| <b>Net carrying amount as at March 31, 2017</b>      | <b>Rs. 121,643.2</b>  | <b>Rs. 402,865.7</b>   | <b>Rs. 1,156.4</b> | <b>Rs. 7,792.8</b>         | <b>Rs. 6,206.5</b>        | <b>Rs. 4,233.6</b> | <b>Rs. 543,898.2</b> |
| Capital work-in-progress                             |                       |                        |                    |                            |                           |                    | 107,301.2            |
| <b>Total</b>   |                       |                        |                    |                            |                           |                    | <b>Rs. 651,199.4</b> |
|  |                       |                        |                    |                            |                           |                    | US\$ 10,041.6        |
| <b>Cost as at April 1, 2015</b>                      | <b>Rs. 123,715.4</b>  | <b>Rs. 645,370.5</b>   | <b>Rs. 2,657.3</b> | <b>Rs. 14,439.0</b>        | <b>Rs. 10,081.2</b>       | <b>Rs. 4,821.2</b> | <b>Rs. 801,084.6</b> |
| Additions  | 27,035.6              | 143,627.8              | 570.4              | 3,894.1                    | 2,479.0                   |                    | 177,606.9            |
| Write down of assets                                 |                       | (2,257.9)              |                    |                            |                           |                    | (2,257.9)            |
| Currency translation differences                     | 1,886.9               | 9,810.4                | 14.5               | 82.6                       | 163.8                     | 156.6              | 12,114.8             |
| Disposal   | (899.1)               | (5,903.0)              | (451.8)            | (284.1)                    | (327.6)                   |                    | (7,865.6)            |
| <b>Cost as at March 31, 2016</b>                     | <b>151,738.8</b>      | <b>790,647.8</b>       | <b>2,790.4</b>     | <b>18,131.6</b>            | <b>12,396.4</b>           | <b>4,977.8</b>     | <b>980,682.8</b>     |
| <b>Accumulated Depreciation as at April 1, 2015</b>  | <b>(17,460.8)</b>     | <b>(272,264.0)</b>     | <b>(1,526.0)</b>   | <b>(9,302.6)</b>           | <b>(4,318.5)</b>          |                    | <b>(304,871.9)</b>   |
| Depreciation for the year                            | (4,420.1)             | (71,972.4)             | (428.5)            | (1,457.7)                  | (1,363.8)                 |                    | (79,642.5)           |
| Write down of assets                                 |                       | 1,654.7                |                    |                            |                           |                    | 1,654.7              |
| Currency translation differences                     | (195.6)               | (2,799.5)              | (2.4)              | (53.7)                     | (61.8)                    |                    | (3,113.0)            |
| Disposal   | 176.1                 | 4,209.3                | 376.2              | 165.2                      | 305.6                     |                    | 5,232.4              |
| <b>Accumulated Depreciation as at March 31, 2016</b> | <b>(21,900.4)</b>     | <b>(341,171.9)</b>     | <b>(1,580.7)</b>   | <b>(10,648.8)</b>          | <b>(5,438.5)</b>          |                    | <b>(380,740.3)</b>   |
| <b>Net carrying amount as at March 31, 2016</b>      | <b>Rs. 129,838.4</b>  | <b>Rs. 449,475.9</b>   | <b>Rs. 1,209.7</b> | <b>Rs. 7,482.8</b>         | <b>Rs. 6,957.9</b>        | <b>Rs. 4,977.8</b> | <b>Rs. 599,942.5</b> |
| Capital work- in-progress                            |                       |                        |                    |                            |                           |                    | 70,122.5             |
| <b>Total</b>   |                       |                        |                    |                            |                           |                    | <b>Rs. 670,065.0</b> |

**Table of Contents****Notes:**

1. Net carrying amounts of property, plant and equipment under finance lease arrangements were as follows:

|                     | 2017             | As at March 31,<br>2017<br>(In millions) | 2016               |
|---------------------|------------------|--|--------------------|
| Land                | US\$             | Rs.                                      | Rs.247.0           |
| Buildings           | 17.6             | 1,139.7                                  | 1,146.2            |
| Plant and equipment | 8.6              | 559.2                                    | 1,343.3            |
| Computers           | 2.4              | 155.2                                    | 229.1              |
| <b>Total</b>        | <b>US\$ 28.6</b> | <b>Rs. 1,854.1</b>                       | <b>Rs. 2,965.6</b> |

2. Land and buildings includes freehold land of Rs. 24,921.4 million and Rs. 28,868.0 million as at March 31, 2017 and 2016, respectively.
3. Capital work-in progress as at March 31, 2014, included building under construction at Singur in West Bengal of Rs. 3,098.8 million for the purpose of manufacturing automobiles. The Company had initially set up its Nano project in Singur, West Bengal under a lease agreement with the West Bengal Industrial Development Corporation, or WBIDC. In October 2008, the Company moved the Nano project to Sanand in Gujarat. In June 2011, the newly elected Government of West Bengal (State Government) enacted a law canceling the land lease agreement at Singur, and took over possession of the land. The Company challenged the constitutional validity of the law. In June 2012, the Calcutta High Court declared the law unconstitutional and restored the Company's rights under the land lease agreement. The State Government filed an appeal in the Supreme Court of India in August 2012.

During the year ended March 31, 2015, the Company made a provision for carrying capital cost of buildings at Singur amounting to Rs. 3,098.8 million.

In August 2016, the Supreme Court of India ordered the State Government to return the land to the farmers from whom WBIDC acquired the land. Following this decision, the Company decided to pursue the indemnities provided by WBIDC as lessor. WBIDC did not respond positively, and pursuant to the lease agreement, the Company is currently taking steps to commence the arbitration.

4. In Fiscal 2017, the Company revised the useful life of certain plant and equipment resulting in an additional depreciation of Rs. 7,037.2 million.

**Table of Contents****13. Leases**

The Company has taken land, buildings, plant and equipment, computers and furniture and fixtures under operating and finance leases. The following is the summary of future minimum lease rental payments under non-cancellable operating leases and finance leases entered into by the Company:

|   | As at March 31,               |                               |  |                               |                               |  |
|---|-------------------------------|-------------------------------|--|-------------------------------|-------------------------------|--|
|   | 2017                          |                               | 2016   |                               | 2015                          |  |
|   | Operating                     | Finance                       | Operating                                      | Finance                       | Operating                     | Finance  |
|   | <b>Minimum Lease Payments</b> | <b>Minimum Lease Payments</b> | <b>Present value of minimum lease payments</b> | <b>Minimum Lease Payments</b> | <b>Minimum Lease Payments</b> | <b>Present value of minimum lease payments</b> |
|   | (In millions)                 |                               |  |                               |                               |  |
| Not later than one year                           | Rs. 6,597.7                   | Rs. 258.2                     | Rs. 221.3                                      | Rs. 5,031.9                   | Rs. 611.8                     | Rs. 572.2                                      |
| Later than one year but not later than five years | 17,871.4                      | 417.1                         | 338.1  | 7,843.6                       | 587.7                         | 533.1  |
| Later than five years                             | 14,645.5                      | 372.2                         | 202.0  | 13,094.6                      | 381.8                         | 157.3  |
| Total minimum lease commitments                   | Rs. 39,114.6                  | Rs. 1,047.5                   | Rs. 761.4                                      | Rs. 25,970.1                  | Rs. 1,581.3                   | Rs. 1,262.6                                    |
|   | US\$ 603.2                    | US\$ 16.2                     | US\$ 11.7                                      |                               |                               |  |
| Less: future finance charges                      |                               | Rs. (286.1)                   |  |                               | Rs. (318.7)                   |  |
| <b>Present value of minimum lease payments</b>    |                               | <b>Rs. 761.4</b>              |  |                               | <b>Rs. 1,262.6</b>            |  |
| <b>Included in the financial statements as:</b>   |                               |                               |  |                               |                               |  |
| Other financial liabilities                       | current                       |                               | Rs. 221.3                                      |                               |                               | Rs. 572.2                                      |
| (refer note 20)                                   |                               |                               |  |                               |                               |  |
| Other financial liabilities                       | non-current                   |                               | 540.1  |                               |                               | 690.4  |
| (refer note 21)                                   |                               |                               |  |                               |                               |  |
|   |                               |                               | <b>Rs. 761.4</b>                               |                               |                               | <b>Rs. 1,262.6</b>                             |
|   |                               |                               | <b>US\$ 11.7</b>                               |                               |                               |  |

Total operating lease rent expenses were Rs. 8,224.8 million, Rs. 7,740.3 million and Rs. 7,185.6 million for the years ended March 31, 2017, 2016 and 2015, respectively.

**14. Goodwill**

|                                  | As at March 31,   |                    |                    |
|----------------------------------|-------------------|--------------------|--------------------|
|                                  | 2017              | 2017               | 2016               |
|                                  | (In millions)     |                    |                    |
| Balance at the beginning         | US\$ 117.2        | Rs. 7,598.0        | Rs. 7,319.5        |
| Impairment                       | (2.2)             | (142.5)            |                    |
| Currency translation differences | (11.2)            | (722.3)            | 278.5              |
| <b>Balance at the end</b>        | <b>US\$ 103.8</b> | <b>Rs. 6,733.2</b> | <b>Rs. 7,598.0</b> |



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As at March 31, 2017, goodwill of Rs. 1,154.1 million and Rs. 5,579.1 million relates to Tata and other brand vehicles including financing thereof and others segment respectively. As at March 31, 2016, goodwill of Rs. 1,309.8 million and Rs. 6,288.2 million relates to Tata and other brand vehicles including financing thereof and others segment, respectively.

As at March 31, 2017, goodwill of Rs. 5,579.1 million has been allocated to software consultancy and services cash generating unit. The recoverable amount of the cash generating unit has been determined based on value in use. Value in use has been determined based on future cash flows, after considering current economic conditions and trends, estimated future operating results, growth rates and anticipated future economic conditions.

As at March 31, 2017, the estimated cash flows for a period of 5 years were developed using internal forecasts, and a pre-tax discount rate of 11.78%. The cash flows beyond 5 years have been extrapolated assuming 2% growth rates. The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

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**Table of Contents****15. Intangible assets**

Intangible assets consist of the following:

|  | Software            | Patents and technological know how | Customer related   | Intellectual property rights and other intangibles<br>(In millions) | Product development  | Indefinite life trademarks and brands | Total                |
|--|---------------------|------------------------------------|--------------------|---|----------------------|---------------------------------------|----------------------|
| <b>Cost as at April 1, 2016</b>                      | <b>Rs. 59,652.4</b> | <b>Rs. 15,255.7</b>                | <b>Rs. 6,050.0</b> | <b>Rs. 820.8</b>  | <b>Rs. 499,825.3</b> | <b>Rs. 59,021.8</b>                   | <b>Rs. 640,626.0</b> |
| Additions  | 7,991.3             | 17.9                               |                    | 1,294.3   | 75,330.0             |                                       | 84,633.5             |
| Currency translation differences                     | (8,214.7)           | (2,136.7)                          | (884.0)            | (165.1)   | (70,353.9)           | (8,986.8)                             | (90,741.2)           |
| Fully amortized not in use                           | (7,300.6)           |                                    |                    |   | (36,471.8)           |                                       | (43,772.4)           |
| <b>Cost as at March 31, 2017</b>                     | <b>52,128.4</b>     | <b>13,136.9</b>                    | <b>5,166.0</b>     | <b>1,950.0</b>  | <b>468,329.6</b>     | <b>50,035.0</b>                       | <b>590,745.9</b>     |
| <b>Accumulated Amortization as at April 1, 2016</b>  | <b>(24,918.1)</b>   | <b>(11,499.5)</b>                  | <b>(2,282.7)</b>   | <b>(397.1)</b>  | <b>(193,706.3)</b>   |                                       | <b>(232,803.7)</b>   |
| Amortization for the year                            | (7,597.3)           | (1,316.7)                          | (289.7)            | (10.6)  | (78,634.2)           |                                       | (87,848.5)           |
| Write down of assets                                 |                     |                                    |                    |   | (310.4)              |                                       | (310.4)              |
| Currency translation differences                     | 3,066.6             | 1,855.7                            | 318.0              | 11.5  | 28,346.8             |                                       | 33,598.6             |
| Fully amortized not in use                           | 7,300.6             |                                    |                    |   | 36,471.8             |                                       | 43,772.4             |
| <b>Accumulated Depreciation as at March 31, 2017</b> | <b>(22,148.2)</b>   | <b>(10,960.5)</b>                  | <b>(2,254.4)</b>   | <b>(396.2)</b>  | <b>(207,832.3)</b>   |                                       | <b>(243,591.6)</b>   |
| <b>Net carrying amount as at March 31, 2017</b>      | <b>Rs. 29,980.2</b> | <b>Rs. 2,176.4</b>                 | <b>Rs. 2,911.6</b> | <b>Rs. 1,553.8</b>  | <b>Rs. 260,497.3</b> | <b>Rs. 50,035.0</b>                   | <b>Rs. 347,154.3</b> |
| Capital work-in-progress                             |                     |                                    |                    |   |                      |                                       | 224,359.5            |
| <b>Total</b>   |                     |                                    |                    |   |                      |                                       | <b>Rs. 571,513.8</b> |
|  |                     |                                    |                    |   |                      |                                       | <b>US\$ 8,812.9</b>  |
| <b>Cost as at April 1, 2015</b>                      | <b>Rs. 43,582.8</b> | <b>Rs. 14,530.6</b>                | <b>Rs. 5,867.5</b> | <b>Rs. 811.4</b>  | <b>Rs. 402,362.8</b> | <b>Rs. 57,164.8</b>                   | <b>Rs. 524,319.9</b> |
| Additions  | 16,378.7            | 281.8                              |                    |   | 133,877.9            |                                       | 150,538.4            |
| Write down of assets                                 |                     |                                    |                    |   | (9,077.2)            |                                       | (9,077.2)            |
| Currency translation differences                     | 800.9               | 443.3                              | 182.5              | 9.4   | 8,262.5              | 1,857.0                               | 11,555.6             |
| Disposal   | (1,110.0)           |                                    |                    |   |                      |                                       | (1,110.0)            |
| Fully amortized not in use                           |                     |                                    |                    |   | (35,600.7)           |                                       | (35,600.7)           |
| <b>Cost as at March 31, 2016</b>                     | <b>59,652.4</b>     | <b>15,255.7</b>                    | <b>6,050.0</b>     | <b>820.8</b>  | <b>499,825.3</b>     | <b>59,021.8</b>                       | <b>640,626.0</b>     |
| <b>Accumulated Depreciation as at April 1, 2015</b>  | <b>(18,085.1)</b>   | <b>(9,783.4)</b>                   | <b>(1,952.8)</b>   | <b>(349.4)</b>  | <b>(155,293.7)</b>   |                                       | <b>(185,464.4)</b>   |
| Amortization for the year                            | (7,520.1)           | (1,466.7)                          | (276.6)            | (37.2)  | (79,131.8)           |                                       | (88,432.4)           |
| Write down of assets                                 |                     |                                    |                    |   | 8,041.1              |                                       | 8,041.1              |
| Currency translation differences                     | (262.0)             | (249.4)                            | (53.3)             | (10.5)  | (2,922.6)            |                                       | (3,497.8)            |
| Disposal   | 949.1               |                                    |                    |   |                      |                                       | 949.1                |
| Fully amortized not in use                           |                     |                                    |                    |   | 35,600.7             |                                       | 35,600.7             |
| <b>Accumulated Depreciation as at March 31, 2016</b> | <b>(24,918.1)</b>   | <b>(11,499.5)</b>                  | <b>(2,282.7)</b>   | <b>(397.1)</b>  | <b>(193,706.3)</b>   |                                       | <b>(232,803.7)</b>   |
| <b>Net carrying amount as at March 31, 2016</b>      | <b>Rs. 34,734.3</b> | <b>Rs. 3,756.2</b>                 | <b>Rs. 3,767.3</b> | <b>Rs. 423.7</b>  | <b>Rs. 306,119.0</b> | <b>Rs. 59,021.8</b>                   | <b>Rs. 407,822.3</b> |
| Capital work-in-progress                             |                     |                                    |                    |   |                      |                                       | 192,492.4            |
| <b>Total</b>   |                     |                                    |                    |   |                      |                                       | <b>Rs. 600,314.7</b> |

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1. The useful life of trademarks and brands in respect of the acquired Jaguar Land Rover businesses have been determined to be indefinite as the Company expects to generate future economic benefits indefinitely from these assets. The indefinite life intangible assets have been allocated to the Jaguar Land Rover businesses. The recoverable amount of the cash generating unit has been determined based on value in use. Value in use has been determined based on future cash flows after considering current economic conditions and trends, estimated future operating results, growth rates and anticipated future economic conditions.

The estimated cash flows for a period of five years were developed using internal forecasts, and a pre-tax discount rate of 10.9%. The cash flows beyond five years have been extrapolated assuming 1.9% growth rate. The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

2. During the year ended March 31, 2014, legislation was enacted that allows United Kingdom (UK) companies to elect for the Research and Development Expenditure Credit (RDEC) on qualifying expenditures incurred since April 1, 2013, instead of the existing super-deduction rules. As a result of this election by the Company's subsidiary in the UK, Rs. 7,626.7 million, Rs. 6,509.0 million and Rs. 6,458.1 million of the RDEC, for the years ended March 31, 2017, 2016 and 2015, respectively, the proportion relating to capitalized product development expenditure, have been off set against these assets. The remaining Rs. 3,331.1 million, Rs. 3,747.6 million and Rs. 2,908.6 million for the years ended March 31, 2017, 2016 and 2015, respectively, have been recognized as miscellaneous income, a component of other income/(loss) (net).
3. In Fiscal 2017, the Company revised useful life of certain intangible assets resulting in an additional amortization of Rs.2,003.5 million.
4. The Company discontinued development of certain product development programs in capital work in progress and consequently written off Rs.9,176.6 million and Rs.6,538.5 million for the years ended March 31, 2017 and 2016, respectively (included in other income/(loss) (net)).

**Table of Contents****16. Investments in equity accounted investees:****(a) Associates:**

The Company has no material associates as at March 31, 2017. The aggregate summarized financial information in respect of the Company's immaterial associates that are accounted for using the equity method is set forth below.

|   | 2017       | As at March 31,<br>2017<br>(In millions) |  | 2016        |
|---|------------|--|--|-------------|
| Carrying amount of the Company's interest in associates | US\$ 134.6 | Rs. 8,726.3                              |  | Rs. 5,265.7 |

  

|   | 2017      | Year ended March 31,<br>2017<br>2016<br>(In millions) |             | 2015        |
|---|-----------|---|-------------|-------------|
| Company's share of profit/(loss) in associates*             | US\$ 17.1 | Rs. 1,109.3   | Rs. (214.0) | Rs. (632.7) |
| Company's share of other comprehensive income in associates | (2.4)     | (155.1)   | (84.5)      | 95.1        |
| Company's share of total comprehensive income in associates | US\$ 14.7 | Rs. 954.2   | Rs. (298.5) | Rs. (537.6) |

(i) Fair value of investment in an equity accounted associate for which published price quotation is available, which is a level 1 input, was Rs. 1,922.2 million and Rs. 1,278.0 million as at March 31, 2017 and 2016, respectively. The carrying amount as at March 31, 2017 and 2016, was Rs. 1,368.4 million and Rs. 1,350.4 million, respectively.

(ii) During the year ended March 31, 2017,

(a) loan to equity accounted investee got converted into equity shares of Rs. 1,600.0 million at fair value

(b) the Company purchased 32% of the Ordinary share capital of CloudCar Inc. for GBP 12 million (Rs. 1,052.0 million).

(c) the Company purchased 33% of the Ordinary share capital of Synaptiv Limited for GBP 0.2 million (Rs. 17.5 million).

**(b) Joint ventures:**

(i) Details of the Company's material joint venture as at March 31, 2017 are as follows:

| Name of joint venture                                  | Principal activity          | Principal place of the business | % holding as at March 31, |      |
|--|-----------------------------|---------------------------------|---------------------------|------|
|  |                             |                                 | 2017                      | 2016 |
| Chery Jaguar Land Rover Automotive Co. Limited (Chery) | Manufacture and assembly of | China                           | 50%                       | 50%  |

vehicles

Chery is a limited liability company, whose legal form confers separation between the parties to the joint arrangement. There is no contractual arrangement or any other facts and circumstances that indicate that the parties to the joint venture have rights to the assets and obligations for the liabilities of the joint arrangement. Accordingly, Chery is classified as a joint venture. The summarized financial information in respect of Chery that is accounted for using the equity method is set forth below.

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|   | 2017         | As at March 31,<br>2017<br>(In millions) | 2016         |
|---|--------------|--|--------------|
| Current assets  | US\$ 1,173.2 | Rs. 76,082.8                             | Rs. 66,578.1 |
| Non-current assets  | 1,365.1      | 88,525.6                                 | 77,640.9     |
| Current liabilities   | (1,166.5)    | (75,650.7)                               | (58,609.6)   |
| Non-current liabilities   | (219.7)      | (14,249.7)                               | (20,580.3)   |
| The above amounts of assets and liabilities include the following:                    |              |  |              |
| Cash and cash equivalents   | 775.0        | 50,258.5                                 | 42,953.5     |
| Current financial liabilities (excluding trade and other payables and provisions)     | (0.30)       | (17.0)                                   | (3,340.8)    |
| Non-current financial liabilities (excluding trade and other payables and provisions) | (218.5)      | (14,168.8)                               | (20,580.3)   |
| Share of net assets of material joint venture   | 576.0        | 37,354.0                                 | 32,514.6     |
| Other consolidation adjustments   | (10.3)       | (667.9)                                  | (642.3)      |
| Carrying amount of the Company's interest in joint venture                            | US\$ 565.7   | Rs. 36,686.1                             | Rs. 31,872.3 |

|  | 2017         | Year ended March 31,<br>2017 2016<br>(In millions) |               | 2015         |
|--|--------------|--|---------------|--------------|
| Revenue                                      | US\$ 2,923.7 | Rs. 189,601.3                                      | Rs. 109,048.6 | Rs. 15,578.4 |
| Net income/(loss)                            | 421.3        | 27,320.6   | 11,866.4      | (1,365.2)    |
| Other comprehensive income                   |              |  |               |              |
| Total comprehensive income for the year      | 421.3        | 27,320.6   | 11,866.4      | (1,365.2)    |
| The above net income includes the following: |              |  |               |              |
| Depreciation and amortization                | 141.9        | 9,201.1  | 5,720.1       | 1,577.6      |
| Interest income                              | (15.3)       | (993.2)  | (789.0)       | (788.8)      |
| Interest expense (net)                       | 10.9         | 706.6  | 986.2         | 295.8        |
| Income tax expense/(credit)                  | US\$ 139.0   | Rs. 9,014.4  | Rs. 4,339.4   | Rs. (591.6)  |

Reconciliation of above summarized financial information to the carrying amount of the interest in the joint venture recognized in the consolidated financial statements:

|  | 2017         | As at March 31,<br>2017<br>(In millions) | 2016         |
|--|--------------|--|--------------|
| Net assets of the joint venture                            | US\$ 1,152.0 | Rs. 74,708.0                             | Rs. 65,029.1 |
| Proportion of the Company's interest in joint venture      | 576.0        | 37,354.0                                 | 32,514.6     |
| Other consolidation adjustments                            | (10.3)       | (667.9)                                  | (642.3)      |
| Carrying amount of the Company's interest in joint venture | US\$ 565.7   | Rs. 36,686.1                             | Rs. 31,872.3 |

During the year ended March 31, 2017, a dividend of Rs. 5,928.8 million was received by a subsidiary in UK from Chery Jaguar Land Rover Automotive Co. Ltd. (2016: Nil)

- (ii) The aggregate summarized financial information in respect of the Company's immaterial joint ventures that are accounted for using the equity method is set forth below.

|   | 2017      | As at March 31,<br>2017<br>(In millions) | 2016     |
|---|-----------|--|----------|
| Carrying amount of the Company's interest in joint ventures | US\$ 10.0 | Rs.647.7                                 | Rs.501.5 |

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|   | 2017     | Year ended March 31, |           | 2015     |
|---|----------|----------------------|-----------|----------|
|   |          | 2017                 | 2016      |          |
|   |          | (In millions)        |           |          |
| Company's share of profit/(loss) in joint ventures*             | US\$ 4.3 | Rs. 276.5            | Rs. 207.4 | Rs. 97.1 |
| Company's share of other comprehensive income in joint ventures | (2.0)    | (130.3)              |           |          |
| Company's share of total comprehensive income in joint ventures | US\$ 2.3 | Rs. 146.2            | Rs. 207.4 | Rs. 97.1 |

**(c) Summary of carrying amount of the Company's interest in equity accounted investees:**

|  | 2017              | As at March 31,     |                     |
|--|-------------------|---------------------|---------------------|
|  |                   | 2017                | 2016                |
|  |                   | (In millions)       |                     |
| Carrying amount in immaterial associates     | US\$ 134.6        | Rs. 8,726.3         | Rs. 5,265.6         |
| Carrying amount in material joint venture    | 565.7             | 36,686.1            | 31,872.3            |
| Carrying amount in immaterial joint ventures | 10.0              | 647.7               | 501.5               |
| <b>Total</b>                                 | <b>US\$ 710.3</b> | <b>Rs. 46,060.1</b> | <b>Rs. 37,639.4</b> |

**(d) Summary of Company's share of profit/(loss) in equity accounted investees:**

|   | 2017              | Year ended March 31, |                    | 2015                 |
|---|-------------------|----------------------|--------------------|----------------------|
|   |                   | 2017                 | 2016               |                      |
|   |                   | (In millions)        |                    |                      |
| Share of profit/(loss) in immaterial associates                       | US\$ 17.1         | Rs. 1,109.3          | Rs. (214.0)        | Rs. (632.7)          |
| Share of profit/(loss) in material joint venture                      | 210.6             | 13,660.3             | 5,933.2            | (682.6)              |
| Share of profit/(loss) on other adjustments in material joint venture | (1.8)             | (116.1)              | (151.9)            | (530.1)              |
| Share of profit/(loss) in immaterial joint ventures                   | 4.3               | 276.5                | 207.4              | 97.1                 |
| <b>Total</b>  | <b>US\$ 230.2</b> | <b>Rs. 14,930.0</b>  | <b>Rs. 5,774.7</b> | <b>Rs. (1,748.3)</b> |

**(e) Summary of Company's share of other comprehensive income in equity accounted investees:**

|  | 2017       | Year ended March 31, |            | 2015     |
|--|------------|----------------------|------------|----------|
|  |            | 2017                 | 2016       |          |
|  |            | (In millions)        |            |          |
| Share of other comprehensive income in immaterial associates | US\$ (0.6) | Rs. (40.0)           | Rs. (84.5) | Rs. 95.1 |
| Currency translation differences-immaterial associates       | (1.8)      | (115.1)              |            |          |
| Currency translation differences-material joint venture      | (43.2)     | (2,801.6)            | 358.5      | 1,071.1  |
|  | (2.0)      | (130.3)              | 8.4        | (23.2)   |



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Currency translation differences-immaterial  
joint ventures

|              |                    |                      |                  |                    |
|--------------|--------------------|----------------------|------------------|--------------------|
| <b>Total</b> | <b>US\$ (47.6)</b> | <b>Rs. (3,087.0)</b> | <b>Rs. 282.4</b> | <b>Rs. 1,143.0</b> |
|--------------|--------------------|----------------------|------------------|--------------------|

\* Company's share of profit/(loss) of the equity accounted investees has been determined after giving effect for the subsequent amortization/depreciation and other adjustments arising on account of fair value adjustments made to the identifiable net assets of the equity accounted investee as at the date of acquisition and other adjustment (mainly unrealized profits on inventories) arising under the equity method of accounting.

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The domestic and foreign components of net income before income tax:

|                                       | 2017                | Year ended March 31, |                      | 2015                 |
|---------------------------------------|---------------------|----------------------|----------------------|----------------------|
|                                       |                     | 2017                 | 2016                 |                      |
| (In millions)                         |                     |                      |                      |                      |
| <b>Net income before income taxes</b> |                     |                      |                      |                      |
| India                                 | US\$ (717.3)        | Rs. (46,507.6)       | Rs. (19,696.5)       | Rs. (62,451.7)       |
| Other than India                      | 2,226.9             | 144,412.0            | 144,081.4            | 260,683.8            |
| <b>Total</b>                          | <b>US\$ 1,509.6</b> | <b>Rs. 97,904.4</b>  | <b>Rs. 124,384.9</b> | <b>Rs. 198,232.1</b> |

The domestic and foreign components of income tax expense:

|                                 | 2017              | Year ended March 31, |                     | 2015                |
|---------------------------------|-------------------|----------------------|---------------------|---------------------|
|                                 |                   | 2017                 | 2016                |                     |
| (In millions)                   |                   |                      |                     |                     |
| <b>Current taxes</b>            |                   |                      |                     |                     |
| India                           | US\$ 28.4         | Rs. 1,842.8          | Rs. 762.3           | Rs. 1,014.9         |
| Other than India                | 455.4             | 29,531.1             | 17,608.2            | 37,660.5            |
| <b>Deferred taxes</b>           |                   |                      |                     |                     |
| India                           | 47.9              | 3,111.6              | 1,862.7             | 9,134.7             |
| Other than India                | 18.3              | 1,184.5              | 7,279.5             | 21,339.6            |
| <b>Total income tax expense</b> | <b>US\$ 550.0</b> | <b>Rs. 35,670.0</b>  | <b>Rs. 27,512.7</b> | <b>Rs. 69,149.7</b> |

The reconciliation of estimated income tax to income tax expense is as follows:

|   | 2017                | Year ended March 31, |                      | 2015                 |
|---|---------------------|----------------------|----------------------|----------------------|
|   |                     | 2017                 | 2016                 |                      |
| (In millions)   |                     |                      |                      |                      |
| <b>Income before income taxes</b>   | <b>US\$ 1,509.6</b> | <b>Rs. 97,904.4</b>  | <b>Rs. 124,384.9</b> | <b>Rs. 198,232.1</b> |
| Income tax expense at tax rates applicable to individual entities   | 219.9               | 14,260.2             | 23,634.1             | 38,245.2             |
| Additional deduction for patent, research and product development cost  | (115.0)             | (7,455.8)            | (14,494.0)           | (7,202.9)            |
| Items (net) not deductible for tax/not liable to tax:   |                     |                      |                      |                      |
| - foreign currency (gain)/loss relating to loans and deposits (net)   | (11.4)              | (739.8)              | 1,140.6              | 1,046.3              |
| - interest, loss on conversion option and other expenses relating to borrowings for investment                | 8.2                 | 531.0                | 1,203.7              | 1,536.5              |
| - Dividend from subsidiaries, joint operations, equity accounted investees and available-for-sale investments | 0.4                 | 27.1                 | 1,345.3              | (83.8)               |
| Tax effect on shares repurchased by a wholly-owned subsidiary   |                     |                      |                      | 4,468.7              |
| Undistributed earnings of subsidiaries, joint operations and equity accounted investees                       | 63.8                | 4,134.3              | 5,402.2              | 7,804.6              |
| Deferred tax assets not recognized because realization is not probable  | 452.9               | 29,372.1             | 13,288.8             | 20,932.5             |
|   | (45.5)              | (2,950.5)            | (843.2)              | (596.8)              |

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|   |                   |                     |                     |                     |
|---|-------------------|---------------------|---------------------|---------------------|
| Utilization/credit of unrecognized tax losses, unabsorbed depreciation and other tax benefits |                   |                     |                     |                     |
| Profit on sale of business by a subsidiary to another subsidiary                              | 62.9              | 4,078.9             |                     |                     |
| Profit on sale of investments to wholly owned subsidiaries                                    |                   |                     | 550.3               |                     |
| Previously recognized deferred tax assets written down  |                   |                     |                     | 7,771.8             |
| Tax on share of (profit)/loss of equity accounted investees (net)                             | (48.5)            | (3,146.7)           | (1,137.6)           | 333.7               |
| Impact of change in statutory tax rates   | (87.7)            | (5,684.6)           | (5,930.6)           | (7,999.7)           |
| Others  | 50.0              | 3,243.8             | 3,353.1             | 2,893.6             |
| <b>Income tax expense reported</b>  | <b>US\$ 550.0</b> | <b>Rs. 35,670.0</b> | <b>Rs. 27,512.7</b> | <b>Rs. 69,149.7</b> |

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The United Kingdom (U.K.) Finance Act 2015 was enacted during the year ended March 31, 2016 which included provision for a reduction in the UK corporation tax rate from 20% to 19% with effect from April 1, 2017 and to 18% with effect from April 1, 2020.

The UK Finance Act 2016 was enacted during the year ended March 31, 2017 which included provisions for a further reduction in the UK Corporation tax rate to 17% with effect from April 1, 2020. Accordingly, UK deferred tax has been recognised at the rates applicable when the temporary differences are expected to reverse.

Significant components of deferred tax assets and liabilities for the year ended March 31, 2017 are as follows:

|   | Opening<br>balance   | Recognized in<br>profit or loss | Recognized in<br>/reclassified<br>from other<br>comprehensive<br>income | Closing<br>balance   |
|---|----------------------|---------------------------------|---|----------------------|
|   | (In millions)        |                                 |   |                      |
| <b>Deferred tax assets:</b>   |                      |                                 |   |                      |
| Depreciation carry forwards   | Rs. 19,432.6         | Rs. 489.0                       | Rs. (0.6)   | Rs. 19,921.0         |
| Business loss carry forwards  | 34,321.9             | (4,177.0)                       | (2,635.6)   | 27,509.3             |
| Expenses deductible in future years:  |                      |                                 |   |                      |
| - provisions, allowances for doubtful receivables and others  | 33,149.5             | (5,127.0)                       | (1,198.3)   | 26,824.2             |
| Compensated absences and retirement benefits  | 11,859.0             | (6.2)                           | 9,876.8   | 21,729.6             |
| Minimum alternate tax carry-forward   | 582.6                | 166.6                           |   | 749.2                |
| Property, plant and equipment   | 2,109.3              | (738.1)                         | (252.2)   | 1,119.0              |
| Derivative financial instruments  | 22,966.4             | (1,917.7)                       | 23,240.7  | 44,289.4             |
| Unrealized profit on inventory  | 12,233.4             | 5,519.4                         | (2,056.4)   | 15,696.4             |
| Others  | 5,745.0              | 3,044.4                         | (804.1)   | 7,985.3              |
| <b>Total deferred tax assets</b>  | <b>Rs. 142,399.7</b> | <b>Rs. (2,746.6)</b>            | <b>Rs. 26,170.3</b>   | <b>Rs. 165,823.4</b> |
| <b>Deferred tax liabilities:</b>  |                      |                                 |   |                      |
| Property, plant and equipment   | 16,117.2             | (1,787.8)                       | 5.9   | 14,335.3             |
| Intangible assets   | 115,877.7            | 2,879.2                         | (13,908.0)  | 104,848.9            |
| Undistributed earnings in subsidiaries, joint operations and equity accounted investees                   | 13,436.3             | 480.7*                          | (540.7)   | 13,376.3             |
| Fair valuation of retained interest in a subsidiary subsequent to disposal of controlling equity interest | 169.5                |                                 |   | 169.5                |
| Derivative financial instruments  | 40.4                 | 200.2                           | (9.4)   | 231.2                |
| Others  | 624.1                | (222.8)                         | 45.6  | 446.9                |
| <b>Total deferred tax liabilities</b>   | <b>Rs. 146,265.2</b> | <b>Rs. 1,549.5</b>              | <b>Rs. (14,406.6)</b>   | <b>Rs. 133,408.1</b> |
| <b>Net assets/(liabilities)</b>   | <b>Rs. (3,865.5)</b> | <b>Rs. (4,296.1)</b>            | <b>Rs. 40,576.9</b>   | <b>Rs. 32,415.3</b>  |
|   | <b>US\$ (59.6)</b>   | <b>US\$ (66.2)</b>              | <b>US\$ 625.6</b>   | <b>US\$ 499.8</b>    |
| Deferred tax assets   |                      |                                 | US\$ 681.9  | Rs. 44,221.7         |
| Deferred tax liabilities  |                      |                                 | US\$ (182.1)  | Rs. (11,806.4)       |

\* Net off Rs. 3,653.6 million reversed on dividend distribution by subsidiaries.



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As at March 31, 2017, unrecognized deferred tax assets amount to Rs.38,889 million and Rs.60,769 million, which can be carried forward indefinitely and up to a specified period, respectively. These relate primarily to business losses, depreciation carry forwards and other deductible temporary differences. The deferred tax asset has not been recognized on the basis that its recovery is not probable in the foreseeable future.

Unrecognized deferred tax assets expire unutilized based on the year of origination as follows:

| March 31,  | In millions  |            |
|------------|--------------|------------|
| 2018       | Rs. 263.5    | US\$ 4.1   |
| 2019       | 327.3        | 5.0        |
| 2020       | 428.7        | 6.6        |
| 2021       | 4,630.9      | 71.4       |
| 2022       | 4181.5       | 64.5       |
| Thereafter | Rs. 50,937.1 | US\$ 785.5 |

The Company has not recognized deferred tax liability on undistributed profits of certain subsidiaries amounting to Rs. 409,655.3 million because it is able to control the timing of the reversal of temporary differences associated with such undistributed profits and it is probable that such differences will not reverse in the foreseeable future.

Significant components of deferred tax assets and liabilities for the year ended March 31, 2016 are as follows:

|   | Opening balance      | Recognized in profit or loss | Recognized in /reclassified from other comprehensive income | Closing balance      |
|---|----------------------|------------------------------|---|----------------------|
|   | (In millions)        |                              |   |                      |
| <b>Deferred tax assets:</b>   |                      |                              |   |                      |
| Depreciation carry forwards   | Rs. 15,844.4         | Rs. 3,588.2                  | Rs.   | Rs. 19,432.6         |
| Business loss carry forwards  | 38,184.0             | (4,717.0)                    | 854.9   | 34,321.9             |
| Expenses deductible in future years:  |                      |                              |   |                      |
| - provisions, allowances for doubtful receivables and others  | 34,102.7             | (1,660.3)                    | 707.1   | 33,149.5             |
| Compensated absences and retirement benefits  | 18,693.1             | 3,795.6                      | (10,629.7)  | 11,859.0             |
| Minimum alternate tax carry-forward   | 898.7                | (316.1)                      |   | 582.6                |
| Property, plant and equipment   | 861.8                | 1,276.4                      | (28.9)  | 2,109.3              |
| Derivative financial instruments  | 24,151.0             | (437.6)                      | (747.0)   | 22,966.4             |
| Unrealized profit on inventory  | 13,565.7             | (1,745.9)                    | 413.6   | 12,233.4             |
| Others  | 4,162.1              | 1,384.4                      | 198.5   | 5,745.0              |
| <b>Total deferred tax assets</b>  | <b>Rs. 150,463.5</b> | <b>Rs. 1,167.7</b>           | <b>Rs. (9,231.5)</b>  | <b>Rs. 142,399.7</b> |
| <b>Deferred tax liabilities:</b>  |                      |                              |   |                      |
| Property, plant and equipment   | 15,819.9             | 293.2                        | 4.1   | 16,117.2             |
| Intangible assets   | 102,641.2            | 11,071.7                     | 2,164.8   | 115,877.7            |
| Undistributed earnings of subsidiaries joint operations and equity accounted investees                    | 14,265.4             | (1,122.2)*                   | 293.1   | 13,436.3             |
| Fair valuation of retained interest in a subsidiary subsequent to disposal of controlling equity interest | 169.5                |                              |   | 169.5                |
| Derivative financial instruments  | 17.5                 | (2.7)                        | 25.6  | 40.4                 |
| Others  | 538.0                | 69.9                         | 16.2  | 624.1                |
| <b>Total deferred tax liabilities</b>   | <b>Rs. 133,451.5</b> | <b>Rs. 10,309.9</b>          | <b>Rs. 2,503.8</b>  | <b>Rs. 146,265.2</b> |
| <b>Net assets/(liabilities)</b>   | <b>Rs. 17,012.0</b>  | <b>Rs. (9,142.2)</b>         | <b>Rs. (11,735.3)</b>                                       | <b>Rs. (3,865.5)</b> |

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|                          |                |
|--------------------------|----------------|
| Deferred tax assets      | Rs. 39,575.9   |
| Deferred tax liabilities | Rs. (43,441.4) |

\* Net of Rs. 6,524.4 million reversed on dividend distribution by subsidiaries.

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Significant components of deferred tax assets and liabilities for the year ended March 31, 2015 are as follows:

|   | Opening<br>balance   | Recognized in<br>profit or<br>loss | Recognized in<br>/reclassified in<br>from other<br>comprehensive<br>income | Closing<br>balance   |
|---|----------------------|------------------------------------|--|----------------------|
|   | (In millions)        |                                    |  |                      |
| <b>Deferred tax assets:</b>   |                      |                                    |  |                      |
| Depreciation carry forwards   | Rs. 15,428.6         | Rs. 415.8                          | Rs.  | Rs. 15,844.4         |
| Business loss carry forwards  | 59,116.8             | (19,369.2)                         | (1,563.6)  | 38,184.0             |
| Expenses deductible in future years:  |                      |                                    |  |                      |
| - provisions, allowances for doubtful receivables and others  | 30,192.5             | 4,330.8                            | (420.6)  | 34,102.7             |
| Compensated absences and retirement benefits  | 14,627.8             | (2,100.3)                          | 6,165.6  | 18,693.1             |
| Minimum alternate tax carry-forward   | 7,879.2              | (6,980.5)                          |  | 898.7                |
| Property, plant and equipment   | 7,416.6              | (6,496.1)                          | (58.7)   | 861.8                |
| Derivative financial instruments  |                      | 3,192.5                            | 20,958.5   | 24,151.0             |
| Unrealized profit on inventory  | 13,893.7             | 705.7                              | (1,033.7)  | 13,565.7             |
| Others  | 2,577.4              | 1,743.2                            | (158.5)  | 4,162.1              |
| <b>Total deferred tax assets</b>  | <b>Rs. 151,132.6</b> | <b>Rs. (24,558.1)</b>              | <b>Rs. 23,889.0</b>  | <b>Rs. 150,463.5</b> |
| <b>Deferred tax liabilities:</b>  |                      |                                    |  |                      |
| Property, plant and equipment   | 15,231.1             | 595.4                              | (6.6)  | 15,819.9             |
| Intangible assets   | 93,076.0             | 15,601.4                           | (6,036.2)  | 102,641.2            |
| Undistributed earnings in subsidiaries, joint operations and equity accounted investees                   | 24,096.4             | (9,414.2)*                         | (416.8)  | 14,265.4             |
| Fair valuation of retained interest in a subsidiary subsequent to disposal of controlling equity interest | 169.5                |                                    |  | 169.5                |
| Derivative financial instruments  | 13,342.1             | 3.1                                | (13,327.7)   | 17.5                 |
| Others  | 1,338.8              | (869.5)                            | 68.7   | 538.0                |
| <b>Total deferred tax liabilities</b>   | <b>Rs. 147,253.9</b> | <b>Rs. 5,916.2</b>                 | <b>Rs. (19,718.6)</b>  | <b>Rs. 133,451.5</b> |
| <b>Net assets/(liabilities)</b>   | <b>Rs. 3,878.7</b>   | <b>Rs. (30,474.3)</b>              | <b>Rs. 43,607.6</b>  | <b>Rs. 17,012.0</b>  |
| Deferred tax assets   |                      |                                    |  | Rs. 40,478.8         |
| Deferred tax liabilities  |                      |                                    |  | Rs. (23,466.8)       |

\* Net of Rs. 10,949.8 million reversed on dividend distributions by subsidiaries and Rs. 6,269.0 million relating to withholding tax released as a result of changes in tax rates and laws expected to apply to future repatriation of inter-company dividends.



**Table of Contents****18. Short-term borrowings and current portion of long-term debt**

Short-term borrowings and current portion of long-term debt consist of the following:

|   | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|---|---------------------|--|----------------------|
| Commercial paper                                  | US\$ 1,261.3        | Rs. 81,796.7                             | Rs. 46,519.6         |
| Loans from banks/financial institutions           | 867.3               | 56,242.7                                 | 67,718.2             |
| Inter-corporate deposits                          | 8.6                 | 560.0                                    | 270.0                |
| Current portion of long-term debt (refer note 19) | 631.1               | 40,927.3                                 | 73,348.7             |
| <b>Total</b>                                      | <b>US\$ 2,768.3</b> | <b>Rs. 179,526.7</b>                     | <b>Rs. 187,856.5</b> |

For details of carrying amount of assets pledged as security for secured borrowings refer note 36.

**19. Long-term debt**

Long-term debt consists of the following:

|  | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|--|---------------------|--|----------------------|
| Non-convertible debentures                         | US\$ 2,238.5        | Rs. 145,163.4                            | Rs. 111,317.2        |
| Collateralized debt obligations                    | 158.4               | 10,271.2                                 | 400.7                |
| Buyers credit from banks at floating interest rate | 234.2               | 15,190.7                                 | 15,106.0             |
| Loan from banks/financial institutions             | 1,964.7             | 127,410.4                                | 148,263.5            |
| Senior notes                                       | 5,278.0             | 342,278.1                                | 295,360.8            |
| Others   | 96.5                | 6,258.0                                  | 7,411.8              |
| <b>Total</b>                                       | <b>9,970.3</b>      | <b>646,571.8</b>                         | <b>577,860.0</b>     |
| Less: current portion (refer note 18)              | 631.1               | 40,927.3                                 | 73,348.7             |
| <b>Long-term debt</b>                              | <b>US\$ 9,339.2</b> | <b>Rs. 605,644.5</b>                     | <b>Rs. 504,511.3</b> |

**Table of Contents*****Collateralized debt obligations***

These represent amount received against finance receivables securitized/assigned, which does not qualify for derecognition.

***Non-convertible debentures***

The interest rate on non-convertible debentures range from 7.5% to 10.30%.

***Buyers credit***

The buyers line of credit from banks is repayable within four years from drawdown dates.

***Loan from banks / financial institutions***

Certain of the Company's loans set limits on and/or require prior lender consent for, among other things, undertaking new projects, issuing new securities, changes in management, mergers, sales of undertakings and investment in subsidiaries. In addition, certain negative covenants may limit Company's ability to borrow additional funds or to incur additional liens, and/or provide for increased costs in case of breach. Certain of the financing arrangements also include financial covenants to maintain certain debt-to-equity ratios, debt-to-earnings ratios, liquidity ratios, capital expenditure ratios and debt coverage ratios.

***Senior notes (Euro MTF listed debt)***

The senior notes of Jaguar Land Rover Automotive Plc (JLR) are listed on the Euro MTF market, which is a listed market regulated by the Luxembourg Stock Exchange.

Details of the tranches of the senior notes outstanding at March 31, 2017 are as follows:

| Issued on     | Currency | Initial<br>Principal<br>amounts<br>(in<br>millions) | Outstanding<br>Principal<br>amounts<br>(in<br>millions) | Outstanding<br>(In millions)<br>As at March 31, |                      | Interest<br>rate | Redeemable on |
|---------------|----------|---|---|---|----------------------|------------------|---------------|
|               |          |   |   | 2017  | 2016                 |                  |               |
| January 2013  | USD      | 500   | 500   | Rs. 32,096.3                                    | Rs. 32,918.5         | 5.625%           | February 2023 |
| February 2015 | GBP      | 400   | 400   | 32,108.4  | 37,814.0             | 3.875%           | March 2023    |
| January 2014  | GBP      | 400   | 400   | 32,027.6  | 37,846.0             | 5.000%           | February 2022 |
| May 2011      | USD      | 410   | 84  |   | 5,503.2              | 8.125%           | May 2021      |
| March 2015    | USD      | 500   | 500   | 32,298.6  | 32,980.2             | 3.500%           | March 2020    |
| December 2013 | USD      | 700   | 700   | 45,185.2  | 46,415.5             | 4.125%           | December 2018 |
| October 2014  | USD      | 500   | 500   | 32,314.8  | 33,006.7             | 4.250%           | November 2019 |
| January 2017  | GBP      | 300   | 300   | 24,065.2  |                      | 2.750%           | January 2021  |
| January 2017  | EUR      | 650   | 650   | 44,668.8  |                      | 2.200%           | January 2024  |
| <b>Total</b>  |          |   |   | <b>Rs. 274,764.9</b>                            | <b>Rs. 226,484.1</b> |                  |               |

Details of the tranches of the senior notes repaid in the year ended March 31, 2017 are as follows:

GBP 84 million senior notes due 2021 at a coupon of 8.125% per annum issued May 2011

Details of the tranches of the senior notes repaid in the year ended March 31, 2016 are as follows:

GBP 58 million senior notes due 2020 at a coupon of 8.250% per annum issued March 2012

These senior notes are subject to customary covenants and events of default, which include, among other things, restrictions or limitations on the amount of cash which can be transferred outside the Jaguar Land Rover group of companies in the form of dividends, loans or investments.

**Table of Contents****Senior notes (SGX-ST listed debt)**

The senior notes of Tata Motors Limited and TML Holdings Pte Ltd are listed on the SGX-ST market, which is a listed market regulated by the Singapore Stock Exchange.

Details of the tranches of the senior notes outstanding at March 31, 2017 are as follows:

| Issued on    | Currency | Initial<br>Principal<br>amounts<br>(in millions) | Outstanding<br>Principal<br>amounts<br>(in<br>millions) | Outstanding<br>(In millions)<br>As at March 31, |                     | Interest<br>rate | Redeemable on |
|--------------|----------|--|---|---|---------------------|------------------|---------------|
|              |          |  |   | 2017  | 2016                |                  |               |
| October 2014 | USD      | 250  | 250   | Rs. 16,087.8                                    | Rs. 16,412.5        | 5.750%           | October 2024  |
| May 2014     | USD      | 300  | 300   | 19,249.8  | 19,639.1            | 5.750%           | May 2021      |
| October 2014 | USD      | 500  | 500   | 32,175.6  | 32,825.1            | 4.625%           | April 2020    |
| <b>Total</b> |          |  |   | <b>Rs. 67,513.2</b>                             | <b>Rs. 68,876.7</b> |                  |               |

During the year ended March 31, 2016, TML Holdings Pte Ltd has refinanced the existing SGD 350 million 4.25% senior notes due in May 2018 by a new syndicated loan of USD 250 million maturing in March 2020, which has been disclosed under loans from banks/financial institutions.

For details of carrying amount of assets pledged as security for secured borrowings refer note 36.

**Table of Contents****20. Other financial liabilities current**

Other current financial liabilities consist of the following:

|   | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|---|---------------------|--|----------------------|
| Liability towards vehicles sold under repurchase arrangements | US\$ 436.1          | Rs. 28,283.8                             | Rs. 25,504.4         |
| Interest accrued but not due                                  | 145.4               | 9,432.4                                  | 9,657.3              |
| Lease liabilities   | 3.4                 | 221.3                                    | 572.2                |
| Derivative financial instruments                              | 2,198.6             | 142,579.5                                | 64,823.2             |
| Deferred payment liability                                    | 10.8                | 700.8                                    | 645.0                |
| Unclaimed matured fixed deposits                              | 1.9                 | 126.2                                    | 166.9                |
| Others  | 13.4                | 858.0                                    | 572.8                |
| <b>Total</b>  | <b>US\$ 2,809.6</b> | <b>Rs. 182,202.0</b>                     | <b>Rs. 101,941.8</b> |

**21. Other financial liabilities non-current**

Other financial liabilities non-current consist of the following:

|   | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                |
|---|---------------------|--|---------------------|
| Lease liabilities                             | US\$ 8.3            | Rs. 540.1                                | Rs. 690.4           |
| Deferred payment liability                    |                     |  | 700.8               |
| Derivative financial instruments              | 1,736.2             | 112,595.7                                | 77,441.1            |
| Employee separation liability                 | 11.2                | 723.6                                    | 777.2               |
| Retention money, security deposits and others | 12.4                | 804.9                                    | 489.5               |
| <b>Total</b>                                  | <b>US\$ 1,768.1</b> | <b>Rs. 114,664.3</b>                     | <b>Rs. 80,099.0</b> |

**Table of Contents****22. Provisions**

Provisions consist of the following:

|                                       | 2017                | As at March 31,<br>2017<br>(In millions) |  | 2016                |
|---------------------------------------|---------------------|--|--|---------------------|
| <b>Current</b>                        |                     |  |  |                     |
| Product warranty                      | US\$ 720.2          | Rs. 46,706.4                             |  | Rs. 47,190.7        |
| Legal and product liability           | 135.8               | 8,809.6                                  |  | 7,583.7             |
| Provision for residual risk           | 8.5                 | 548.0                                    |  | 574.2               |
| Provision for environmental liability | 14.9                | 965.8                                    |  | 689.9               |
| Employee related and other provisions | 16.2                | 1,052.9*                                 |  | 2,119.7*            |
| <b>Total-Current</b>                  | <b>US\$ 895.6</b>   | <b>Rs. 58,082.7</b>                      |  | <b>Rs. 58,158.2</b> |
| <b>Non-current</b>                    |                     |  |  |                     |
| Employee benefits obligations         | US\$ 113.0          | Rs. 7,329.7                              |  | Rs. 7,702.0         |
| Product warranty                      | 1,134.8             | 73,592.6                                 |  | 67,959.2            |
| Legal and product liability           | 59.3                | 3,845.2                                  |  |                     |
| Provision for residual risk           | 33.8                | 2,190.7                                  |  | 1,234.2             |
| Provision for environmental liability | 27.4                | 1,780.0                                  |  | 2,221.5             |
| Other provisions                      | 19.9                | 1,286.9                                  |  | 125.7               |
| <b>Total-Non-current</b>              | <b>US\$ 1,388.2</b> | <b>Rs. 90,025.1</b>                      |  | <b>Rs. 79,242.6</b> |

\* Includes provision towards employee claims in foreign subsidiaries.

|  | 2017                | Year ended March 31,<br>2017 |  | 2017              | 2017                |
|--|---------------------|------------------------------|--|-------------------|---------------------|
|  |                     | Product Warranty             |  |                   |                     |
| (In millions)                          |                     |                              |  |                   |                     |
| Balance at the beginning               | US\$ 1,775.6        | Rs. 115,149.9                |  | US\$ 116.9        | Rs. 7,583.7         |
| Provision made during the year         | 1,196.4             | 77,586.6                     |  | 127.7             | 8,279.9             |
| Provision used during the year         | (867.2)             | (56,279.3)                   |  | (24.9)            | (1,613.0)           |
| Impact of discounting                  | 30.7                | 1,991.0                      |  |                   |                     |
| Impact of foreign exchange translation | (279.9)             | (18,149.2)                   |  | (24.6)            | (1,595.8)           |
| <b>Balance at the end</b>              | <b>US\$ 1,855.0</b> | <b>Rs. 120,299.0</b>         |  | <b>US\$ 195.1</b> | <b>Rs. 12,654.8</b> |
| Current                                | US\$ 720.2          | Rs. 46,706.4                 |  | US\$ 135.8        | Rs. 8,809.6         |
| Non-current                            | US\$ 1,134.8        | Rs. 73,592.6                 |  | US\$ 59.3         | Rs. 3,845.2         |

|  | 2017      | Year ended March 31,<br>2017 |  | 2017      | 2017        |
|--|-----------|------------------------------|--|-----------|-------------|
|  |           | Provision for residual risk  |  |           |             |
| (In millions)                          |           |                              |  |           |             |
| Balance at the beginning               | US\$ 27.9 | Rs. 1,808.4                  |  | US\$ 44.9 | Rs. 2,911.4 |
| Provision made during the year         | 23.9      | 1,551.6                      |  | 4.6       | 298.2       |
| Provision reversed during the year     |           |                              |  |           |             |
| Provision used during the year         | (6.9)     | (447.1)                      |  |           |             |
| Impact of foreign exchange translation | (2.6)     | (174.2)                      |  | (7.2)     | (463.8)     |

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|                           |             |             |            |                |             |             |            |                |
|---------------------------|-------------|-------------|------------|----------------|-------------|-------------|------------|----------------|
| <b>Balance at the end</b> | <b>US\$</b> | <b>42.3</b> | <b>Rs.</b> | <b>2,738.7</b> | <b>US\$</b> | <b>42.3</b> | <b>Rs.</b> | <b>2,745.8</b> |
| Current                   | US\$        | 8.5         | Rs.        | 548.0          | US\$        | 14.9        | Rs.        | 965.8          |
| Non-current               | US\$        | 33.8        | Rs.        | 2,190.7        | US\$        | 27.4        | Rs.        | 1,780.0        |

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**Table of Contents****23. Other current liabilities**

Other current liabilities consist of the following:

|                                 | 2017              | As at March 31,<br>2017<br>(In millions) | 2016                |
|---------------------------------|-------------------|--|---------------------|
| Liability for advances received | US\$ 263.9        | Rs. 17,111.5                             | Rs. 21,629.5        |
| Statutory dues                  | 410.0             | 26,589.3                                 | 24,434.0            |
| Deferred revenue                | 218.6             | 14,173.3                                 | 11,186.1            |
| Others                          | 42.1              | 2,731.1                                  | 2,055.0             |
| <b>Total</b>                    | <b>US\$ 934.6</b> | <b>Rs. 60,605.2</b>                      | <b>Rs. 59,304.6</b> |

Statutory dues include sales tax, excise duty and other taxes payable.

**24. Other liabilities - non-current**

Other liabilities non-current consist of the following:

|                              | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                |
|------------------------------|---------------------|--|---------------------|
| Employee benefit obligations | US\$ 1,848.0        | Rs. 119,840.3                            | Rs. 55,475.4        |
| Deferred revenue             | 461.9               | 29,956.2                                 | 19,802.2            |
| Others                       | 46.0                | 2,980.8                                  | 1,683.4             |
| <b>Total</b>                 | <b>US\$ 2,355.9</b> | <b>Rs. 152,777.3</b>                     | <b>Rs. 76,961.0</b> |



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**25. Equity**

**Ordinary shares and A Ordinary shares**

The movement of number of shares and share capital is as follows:

|  |  | Year ended March 31, |               |                   |               |                 |               |                   |               |                 |               |                   |               |
|--|--|----------------------|---------------|-------------------|---------------|-----------------|---------------|-------------------|---------------|-----------------|---------------|-------------------|---------------|
|  |  | 2017                 |               |                   |               | 2016            |               |                   |               | 2015            |               |                   |               |
|  |  | Ordinary shares      |               | A Ordinary shares |               | Ordinary shares |               | A Ordinary shares |               | Ordinary shares |               | A Ordinary shares |               |
|  |  | No. of shares        | (In millions) | No. of shares     | (In millions) | No. of shares   | (In millions) | No. of shares     | (In millions) | No. of shares   | (In millions) | No. of shares     | (In millions) |
|  |  | 2,887,203,602        | Rs. 5,774.8   | 508,476,704       | Rs. 1,017.0   | 2,736,713,122   | Rs. 5,473.8   | 481,966,945       | Rs. 964.0     | 2,736,713,122   | Rs. 5,473.8   | 481,966,945       | Rs. 964.0     |
|  |  |                      |               |                   |               | 150,490,480     | 301.0         | 26,509,759.0      | 53.0          |                 |               |                   |               |
|  |  | 144,826              | 0.4           | 25,587            | 0.00*         |                 |               |                   |               |                 |               |                   |               |
|  |  | 2,887,348,428        | Rs. 5,775.2   | 508,502,291       | Rs. 1,017.0   | 2,887,203,602   | Rs. 5,774.8   | 508,476,704       | Rs. 1,017.0   | 2,736,713,122   | Rs. 5,473.8   | 481,966,945       | Rs. 964.0     |
|  |  |                      | US\$ 89.1     |                   | US\$ 15.7     |                 |               |                   |               |                 |               |                   |               |

# Out of shares held in abeyance - Rights issue of 2001, 2008 and 2015 and amount received on unpaid calls.

\* Amounts less than Rs. 50,000

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***Authorized share capital***

Authorized share capital includes 3,500,000,000 Ordinary shares of Rs. 2 each as at March 31, 2017 (3,500,000,000 Ordinary shares of Rs. 2 each as at March 31, 2016 and 2015), 1,000,000,000 A Ordinary shares of Rs. 2 each as at March 31, 2017 (1,000,000,000 A Ordinary shares of Rs. 2 each as at March 31, 2016 and 2015) and 300,000,000 convertible cumulative preference shares of Rs. 100 each as at March 31, 2017 (300,000,000 convertible cumulative preference shares of Rs. 100 each as at March 31, 2016 and 2015).

***Issued and subscribed share capital***

Share issued includes partly paid up shares of 570 Ordinary shares of Rs. 2 each as at March 31, 2017 and 68,750 Ordinary shares as at March 31, 2016 and 2015.

***Ordinary shares and A Ordinary shares:***

The Company has two classes of shares – the Ordinary shares and the A Ordinary shares both of Rs.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, if any resolution is put to vote on a poll or by postal ballot at any general meeting of shareholders, the holder shall be entitled to one vote for every ten A Ordinary shares held as per the terms of its issue.

Under the provisions of the revised Indian Listing Agreement with domestic Indian Stock Exchanges, every listed company is required to provide its shareholders with the facility to exercise their right to vote, by electronic means, either at a general meeting of the Company or by means of a postal ballot.

The dividend proposed by Tata Motors Limited's 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 which would need to be confirmed by the shareholders at the forthcoming Annual General Meeting. 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 are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

During the year ended March 31, 2016, the Company allotted 150,490,480 (including 32,049,820 shares underlying the ADSs) Ordinary shares at a premium of Rs. 448 per share aggregating Rs. 67,720.7 million and 26,509,759 A Ordinary shares at a premium of Rs. 269 per share, aggregating to Rs. 7,184.1 million, pursuant to the Rights issue.

The rights offer raised Rs.74,904.8 million which were utilized, net of issue expenses, for repayment in full or part, of certain long-term and short-term borrowings, funding of capital expenditure towards property plant and equipment and expenditure relating to research and product development and for general corporate purposes.

**Table of Contents****26. Other components of equity****(a) The movement of Currency translation reserve is as follows:**

|  | 2017                | Year ended March 31,  |                     | 2015                |
|--|---------------------|-----------------------|---------------------|---------------------|
|  |                     | 2017                  | 2016                |                     |
|  | (In millions)       |                       |                     |                     |
| Balance at the beginning   | US\$ 708.4          | Rs. 45,936.6          | Rs. 28,887.9        | Rs. 70,610.8        |
| Exchange differences arising on translating the net assets of foreign operations (net) | (1,446.9)           | (93,822.8)            | 16,758.7            | (42,905.3)          |
| Net change in translation reserve equity accounted investees (net)                     | (47.0)              | (3,047.0)             | 290.0               | 1,182.4             |
| <b>Balance at the end</b>  | <b>US\$ (785.5)</b> | <b>Rs. (50,933.2)</b> | <b>Rs. 45,936.6</b> | <b>Rs. 28,887.9</b> |

**(b) The movement of Available-for-sale investments reserve is as follows:**

|  | 2017             | Year ended March 31, |                 | 2015            |
|--|------------------|----------------------|-----------------|-----------------|
|  |                  | 2017                 | 2016            |                 |
|  | (In millions)    |                      |                 |                 |
| Balance at the beginning   | US\$ 4.2         | Rs.274.6             | Rs.280.6        | Rs.800.2        |
| Gain/(loss) arising on revaluation of available-for-sale investments (net)   | 14.0             | 905.6                | 23.9            | (340.0)         |
| Income tax relating to gain/loss arising on revaluation of available-for-sale investments (net), where applicable                    | (0.2)            | (16.0)               | (16.6)          | (18.1)          |
| Cumulative (gain)/loss reclassified to profit or loss on available-for-sale investments (net)  | (2.2)            | (143.9)              | (22.0)          | (190.3)         |
| Income tax relating to cumulative gain/loss reclassified to profit or loss on available-for-sale investments (net), where applicable | 0.7              | 42.5                 | 7.6             | 36.1            |
| Net change in share of available-for-sale investments reserves equity accounted investees (net)                                      |                  |                      | 1.1             | (7.3)           |
| <b>Balance at the end</b>  | <b>US\$ 16.5</b> | <b>Rs.1,062.8</b>    | <b>Rs.274.6</b> | <b>Rs.280.6</b> |

**(c) The movement of Hedging reserve is as follows:**

|   | 2017           | Year ended March 31, |                | 2015         |
|---|----------------|----------------------|----------------|--------------|
|   |                | 2017                 | 2016           |              |
|   | (In millions)  |                      |                |              |
| Balance at the beginning  | US\$ (1,308.6) | Rs. (84,860.0)       | Rs. (88,603.2) | Rs. 54,198.2 |
| Gain/(loss) recognized on cash flow hedges                      | (4,105.8)      | (266,264.8)          | (12,677.60)    | (171,294.0)  |
| Income tax relating to gain/loss recognized on cash flow hedges | 785.7          | 50,952.5             | 1,982.5        | 34,149.4     |
| (Gain)/loss reclassified to profit or loss                      | 1,678.0        | 108,817.5            | 18,047.9       | (7,197.6)    |
| Income tax relating to gain/loss reclassified to profit or loss | (334.4)        | (21,683.3)           | (3,609.6)      | 1,540.8      |



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**27. Notes to reserves and dividends*****Capital redemption reserve***

The Indian Companies Act, 2013 (the Companies Act ) requires that where a company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve account and details of such transfer shall be disclosed in the balance sheet. The capital redemption reserve account may be applied by the company, in paying up unissued shares of the company to be issued to shareholders of the company as fully paid bonus shares. Tata Motors Limited established this reserve pursuant to the redemption of preference shares issued in earlier years.

***Debenture redemption reserve***

The Companies Act requires that where a company issues debentures, it shall create a debenture redemption reserve out of profits of the company available for payment of dividend. The company is required to maintain a Debenture Redemption Reserve of 25% of the value of debentures issued, either by a public issue or on a private placement basis. The amounts credited to the debenture redemption reserve may not be utilized by the company except to redeem debentures.

***Reserve for research and human resource development***

In terms of Article 9 of the Act on Special Taxation Restriction in Korea, Tata Daewoo Commercial Vehicle Company Limited (TDCV, a subsidiary of Tata Motors Limited) is entitled for deferment of tax in respect of expenditures incurred on product development cost subject to fulfillment of certain conditions, by way of deduction from the taxable income, provided that TDCV appropriates an equivalent amount from Retained Earnings to Reserve for Research and Human Resource Development .

The deferment is for a period of three years and from the fourth year onwards one-third of the reserve is offered to tax and an equal amount is then transferred from the reserve to Retained earnings available for appropriation .

***Special reserve***

The special reserve represents the reserve created by two subsidiaries of Tata Motors Limited pursuant to the Reserve Bank of India Act, 1934 (the RBI Act ) and related regulations applicable to those companies. Under the RBI Act, a non-banking finance company is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. Appropriation from this reserve fund is permitted only for the purposes specified by the RBI.

***Earned surplus reserve***

Under the Korean commercial code, TDCV is required to appropriate at least 10% of cash dividend declared each year to a legal reserve until such reserves equal to 50% of capital stock. This reserve may not be utilized for cash dividends, but may only be used to offset against future deficits, if any, or may be transferred to capital stock.

***Dividends***

The final dividend is recommended by the Board of Directors and is recorded in the books of account upon its approval by the shareholders. For the year ended March 31, 2016, dividend per share of Rs. 0.20 per Ordinary Share of Rs. 2 each and Rs. 0.30 per A Ordinary Shares of Rs. 2 each was declared. The Board of Directors has recommended Nil dividend for Fiscal 2017.

**Table of Contents****28. Employee cost**

Employee cost consists of the following:

|  | 2017                | Year ended March 31, |                      | 2015                 |
|--|---------------------|----------------------|----------------------|----------------------|
|  |                     | 2017                 | 2016                 |                      |
|  |                     | (In millions)        |                      |                      |
| Salaries, wages and welfare expenses           | US\$ 3,937.1        | Rs. 255,325.7        | Rs. 253,989.3        | Rs. 223,594.3        |
| Contribution to provident fund and other funds | 435.8               | 28,262.3             | 34,128.1             | 26,806.9             |
| <b>Total</b>                                   | <b>US\$ 4,372.9</b> | <b>Rs. 283,588.0</b> | <b>Rs. 288,117.4</b> | <b>Rs. 250,401.2</b> |

A subsidiary of the Company operates a Long Term Incentive Plan (LTIP) arrangement for certain employees. The scheme provides a cash payment to the employee based on a specific number of phantom shares at grant and the share price of Tata Motors Limited at the vesting date. The cash payment is dependent on the performance of the underlying shares of Tata Motors Limited shares over the 3 year vesting period and continued employment at the end of the vesting period. The fair value of the awards is calculated using a Black-Scholes model at the grant date. The fair value is updated at each reporting date as the awards are accounted for as cash-settled plan. The inputs into the model are based on the Tata Motors Limited historic data, the risk-free rate and the weighted average fair value of shares, in the scheme at the reporting date. The amount expensed in relation to the LTIP was Rs. 701.3 million, Rs. 295.9 million and Rs. 1,577.6 million for the years ended March 31, 2017, 2016 and 2015, respectively. The Company considers these amounts as not material and accordingly has not provided further disclosures as required by IFRS 2 Share-based Payment .

**29. Other expenses**

Other expenses consist of the following:

|  | 2017                | Year ended March 31, |                      | 2015                 |
|--|---------------------|----------------------|----------------------|----------------------|
|  |                     | 2017                 | 2016                 |                      |
|  |                     | (In millions)        |                      |                      |
| Stores, spare parts and tools consumed                             | US\$ 373.0          | Rs. 24,191.1         | Rs. 20,961.9         | Rs. 17,818.5         |
| Freight and transportation expenses                                | 1,596.5             | 103,534.4            | 103,350.9            | 84,309.2             |
| Research and product development cost                              | 526.4               | 34,135.7             | 34,687.7             | 28,515.3             |
| Warranty and product liability expenses                            | 1,324.1             | 85,866.4             | 67,539.3             | 60,265.5             |
| Allowance for trade and other receivables, and finance receivables | 113.5               | 7,359.5              | 15,319.4             | 25,597.2             |
| Works operation and other expenses                                 | 3,588.1             | 232,674.8            | 223,315.3            | 213,280.0            |
| Repairs to building and plant and machinery                        | 96.7                | 6,273.2              | 6,175.7              | 5,837.4              |
| Processing charges   | 180.7               | 11,720.3             | 11,106.8             | 10,504.8             |
| Power and fuel   | 178.8               | 11,598.2             | 11,436.3             | 11,116.0             |
| Insurance  | 63.5                | 4,121.2              | 3,743.5              | 2,892.7              |
| Publicity  | 1,341.4             | 86,986.8             | 87,684.6             | 85,772.9             |
| <b>Total</b>   | <b>US\$ 9,382.6</b> | <b>Rs. 608,461.6</b> | <b>Rs. 585,321.4</b> | <b>Rs. 545,909.5</b> |

**Table of Contents****30. Other income/(loss) (net)**

Other income/(loss) (net) consist of the following:

|   | 2017              | Year ended March 31, |                    | 2015                |
|---|-------------------|----------------------|--------------------|---------------------|
|   |                   | 2017                 | 2016               |                     |
|   | (In millions)     |                      |                    |                     |
| Miscellaneous income  | US\$ 439.1        | Rs. 28,475.0         | Rs. 21,907.7       | Rs. 17,100.8        |
| Gain/(Loss) on change in fair value of commodity derivatives                      | 141.6             | 9,184.0              | (11,555.3)         | (3,626.5)           |
| Dividend income and income on mutual funds  | 1.6               | 105.1                | 446.7              | 351.3               |
| Gain/(loss) on sale, change in fair value of available-for-sale investments (net) | 28.2              | 1,826.0              | 1,813.9            | 1,195.0             |
| Loss on sale of assets/assets written off and others (net) *                      | (176.1)           | (11,418.6)           | (9,477.4)          | (3,512.2)           |
| <b>Total</b>  | <b>US\$ 434.4</b> | <b>Rs. 28,171.5</b>  | <b>Rs. 3,135.6</b> | <b>Rs. 11,508.4</b> |

\* Includes provision of Rs. 3,098.8 million for the year ended March 31, 2015 as described in note 12.

**31. Interest expense (net)**

Interest expense (net) consists of the following:

|                              | 2017              | Year ended March 31, |                     | 2015                |
|------------------------------|-------------------|----------------------|---------------------|---------------------|
|                              |                   | 2017                 | 2016                |                     |
|                              | (In millions)     |                      |                     |                     |
| Gross interest expense       | US\$ 852.9        | Rs. 55,306.7         | Rs. 60,167.8        | Rs. 68,634.7        |
| Less: Interest capitalized * | (199.6)           | (12,941.0)           | (12,255.2)          | (16,403.1)          |
| <b>Total</b>                 | <b>US\$ 653.3</b> | <b>Rs. 42,365.7</b>  | <b>Rs. 47,912.6</b> | <b>Rs. 52,231.6</b> |

\* Represents borrowing costs capitalized during the year on qualifying assets (property, plant and equipment and product development). The weighted average rate for capitalization of interest relating to general borrowings was approximately 4.4%, 6.3% and 7.1% for the years ended March 31, 2017, 2016 and 2015, respectively.

**Table of Contents****32. Employee benefits****Defined Benefit Plan**

Pension and post retirement medical plans

The following table sets out the funded and unfunded status and the amounts recognized in the financial statements for the pension and the post retirement medical plans in respect of Tata Motors, its Indian subsidiaries and joint operations:

|  | 2017              | Pension benefits   |                    | As at March 31,                  |                    |                    |
|--|-------------------|--------------------|--------------------|----------------------------------|--------------------|--------------------|
|  |                   | 2017               | 2016               | Post retirement medical benefits |                    |                    |
|  |                   |                    |                    | 2017                             | 2017               | 2016               |
|  | (In millions)     |                    |                    |                                  |                    |                    |
| <b>Change in defined benefit obligations:</b>                            |                   |                    |                    |                                  |                    |                    |
| Defined benefit obligation, beginning of the year                        | US\$ 142.5        | Rs. 9,238.6        | Rs. 9,018.1        | US\$ 24.7                        | Rs. 1,600.5        | Rs. 1,556.6        |
| Current service cost   | 10.1              | 657.1              | 642.6              | 1.3                              | 81.9               | 76.8               |
| Interest cost  | 10.7              | 695.1              | 669.6              | 1.9                              | 123.3              | 121.8              |
| Remeasurements (gains)/losses  |                   |                    |                    |                                  |                    |                    |
| Actuarial (gains)/losses arising from changes in demographic assumptions | (0.1)             | (9.6)              | 14.6               | 0.3                              | 21.7               |                    |
| Actuarial (gains)/losses arising from changes in financial assumptions   | 2.5               | 160.1              | 38.7               | 3.4                              | 218.2              | 78.4               |
| Actuarial (gains)/losses arising from changes in experience adjustments  | (1.0)             | (65.0)             | 61.7               | (1.6)                            | (104.6)            | (165.3)            |
| Benefits paid from plan assets   | (12.0)            | (778.9)            | (1,149.1)          |                                  |                    |                    |
| Benefits paid directly by employer                                       | (1.4)             | (89.8)             | (57.6)             | (1.6)                            | (102.4)            | (67.8)             |
| <b>Defined benefit obligation, end of the year</b>                       | <b>US\$ 151.3</b> | <b>Rs. 9,807.6</b> | <b>Rs. 9,238.6</b> | <b>US\$ 28.4</b>                 | <b>Rs. 1,838.6</b> | <b>Rs. 1,600.5</b> |

**Change in plan assets:**

|  |                   |                    |                    |             |            |            |
|--|-------------------|--------------------|--------------------|-------------|------------|------------|
| Fair value of plan assets, beginning of the year                           | US\$ 123.3        | Rs. 7,996.9        | Rs. 7,891.3        | US\$        | Rs.        | Rs.        |
| Interest income  | 9.3               | 600.5              | 601.0              |             |            |            |
| Remeasurements gains/(losses)  |                   |                    |                    |             |            |            |
| Return on plan assets, (excluding amount included in net Interest expense) | 4.1               | 264.1              | 203.4              |             |            |            |
| Employer's contributions   | 5.2               | 335.2              | 450.3              |             |            |            |
| Benefits paid  | (12.0)            | (778.9)            | (1,149.1)          |             |            |            |
| <b>Fair value of plan assets, end of the year</b>                          | <b>US\$ 129.9</b> | <b>Rs. 8,417.8</b> | <b>Rs. 7,996.9</b> | <b>US\$</b> | <b>Rs.</b> | <b>Rs.</b> |

|  | 2017               | Pension benefits     |                      | As at March 31,                  |                      |                      |
|--|--------------------|----------------------|----------------------|----------------------------------|----------------------|----------------------|
|  |                    | 2017                 | 2016                 | Post retirement medical benefits |                      |                      |
|  |                    |                      |                      | 2017                             | 2017                 | 2016                 |
|  | (In millions)      |                      |                      |                                  |                      |                      |
| <b>Amount recognized in the balance sheet consists of:</b> |                    |                      |                      |                                  |                      |                      |
| Present value of defined benefit obligation                | US\$ 151.3         | Rs. 9,807.6          | Rs. 9,238.6          | US\$ 28.4                        | Rs. 1,838.6          | Rs. 1,600.5          |
| Fair value of plan assets                                  | 129.9              | 8,417.8              | 7,996.9              |                                  |                      |                      |
| <b>Net liability</b>                                       | <b>US\$ (21.4)</b> | <b>Rs. (1,389.8)</b> | <b>Rs. (1,241.7)</b> | <b>US\$ (28.4)</b>               | <b>Rs. (1,838.6)</b> | <b>Rs. (1,600.5)</b> |

**Amounts in the balance sheet:**



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|                         |             |               |            |                  |            |                  |             |               |                                    |
|-------------------------|-------------|---------------|------------|------------------|------------|------------------|-------------|---------------|------------------------------------|
| Non current assets      | US\$        | 1.0           | Rs.        | 65.5             | Rs.        | 49.1             | US\$        | Rs.           | Rs.                                |
| Non current liabilities |             | (22.4)        |            | (1,455.3)        |            | (1,290.8)        |             | (28.4)        | (1,838.6) (1,600.5)                |
| <b>Net liability</b>    | <b>US\$</b> | <b>(21.4)</b> | <b>Rs.</b> | <b>(1,389.8)</b> | <b>Rs.</b> | <b>(1,241.7)</b> | <b>US\$</b> | <b>(28.4)</b> | <b>Rs. (1,838.6) Rs. (1,600.5)</b> |

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Total amount recognized in other comprehensive income consists of:

|                               | 2017             | Pension benefits   |                    | As at March 31,    |                 | Post retirement medical benefits |                  |                  |
|-------------------------------|------------------|--------------------|--------------------|--------------------|-----------------|----------------------------------|------------------|------------------|
|                               |                  | 2017               | 2016               | 2015               | 2017            | 2017                             | 2016             | 2015             |
|                               |                  |                    |                    | (In millions)      |                 |                                  |                  |                  |
| Remeasurements (gains)/losses | US\$ 33.5        | Rs. 2,172.1        | Rs. 2,350.7        | Rs. 2,439.1        | US\$ 5.8        | Rs. 378.9                        | Rs. 243.6        | Rs. 330.5        |
|                               | <b>US\$ 33.5</b> | <b>Rs. 2,172.1</b> | <b>Rs. 2,350.7</b> | <b>Rs. 2,439.1</b> | <b>US\$ 5.8</b> | <b>Rs. 378.9</b>                 | <b>Rs. 243.6</b> | <b>Rs. 330.5</b> |

Information for funded plans with a defined benefit obligation in excess of plan assets:

|                            | 2017       | As at March 31,       |             |
|----------------------------|------------|-----------------------|-------------|
|                            |            | Pension benefits 2017 | 2016        |
|                            |            | (In millions)         |             |
| Defined benefit obligation | US\$ 122.7 | Rs. 7,953.7           | Rs. 7,549.9 |
| Fair value of plan assets  | US\$ 116.9 | Rs. 7,575.5           | Rs. 7,295.5 |

Information for funded plans with a defined benefit obligation less than plan assets:

|                            | 2017      | As at March 31,       |           |
|----------------------------|-----------|-----------------------|-----------|
|                            |           | Pension benefits 2016 | 2016      |
|                            |           | (In millions)         |           |
| Defined benefit obligation | US\$ 12.0 | Rs. 776.9             | Rs. 652.7 |
| Fair value of plan assets  | US\$ 13.0 | Rs. 842.3             | Rs. 701.4 |

**Table of Contents****Information for unfunded plans:**

|                            | 2017      | Pension benefits |             | As at March 31, |             | Post retirement medical benefits |      |
|----------------------------|-----------|------------------|-------------|-----------------|-------------|----------------------------------|------|
|                            |           | 2017             | 2016        | 2016            | 2017        | 2017                             | 2016 |
| Defined benefit obligation | US\$ 16.6 | Rs. 1,077.0      | Rs. 1,036.0 | US\$ 28.4       | Rs. 1,838.6 | Rs. 1,600.5                      |      |

**Net pension and post retirement medical cost consist of the following components:**

|                            | 2017             | Pension benefits |                  | Year ended March 31, |                 | Post retirement medical benefits |                  |                  |
|----------------------------|------------------|------------------|------------------|----------------------|-----------------|----------------------------------|------------------|------------------|
|                            |                  | 2017             | 2016             | 2015                 | 2017            | 2017                             | 2016             | 2015             |
| Service cost               | US\$ 10.1        | Rs. 657.1        | Rs. 642.6        | Rs. 564.3            | US\$ 1.3        | Rs. 81.9                         | Rs. 76.8         | Rs. 57.1         |
| Past Service cost          |                  |                  |                  |                      |                 |                                  |                  | 7.0              |
| Net interest cost/(income) | 1.5              | 94.6             | 68.6             | 126.3                | 1.9             | 123.3                            | 121.8            | 113.1            |
| <b>Net periodic cost</b>   | <b>US\$ 11.6</b> | <b>Rs. 751.7</b> | <b>Rs. 711.2</b> | <b>Rs. 690.6</b>     | <b>US\$ 3.2</b> | <b>Rs. 205.2</b>                 | <b>Rs. 198.6</b> | <b>Rs. 177.2</b> |

**Other changes in plan assets and benefit obligation recognized in other comprehensive income.**

|   | 2017              | Pension benefits   |                   | Year ended March 31, |                 | Post retirement medical benefits |                   |                  |
|---|-------------------|--------------------|-------------------|----------------------|-----------------|----------------------------------|-------------------|------------------|
|   |                   | 2017               | 2016              | 2015                 | 2017            | 2017                             | 2016              | 2015             |
| <b>Remeasurements</b>   |                   |                    |                   |                      |                 |                                  |                   |                  |
| Return on plan assets,<br>(excluding amount included in<br>net Interest expense)                  | US\$ (4.1)        | Rs. (264.1)        | Rs. (203.4)       | Rs. (268.7)          | US\$            | Rs.                              | Rs.               | Rs.              |
| Actuarial (gains)/losses arising<br>from changes in demographic<br>assumptions                    | (0.1)             | (9.6)              | 14.6              | 5.9                  | 0.3             | 21.7                             |                   |                  |
| Actuarial (gains)/losses arising<br>from changes in financial<br>assumptions                      | 2.5               | 160.1              | 38.7              | 760.0                | 3.4             | 218.2                            | 78.4              | 199.8            |
| Actuarial (gains)/losses arising<br>from changes in experience<br>adjustments on plan liabilities | (1.0)             | (65.0)             | 61.7              | 93.7                 | (1.6)           | (104.6)                          | (165.3)           | (38.30)          |
| <b>Total recognized in other<br/>comprehensive income</b>   | <b>US\$ (2.7)</b> | <b>Rs. (178.6)</b> | <b>Rs. (88.4)</b> | <b>Rs. 590.9</b>     | <b>US\$ 2.1</b> | <b>Rs. 135.3</b>                 | <b>Rs. (86.9)</b> | <b>Rs. 161.5</b> |
| <b>Total recognized in income<br/>statement and other<br/>comprehensive income</b>                | <b>US\$ 8.9</b>   | <b>Rs. 573.1</b>   | <b>Rs. 622.8</b>  | <b>Rs. 1,281.5</b>   | <b>US\$ 5.3</b> | <b>Rs. 340.5</b>                 | <b>Rs. 111.7</b>  | <b>Rs. 338.7</b> |

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The assumptions used in accounting for the pension and post retirement medical plans are set out below:

|   | As at March 31, |                  |                |                                  |       |       |
|---|-----------------|------------------|----------------|----------------------------------|-------|-------|
|   | 2017            | Pension benefits |                | Post retirement medical benefits |       |       |
|   |                 | 2016             | 2015           | 2017                             | 2016  | 2015  |
| Discount rate   | 6.75% - 7.50%   | 6.75% - 8.00%    | 6.75% - 8.00%  | 7.30%                            | 8.00% | 8.00% |
| Rate of increase in compensation level of covered employees | 4.00% - 11.00%  | 5.00% - 12.00%   | 5.00% - 11.00% | NA                               | NA    | NA    |
| Increase in health care cost                                | NA              | NA               | NA             | 6.00%                            | 6.00% | 6.00% |

**Plan Assets**

The fair value of Company's pension plan asset as of March 31, 2017 and 2016 by category are as follows:

| Asset category:                   | Pension benefits<br>Plan assets as of March 31 |      |
|-----------------------------------|--|------|
|                                   | 2017   | 2016 |
| Cash and cash equivalents         | 1%   | 2%   |
| Debt instruments (quoted)         | 72%  | 77%  |
| Debt instruments (unquoted)       | 5%   | 1%   |
| Equity instruments (quoted)       | 1%   | 1%   |
| Deposits with Insurance companies | 21%  | 19%  |
|                                   | 100%   | 100% |

The Company's policy is driven by considerations of maximizing returns while ensuring credit quality of the debt instruments. The asset allocation for plan assets is determined based on investment criteria prescribed under the Indian Income Tax Act, 1961, and is also subject to other exposure limitations. The Company evaluates the risks, transaction costs and liquidity for potential investments. To measure plan asset performance, the Company compares actual returns for each asset category with published bench marks.

The weighted average duration of the defined benefit obligation as at March 31, 2017 is 16.06 years (2016 : 15.64 years)

The Company expects to contribute Rs.709.2 million to the funded pension plans in Fiscal 2018.

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate, salary escalation and health care cost:

| Assumption             | Change in assumption | Impact on defined benefit obligation | Impact on service cost and interest cost |
|------------------------|----------------------|--------------------------------------|--|
| Discount rate          | Increase by 1%       | Decrease by Rs.938.4 million         | Decrease by Rs.206.5 million             |
|                        | Decrease by 1%       | Increase by Rs.1,086.3 million       | Increase by Rs.221.4 million             |
| Salary escalation rate | Increase by 1%       | Increase by Rs.774.5 million         | Increase by Rs.194.0 million             |
|                        | Decrease by 1%       | Decrease by Rs.680.9 million         | Decrease by Rs.167.6 million             |
| Health care cost       | Increase by 1%       | Increase by Rs.249.1 million         | Increase by Rs.60.2 million              |
|                        | Decrease by 1%       | Decrease by Rs.220.1 million         | Decrease by Rs.49.6 million              |



**Table of Contents****Severance indemnity plan**

Severance indemnity is a funded plan of Tata Daewoo Commercial Vehicles Limited (TDCV), a subsidiary of Tata Motors Limited.

The following table sets out, the amounts recognized in the financial statements for the severance indemnity plan.

|   | 2017              | As at March 31,<br>2017<br>(In millions) | 2016               |
|---|-------------------|--|--------------------|
| <b>Change in defined benefit obligation:</b>  |                   |  |                    |
| Defined benefit obligation, beginning of the year   | US\$ 51.5         | Rs. 3,339.2                              | Rs. 3,307.2        |
| Service cost  | 7.5               | 486.2                                    | 555.3              |
| Interest cost   | 1.0               | 63.4                                     | 76.1               |
| Remeasurements (gains)/losses   |                   |  |                    |
| Actuarial (gains)/losses arising from changes in financial assumptions                            | (2.4)             | (156.5)                                  | (653.2)            |
| Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities       | (3.0)             | (195.3)                                  | (40.9)             |
| Actuarial (gains)/losses arising from changes in demographic assumption on plan liabilities       |                   |  | 33.1               |
| Benefits paid from plan assets  | (0.7)             | (42.6)                                   | (21.1)             |
| Benefits paid directly by employer  | (0.2)             | (13.5)                                   | (12.0)             |
| Foreign currency translation  |                   | 1.7                                      | 94.7               |
| <b>Defined benefit obligation, end of the year</b>  | <b>US\$ 53.7</b>  | <b>Rs. 3,482.6</b>                       | <b>Rs. 3,339.2</b> |
| <b>Change in plan assets:</b>   |                   |  |                    |
| Fair value of plan assets, beginning of the year  | US\$ 40.4         | 2,617.6                                  | 2,025.1            |
| Interest income   | 0.9               | 55.8                                     | 52.4               |
| Remeasurements gain/(loss)  |                   |  |                    |
| Return on plan assets, (excluding amount included in net Interest expense)                        | (0.4)             | (25.4)                                   | (19.3)             |
| Employer's contributions  | 10.0              | 642.2                                    | 509.5              |
| Benefits paid   | (0.7)             | (42.6)                                   | (21.1)             |
| Foreign currency translation  |                   | (2.3)                                    | 71.0               |
| <b>Fair value of plan assets, end of the year</b>   | <b>US\$ 50.2</b>  | <b>Rs. 3,245.3</b>                       | <b>Rs. 2,617.6</b> |
| <b>Amount recognized in the balance sheet consist of:</b>   |                   |  |                    |
| Present value of defined benefit obligation   | US\$ 53.7         | Rs. 3,482.6                              | Rs. 3,339.2        |
| Fair value of plan assets   | 50.2              | 3,245.3                                  | 2,617.6            |
| <b>Net liability</b>  | <b>US\$ (3.5)</b> | <b>Rs. (237.3)</b>                       | <b>Rs. (721.6)</b> |
| Amounts in the balance sheet:   |                   |  |                    |
| <b>Non- current liabilities</b>   | <b>US\$ (3.5)</b> | <b>Rs. (237.3)</b>                       | <b>Rs. (721.6)</b> |
| <b>Total amount recognized in other comprehensive income for severance indemnity consists of:</b> |                   |  |                    |

As at March 31,

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|                               | 2017               | 2017               | 2016               | 2015             |
|-------------------------------|--------------------|--------------------|--------------------|------------------|
|                               |                    | (In millions)      |                    |                  |
| Remeasurements (gains)/losses | US\$ (12.5)        | Rs. (808.0)        | Rs. (481.6)        | Rs. 160.1        |
|                               | <b>US\$ (12.5)</b> | <b>Rs. (808.0)</b> | <b>Rs. (481.6)</b> | <b>Rs. 160.1</b> |

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Net severance indemnity cost consist of the following components:

|                                  | 2017            | As at March 31,  |                  | 2015             |
|----------------------------------|-----------------|------------------|------------------|------------------|
|                                  |                 | 2017             | 2016             |                  |
|                                  | (In millions)   |                  |                  |                  |
| Service cost                     | US\$ 7.5        | Rs. 486.2        | Rs. 555.3        | Rs. 421.6        |
| Net interest cost                | 0.1             | 7.6              | 23.7             | 19.8             |
| <b>Net periodic pension cost</b> | <b>US\$ 7.6</b> | <b>Rs. 493.8</b> | <b>Rs. 579.0</b> | <b>Rs. 441.4</b> |

Other changes in plan assets and benefit obligation recognized in other comprehensive income for severance indemnity plan:

|   | 2017              | Year ended March 31, |                    | 2015               |
|---|-------------------|----------------------|--------------------|--------------------|
|   |                   | 2017                 | 2016               |                    |
|   | (In millions)     |                      |                    |                    |
| <b>Remeasurements (gains) / losses</b>  |                   |                      |                    |                    |
| Return on plan assets, (excluding amount included in net Interest expense)                  | US\$ 0.4          | Rs. 25.4             | Rs. 19.3           | Rs. 26.3           |
| Actuarial (gains)/losses arising from changes in financial assumptions                      | (2.4)             | (156.5)              | (653.2)            | 474.6              |
| Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities | (3.0)             | (195.3)              | (40.9)             | 198.3              |
| Actuarial (gains)/losses arising from changes in demographic assumptions                    |                   |                      | 33.1               |                    |
| <b>Total recognized in other comprehensive income</b>                                       | <b>US\$ (5.0)</b> | <b>Rs. (326.4)</b>   | <b>Rs. (641.7)</b> | <b>Rs. 699.2</b>   |
| <b>Total recognized in income statement and other comprehensive income</b>                  | <b>US\$ 2.6</b>   | <b>Rs. 167.4</b>     | <b>Rs. (62.7)</b>  | <b>Rs. 1,140.6</b> |

The assumptions used in accounting for the Severance indemnity plan is set out below:

|   | Year ended March 31, |       |       |
|---|----------------------|-------|-------|
|   | 2017                 | 2016  | 2015  |
| Discount rate   | 2.30%                | 1.90% | 2.30% |
| Rate of increase in compensation level of covered employees | 3%                   | 3%    | 5%    |

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate, salary escalation rate:

| Assumption             | Change in assumption | Impact on scheme liabilities | Impact on service cost and interest cost |
|------------------------|----------------------|------------------------------|--|
| Discount rate          | Increase by 1%       | Decrease by Rs.348.1 million | Decrease by Rs.105.8 million             |
| Salary escalation rate | Decrease by 1%       | Increase by Rs.408.1 million | Increase by Rs.117.5 million             |
|                        | Increase by 1%       | Increase by Rs.401.0 million | Increase by Rs.125.7 million             |
|                        | Decrease by 1%       | Decrease by Rs.349.1 million | Decrease by Rs.107.8 million             |



**Severance indemnity plans asset allocation by category is as follows:**

|                    | <b>As at March 31,</b> |             |
|--------------------|------------------------|-------------|
|                    | <b>2017</b>            | <b>2016</b> |
| Deposit with banks | 100%                   | 100%        |

The weighted average duration of the defined benefit obligation as at March 31, 2017 is 10.9 years (2016 : 11.8 years)

The Company expects to contribute Rs.220.3 million to the funded severance indemnity plans in Fiscal 2018.

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### **Jaguar Land Rover Pension plan**

Jaguar Land Rover Ltd UK, has pension arrangements providing employees with defined benefits related to pay and service as set out in the rules of each fund.

The UK defined benefit schemes are administered by a separate fund that are legally separated from the Company. The trustees of the pension schemes are required by law to act in the interest of the fund and of all relevant stakeholders in the scheme and are responsible for the investment policy with regard to the assets of the schemes and all other governance matters. The board of trustees must be composed of representatives of the Company and plan participants in accordance with the plan's regulations.

Through its defined benefit pension plans the Company is exposed to a number of risks, the most significant of which are detailed below:

#### **Asset volatility**

The plan liabilities are calculated using a discount rate set with references to corporate bond yields; if plan assets under perform compared to the corporate bonds discount rate, this will create or increase a deficit. The defined benefit plans hold a significant proportion of equity type assets, which are expected to outperform corporate bonds in the long-term while providing volatility and risk in the short-term.

The UK scheme hold a substantial level of index-linked gilts, gilts and other inflation and interest rate hedging instruments in order to reduce the volatility of assets compared to the liability value, although these will lead to asset value volatility.

As the plans mature, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

However, the Company believes that due to the long-term nature of the plan liabilities and the strength of the supporting group, a level of continuing equity type investments is an appropriate element of the Company's long term strategy to manage the plans efficiently.

#### **Changes in bond yields**

A decrease in corporate bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plan's bond holdings and interest rate hedging instruments.

#### **Inflation risk**

Some of the Company's pension obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect the plan against extreme inflation). The plans hold a significant proportion of assets in index linked gilts, together with other inflation hedging instruments and also assets which are more closely correlated with inflation. However an increase in inflation will also increase the deficit to some degree.

#### **Life expectancy**

The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant in the UK defined benefit plans, where inflationary increases result in higher sensitivity to changes in life expectancy.

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The following table sets out the disclosure pertaining to employee benefits of Jaguar Land Rover Limited

|   | 2017                  | As at March 31,<br>Pension benefits<br>2017<br>(In millions) | 2016                  |
|---|-----------------------|--|-----------------------|
| <b>Change in defined benefit obligation:</b>  |                       |  |                       |
| Defined benefit obligation, beginning of the year   | US\$ 11,284.4         | Rs. 731,790.6  | Rs. 728,691.5         |
| Service cost  | 267.7                 | 17,357.3   | 22,125.8              |
| Interest cost   | 371.7                 | 24,107.4   | 25,897.1              |
| <b>Remeasurements (gains)/losses</b>  |                       |  |                       |
| Actuarial (gains)/losses arising from changes in demographic assumptions                    | (102.7)               | (6,662.4)  | (3,560.2)             |
| Actuarial (gains)/losses arising from changes in financial assumptions                      | 3,156.4               | 204,693.3  | (56,145.3)            |
| Actuarial (gains)/losses arising from changes in experience adjustments on plan liabilities | (287.9)               | (18,672.2)   | 6,252.6               |
| Past service cost   |                       |  | 13.8                  |
| Benefits paid   | (304.2)               | (19,724.2)   | (16,292.3)            |
| Member contributions  | 2.7                   | 175.3  | 163.7                 |
| Foreign currency translation  | (1,948.9)             | (126,388.2)  | 24,643.9              |
| <b>Defined benefit obligation, end of the year</b>  | <b>US\$ 12,439.2</b>  | <b>Rs. 806,676.9</b>   | <b>Rs. 731,790.6</b>  |
| <b>Change in plan assets:</b>   |                       |  |                       |
| Fair value of plan assets, beginning of the year  | US\$ 10,455.4         | Rs. 678,033.0  | Rs. 646,895.5         |
| Interest Income   | 348.8                 | 22,617.1   | 22,997.6              |
| <b>Remeasurements gains/(losses)</b>  |                       |  |                       |
| Return on plan assets, (excluding amount included in net Interest expense)                  | 1,553.2               | 100,724.9  | (5,079.0)             |
| Employer s contributions  | 306.9                 | 19,899.5   | 8,858.2               |
| Members contributions   | 2.7                   | 175.3  | 163.7                 |
| Benefits paid   | (304.2)               | (19,724.2)   | (16,292.3)            |
| Expenses paid   | (12.2)                | (789.0)  | (824.5)               |
| Foreign currency translation  | (1,734.5)             | (112,481.7)  | 21,313.8              |
| <b>Fair value of plan assets, end of the year</b>   | <b>US\$ 10,616.1</b>  | <b>Rs. 688,454.9</b>   | <b>Rs. 678,033.0</b>  |
|   | 2017                  | As at March 31,<br>Pension benefits<br>2017<br>(In millions) | 2016                  |
| <b>Amount recognized in the balance sheet consist of:</b>                                   |                       |  |                       |
| Present value of defined benefit obligation   | US\$ 12,439.2         | Rs. 806,676.9  | Rs. 731,790.6         |
| Fair value of plan Assets   | 10,616.1              | 688,454.9  | 678,033.0             |
| Surplus/(deficit)   | (1,823.1)             | (118,222.0)  | (53,757.6)            |
| Restriction of pension asset (as per IFRIC 14)  |                       |  | (171.8)               |
| <b>Net liability</b>  | <b>US\$ (1,823.1)</b> | <b>Rs. (118,222.0)</b>                                       | <b>Rs. (53,929.4)</b> |
| <b>Amount recognized in the balance sheet consist of:</b>                                   |                       |  |                       |

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|                         |             |                  |            |                    |            |                   |
|-------------------------|-------------|------------------|------------|--------------------|------------|-------------------|
| Non-current assets      | US\$        | 0.6              | Rs.        | 38.1               | Rs.        | 41.0              |
| Non-current liabilities |             | (1,823.7)        |            | (118,260.1)        |            | (53,970.4)        |
| <b>Net liability</b>    | <b>US\$</b> | <b>(1,823.1)</b> | <b>Rs.</b> | <b>(118,222.0)</b> | <b>Rs.</b> | <b>(53,929.4)</b> |

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**Table of Contents****Total amount recognized in other comprehensive income**

|   | As at March 31,<br>Pension benefits |                      |                     |                      |
|---|-------------------------------------|----------------------|---------------------|----------------------|
|   | 2017                                | 2017                 | 2016                | 2015                 |
|   | (In millions)                       |                      |                     |                      |
| Remeasurements (gains) / losses                                     | US\$ 2,696.9                        | Rs. 174,893.2        | Rs. 96,259.4        | Rs. 144,633.3        |
| Restriction of Pension asset (as per IFRIC 14)                      | (214.8)                             | (13,928.1)           | (13,928.1)          | (13,928.1)           |
| Onerous obligation, excluding amounts included in interest expenses | (133.4)                             | (8,650.4)            | (8,475.1)           | (8,573.7)            |
|   | <b>US\$ 2,348.7</b>                 | <b>Rs. 152,314.7</b> | <b>Rs. 73,856.2</b> | <b>Rs. 122,131.5</b> |

**Net pension and post retirement cost consist of the following components:**

|                                      | Year ended March 31,<br>Pension benefits |                     |                     |                     |
|--------------------------------------|--|---------------------|---------------------|---------------------|
|                                      | 2017                                     | 2017                | 2016                | 2015                |
|                                      | (In millions)                            |                     |                     |                     |
| Current service cost                 | US\$ 267.7                               | Rs. 17,357.3        | Rs. 22,125.8        | Rs. 16,555.5        |
| Past service cost                    |  |                     | 13.8                | 51.3                |
| Administrative expenses              | 12.2                                     | 789.0               | 824.5               | 806.5               |
| Interest cost on Onerous obligations |  |                     | 1.0                 |                     |
| Net interest cost / (income)         | 23.0                                     | 1,490.3             | 2,899.5             | 2,800.2             |
| <b>Net periodic pension cost</b>     | <b>US\$ 302.9</b>                        | <b>Rs. 19,636.6</b> | <b>Rs. 25,864.6</b> | <b>Rs. 20,213.5</b> |

**Amount recognized in other comprehensive income**

|   | Year ended March 31,<br>Pension benefits |                     |                       |                     |
|---|--|---------------------|-----------------------|---------------------|
|   | 2017                                     | 2017                | 2016                  | 2015                |
|   | (In millions)                            |                     |                       |                     |
| <b>Remeasurements (gains) / losses</b>  |  |                     |                       |                     |
| Actuarial (gains) / losses arising from changes in demographic assumptions                    | US\$ (102.7)                             | Rs. (6,662.4)       | Rs. (3,560.2)         | Rs. (1,971.9)       |
| Actuarial (gains) / losses arising from changes in financial assumptions                      | 3,156.4                                  | 204,693.3           | (56,145.3)            | 143,396.1           |
| Actuarial (gains) / losses arising from changes in experience adjustments on plan liabilities | (287.9)                                  | (18,672.2)          | 6,252.6               | 9,958.3             |
| Return on plan assets, (excluding amount included in net Interest expense)                    | (1,553.2)                                | (100,724.9)         | 5,079.0               | (116,147.7)         |
| Change in restriction of pension asset (as per IFRIC 14)                                      |  |                     |                       | (268.2)             |
| Change in onerous obligation, excluding amounts included in interest expenses                 | (2.7)                                    | (175.3)             | 98.6                  |                     |
| <b>Total recognized in other comprehensive income</b>   | <b>US\$ 1,209.9</b>                      | <b>Rs. 78,458.5</b> | <b>Rs. (48,275.3)</b> | <b>Rs. 34,966.6</b> |

|  |                     |                     |                       |                     |
|--|---------------------|---------------------|-----------------------|---------------------|
| <b>Total recognized in income statement and other comprehensive income</b> | <b>US\$ 1,512.8</b> | <b>Rs. 98,095.1</b> | <b>Rs. (22,410.7)</b> | <b>Rs. 55,180.1</b> |
|--|---------------------|---------------------|-----------------------|---------------------|

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The assumptions used in accounting for the pension plans are set out below:

|  | Year ended March 31,<br>Pension benefits |       |       |
|--|--|-------|-------|
|  | 2017                                     | 2016  | 2015  |
| Discount rate  | 2.60%                                    | 3.60% | 3.40% |
| Expected rate of increase in compensation level of covered employees | 3.70%                                    | 3.50% | 3.60% |
| Inflation increase   | 3.20%                                    | 3.00% | 3.10% |
| The assumed life expectations on retirement at age 65 are (years)    |  |       |       |
| Retiring today:  |  |       |       |
| Males  | 21.5                                     | 21.5  | 21.4  |
| Females  | 24.5                                     | 24.4  | 23.9  |
| Retiring in 20 years:  |  |       |       |
| Males  | 23.3                                     | 23.2  | 23.1  |
| Females  | 26.3                                     | 26.2  | 25.8  |

For the valuation at March 31, 2017 and 2016, the mortality assumptions used are the SAPS base table, in particular S2NxA tables and the Light table for members of the Jaguar Executive Pension Plan. A scaling factor of 120% for males and 110% for females has been used for the Jaguar Pension Plan, 115% for males and 105% for females for the Land Rover Pension Scheme and 95% for males and 85% for females for Jaguar Executive Pension Plan.

For the valuation at 31 March 2015, the mortality assumptions used are the SAPS base table, in particular S1NxA tables and the Light table for members of the Jaguar Executive Pension Plan. A scaling factor of 115% has been used for the Jaguar Pension Plan, 110% for the Land Rover Pension Scheme, and 105% for males and 90% for females for Jaguar Executive Pension Plan.

There is an allowance for future improvements in line with the CMI (2014) (2016: CMI(2014) projections, 2015: CMI(2014) projections) with an allowance of long term improvements of 1.25% per annum.

Pension plans asset allocation by category is as follows:

|  | Quoted *         | As at March 31,  |                  | 2016<br>Unquoted | Total            |
|--|------------------|------------------|------------------|------------------|------------------|
|  |                  | 2017<br>Unquoted | Total            |                  |                  |
| (In millions)                          |                  |                  |                  |                  |                  |
| <b>Equity Instruments</b>              |                  |                  |                  |                  |                  |
| Information Technology                 | 11,490.4         |                  | 11,490.4         | 11,931.5         | 11,931.5         |
| Energy                                 | 4,936.0          |                  | 4,936.0          | 5,059.0          | 5,059.0          |
| Manufacturing                          | 8,415.5          |                  | 8,415.5          | 9,354.3          | 9,354.3          |
| Financials                             | 13,270.6         |                  | 13,270.6         | 16,990.5         | 16,990.5         |
| Others                                 | 36,494.3         |                  | 36,494.3         | 41,748.0         | 41,748.0         |
|  | <b>74,606.8</b>  |                  | <b>74,606.8</b>  | <b>85,083.3</b>  | <b>85,083.3</b>  |
| <b>Debt Instruments</b>                |                  |                  |                  |                  |                  |
| Government                             | 237,091.3        |                  | 237,091.3        | 247,221.5        | 247,221.5        |
| Corporate Bonds (Investment Grade)     | 1,618.4          | 167,582.3        | 169,200.7        | 15,081.5         | 139,455.8        |
| Corporate Bonds (Non Investment Grade) | 9,953.0          | 33,500.3         | 43,453.3         | 15,749.5         | 26,726.7         |
|  | <b>248,662.7</b> | <b>201,082.6</b> | <b>449,745.3</b> | <b>278,052.5</b> | <b>166,182.5</b> |
| <b>Property Funds</b>                  |                  |                  |                  |                  |                  |
| UK                                     |                  | 15,374.5         | 15,374.5         | 6,395.4          | 10,977.0         |
| Other                                  |                  | 12,623.3         | 12,623.3         | 7,254.4          | 4,581.7          |
|  |                  | <b>27,997.8</b>  | <b>27,997.8</b>  | <b>13,649.8</b>  | <b>15,558.7</b>  |
|  |                  |                  |                  |                  | <b>29,208.5</b>  |

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|  |                   |                   |                   |                   |
|--|-------------------|-------------------|-------------------|-------------------|
| <b>Cash and Cash equivalents</b>       | <b>7,525.4</b>    | <b>7,525.4</b>    | <b>16,226.9</b>   | <b>16,226.9</b>   |
| <b>Other</b>                           |                   |                   |                   |                   |
| Hedge Funds                            | 32,610.2          | 32,610.2          | 35,603.7          | 35,603.7          |
| Private Markets                        | 14,079.9          | 14,079.9          | 7,636.2           | 7,636.2           |
| Alternatives                           | 26,460.4          | 30,668.1          | 57,128.5          | 41,521.7          |
|  | <b>26,460.4</b>   | <b>77,358.2</b>   | <b>103,818.6</b>  | <b>33,121.9</b>   |
|  |                   |                   |                   | <b>51,639.7</b>   |
|  |                   |                   |                   | <b>84,761.6</b>   |
| <b>Derivatives</b>                     |                   |                   |                   |                   |
| Foreign exchange contracts             | 1,375.6           | 1,375.6           | (859.1)           | (859.1)           |
| Interest Rate and inflation            | 91,599.8          | 91,599.8          | 54,980.5          | 54,980.5          |
|  |                   | <b>92,975.4</b>   | <b>92,975.4</b>   | <b>54,121.4</b>   |
|  |                   |                   |                   | <b>54,121.4</b>   |
| <b>Collateralized debt obligations</b> |                   |                   |                   |                   |
|  | <b>(68,214.4)</b> | <b>(68,214.4)</b> | <b>(35,603.7)</b> | <b>(35,603.7)</b> |
| <b>Total</b>                           | <b>357,255.3</b>  | <b>331,199.6</b>  | <b>688,454.9</b>  | <b>426,134.4</b>  |
|  |                   |                   |                   | <b>251,898.6</b>  |
|  |                   |                   |                   | <b>678,033.0</b>  |

\* determined on the basis of quoted prices for identical assets or liabilities in active markets.



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As at March 31, 2017, the schemes held Gilt Repos, the net value of these transaction is included in the value of Interest Rate and inflation derivatives. The split of Level 1 assets is 52% (2016: 63%), Level 2 assets 41% (2016: 31%) and Level 3 assets 7% (2016: 6%). Private market holdings are classified as Level 3 instruments. Included in the value of Interest Rate and inflation derivatives are Repo transactions, as noted above.

The sensitivity analysis below is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same methods (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the consolidated balance sheet.

| <b>Assumption</b> | <b>Change in assumption</b>   | <b>Impact on scheme liabilities</b>         | <b>Impact on service cost</b>              |
|-------------------|-------------------------------|---|--|
| Discount rate     | Increase / decrease by 0.25%  | Decrease/increase by<br>Rs.44,748.0 million | Decrease/increase by<br>Rs.1,139.6 million |
| Inflation rate    | Increase / decrease by 0.25%  | Increase/decrease by<br>Rs.39,973.8 million | Increase/decrease by<br>Rs.1,139.6 million |
| Mortality rate    | Increase / decrease by 1 year | Increase/decrease by<br>Rs.23,142.7 million | Increase/decrease by<br>Rs.613.6 million   |

Jaguar Land Rover contributes towards the UK defined benefit schemes. Following the April 5, 2015 valuations, it is intended to eliminate the pension scheme funding deficits over the 10 years following the valuation date. The current agreed contribution rate for defined benefit accrual is 31% of pensionable salaries in the UK. Deficit contribution levels remain in line with prior expectation for 2016-18 and then increase to Rs.5,084.5 million per annum to March 2025.

The average duration of the benefit obligation at March 31, 2017 is 21.6 years (2016: 20.5 years).

On April 3, 2017, Jaguar Land Rover Automotive Plc approved and communicated to its Defined Benefit schemes members that the defined benefit schemes rules were to be amended with effect from April 6, 2017 so that, amongst other changes, retirement benefits will be calculated on a career average basis rather than based upon a member's final salary at retirement. These changes were effective from April 6, 2017 and as a result of the re-measurement of the scheme's liabilities, a past service credit of approximately Rs.35,361.4 million has arisen and will be recognized in quarter ended June 30, 2017.

Excluding this past service credit but allowing for the new benefit structure effective April 6, 2017, the expected net periodic pension cost for the year ended March 31, 2018 is Rs.21,828.1 million. The Company expects to pay Rs.26,474.3 million to its defined benefit schemes in the year ended March 31, 2018.

**Defined contribution plan**

The Company's contribution to defined contribution plans aggregated Rs.7,549.5 million, Rs.6,768.5 million and Rs.5,346.2 million for years ended March 31, 2017, 2016 and 2015, respectively.

**Table of Contents****33. Commitments and contingencies**

In the ordinary 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, wherever necessary. 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.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

***Litigation***

The Company is involved in legal proceedings, both as plaintiff and as defendant. There are claims which the Company does not believe to be of material nature, other than those described below.

***Income Tax***

The Company has ongoing disputes with income tax authorities relating to tax treatment of certain items. These mainly include disallowed expenses, the tax treatment of certain expenses claimed by the Company as deductions and the computation of, or eligibility of, the Company's use of certain tax incentives or allowances.

Most of these disputes and/or disallowances, being repetitive in nature, have been raised by the income tax authorities consistently in most of the years.

The Company has a right of appeal to the Commissioner of Income Tax (Appeals), or CIT (A), the Dispute

Resolution Panel, or DRP, and to the Income Tax Appellate Tribunal, or ITAT, against adverse decisions by the assessing officer, DRP or CIT (A), as applicable. The income tax authorities have similar rights of appeal to the ITAT against adverse decisions by the CIT (A) or DRP. The Company has a further right of appeal to the High Court of Bombay or Supreme Court against adverse decisions by the appellate authorities for matters involving substantial question of law. The income tax authorities have similar rights of appeal.

As at March 31, 2017, there are matters and/or disputes pending in appeal amounting to Rs.949 million, which includes Rs.22 million in respect of equity accounted investees (Rs.1,338 million, which includes Rs.75 million in respect of equity accounted investees as at March 31, 2016).

***Customs, Excise Duty and Service Tax***

As at March 31, 2017, there were pending litigations for various matters relating to customs, excise duty and service taxes involving demands, including interest and penalties, of Rs.14,851 million, which includes Rs.60 million in respect of equity accounted investees (Rs.14,400 million, which includes Rs.66 million in respect of equity accounted investees, as at March 31, 2016). These demands challenged the basis of valuation of the Company's products and denied the Company's claims of Central Value Added Tax, or CENVAT, credit on inputs. The details of the demands for more than Rs.200 million are as follows:

As at March 31, 2017, the Excise Authorities had denied a CENVAT credit of Rs.294 million and imposed a penalty of Rs. Nil for the period between April 2011 to September 2012 (Rs.524 million and a Rs.230 million CENVAT credit and penalty, respectively, as at March 31, 2016) in respect of consulting engineering services alleged to have been used exclusively for producing prototypes at the Engineering Research Centre, in Pune. The contention of the Excise Authorities is that since the Company claims exemptions from CENVAT under Notification No.167/71-CE, dated September 11, 1971, the Company is not entitled to avail service tax credits on consulting engineering services used in the Engineering Research Centre. The matter is being contested by the Company before the appellate authorities. The Company believes it has a merit in its case, since the consulting engineering services are not exclusively used in the manufacture of prototypes and they form part of the assessable value of final products manufactured by the Company on which CENVAT is paid.

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The Excise Authorities have raised a demand for Rs.907 million as at March 31, 2017 (Rs.907 million as at March 31, 2016), on account of alleged undervaluation of ex-factory discounts given by Company on passenger vehicles through invoices. The matter is being contested by the Company before the High Court of Bombay.

As at March 31, 2017, the Excise Authorities have raised a demand and penalty of Rs.2,399 million, (Rs.1,986 million as at March 31, 2016), due to the classification of certain chassis (as dumpers instead of goods transport vehicles) which were sent to automotive body builders by the Company, which the Excise Authorities claim requires the payment of the National Calamity Contingent Duty, or NCCD. The Company has obtained a technical expert certificate on the classification. The appeal is pending before the Custom Excise & Service Tax Appellate Tribunal or CESTAT.

The Excise Authorities had denied the Company's claim of a CENVAT credit of Rs.250 million (Rs.228 million as at March 31, 2016) claimed by the Company from Fiscal 1992 to Fiscal 2013, on technical grounds. The matter is being contested by the Company before the appellate authorities.

As at March 31, 2017, the Excise Authorities had levied penalties and interest amounting to Rs.6,799 million (Rs.6,799 million as at March 31, 2016) with respect to CENVAT credit claimed by the Company from March 2010 to November 2012, on inputs, stating that vehicles manufactured at Uttarakhand plant are Exempted Products and the Company may not claim a CENVAT credit on these vehicles. The Company has challenged this demand as NCCD and the automobile cess is assessed on those vehicles, which are duties of excise. Therefore, the Company asserts that these vehicles are not Exempted Products. The matter is being contested by the Company before the appellate authorities.

As at March 31, 2017, the Excise Authorities have raised a demand amounting to Rs.295 million (Rs.295 million as at March 31, 2016) on pre-delivery inspection charges and free after-sales service charges incurred by dealers on certain of the Company's products on the alleged grounds that the pre-delivery inspection charges and free after-sales services are provided by the dealer on behalf of the Company and should be included in excisable value of the vehicle. The case is pending before CESTAT.

As at March 31, 2017, the Excise Authorities have raised a demand amounting to Rs. Nil (Rs.219 million as at March 31, 2016) with respect to customs duties on dies and fixtures imported under the EPCG Scheme and, in the case of the fixtures, are installed at premises of a vendor. During the year the Company received favorable orders from Commissioner of Customs. The stay application filed by the department with CESTAT has been rejected. However, the appeal filed by the department with CESTAT is pending for hearing.

As at March 31, 2017, the Excise Authorities have raised demand amounting to Rs. 347 million (Rs. 342 million as at March 31, 2016) with respect to denial of CENVAT credit on service tax availed on freight outward and courier services. The Company asserts that since freight forms part of the services on which the taxes have been paid, CENVAT credit can be availed. The Company is contesting the Excise Authorities' show cause notices at various levels.

### ***Sales Tax***

The total sales tax demands (including interest and penalty), that are being contested by the Company amount to Rs.10,521 million, which includes Rs.115 million in respect of equity accounted investees as at March 31, 2017 (Rs.12,623 million, which includes Rs.228 million in respect of equity accounted investees, as at March 31, 2016). The details of the demands for more than Rs.200 million are as follows:

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The Sales Tax Authorities have raised demand of Rs.1,995 million (Rs.4,034 million as at March 31, 2016) towards rejection of certain statutory forms for concessional lower/nil tax rate (Form F and Form C) on technical grounds such as late submission, single form issued against different months / quarters dispatches / sales, etc. and denial of exemption from tax in absence of proof of export for certain years. The Company has contended that the benefit cannot be denied on technicalities, which are being complied with. The matter is pending at various levels.

In some of the states in India, the Sales Tax Authorities have raised disputes totaling up to Rs.408 million as at March 31, 2017 (Rs.411 million as at March 31, 2016), treating the stock transfers of vehicles from the Company's manufacturing plants to regional sales offices and the transfers between two regional sales offices as sales liable for levy of sales tax. The Company is contesting this issue.

The Sales Tax authorities have denied input tax credit and levied interest and penalty thereon due to varied reasons aggregating to Rs.3,074 million as at March 31, 2017 (Rs.3,302 as at March 31, 2016). The reasons for disallowing credit was mainly due to Taxes not paid by Vendors, incorrect method of calculation of set off as per the department, alleging suppression of sales as per the department etc. The matter is contested in appeal.

Sales tax demand aggregating Rs.2,581 million as at March 31, 2017 (Rs.2,527 million as at March 31, 2016) has been raised by Sales Tax Authorities disallowing the concessional rate of 2% on certain purchases of raw materials in case the final product is stock transferred for sale outside the state. The matter is pending with various authorities.

### ***Other Taxes and Dues***

Other amounts for which the Company may contingently be liable aggregate to Rs.3,000 million, which includes Rs.18 million in respect of equity accounted investees as at March 31, 2017 (Rs.3,394 million, which includes Rs.16 million in respect of equity accounted investees, as at March 31, 2016). Following are the cases involving more than Rs.200 million:

The municipal authorities in certain states levy octroi duty (a local indirect tax) on goods brought inside the municipal limits at rates based on the classification of goods. Demands aggregating Rs.617 million as at March 31, 2017 (Rs.617 million as at March 31, 2016) had been raised demanding higher octroi duties on account of classification disputes relating to components purchased for the manufacture of vehicles and retrospective increase in octroi rates relating to past periods. The dispute relating to classification is presently pending before the Supreme Court and the other dispute is pending before the Bombay High Court on remand by the Supreme Court.

As at March 31, 2017, property tax amounting to Rs.537 million (Rs.506 million as at March 31, 2016) has been demanded by the local municipal authorities in respect of vacant land of the Company in the plant in Pimpri, Pune. The Company has filed Special Leave Petition (SLP) before the Supreme Court against an unfavorable decision of the Bombay High Court. The Supreme Court has disposed of the SLP and remanded the matter back to the local municipal corporation for fresh adjudication.

As at March 31, 2017, a penalty of Rs.203 million (Rs.203 million as at March 31, 2016) is likely to be imposed relating to a matter of regularization of construction of certain buildings in respect of which approvals from appropriate authorities are awaited. However, as the buildings were constructed as per the applicable development rules, the Company believes it will be possible to get the waiver of the same.

As at March 31, 2017, Sales tax / VAT amounting to Rs. 300 million (Rs. 241 million as at March 31, 2016) has been demanded by local authorities from dealers in respect of spare parts used for carrying out warranty repairs. The dispute is pending before the Supreme Court of India.

As at March 31, 2017, as a result of retrospective amendment to the notification dated January 1, 2016, bonus payable to employees amounting to Rs. 121 million (Rs. 348 million as at March 31, 2016) is due. Similar cases contesting the retrospective applicability of the said notification is pending in the High Courts of Kerala, Karnataka, Tamil Nadu and Gujarat states.

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***Other claims***

There are other claims against the Company, the majority of which pertain to government body investigations with regard to regulatory compliances, motor accident claims, product liability claims and consumer complaints. Some of the cases also relate to the replacement of parts of vehicles and/or the compensation for deficiencies in the services by the Company or its dealers.

***Commitments***

The Company has entered into various contracts with vendors and contractors for the acquisition of plant and machinery, equipment and various civil contracts of a capital nature amounting to Rs.196,109 million, which includes Rs.14,038 million in respect of equity accounted investees as at March 31, 2017 (Rs.1,08,384 million, which includes Rs.10,021 million in respect of equity accounted investees, as at March 31, 2016), which are yet to be executed.

The Company has entered into various contracts with vendors and contractors for the acquisition of intangible assets of a capital nature amounting to Rs.6,402 million as at March 31, 2017, (Rs.2,506 million as at March 31, 2016), which are yet to be executed.

Under the joint venture agreement with Chery Jaguar Land Rover Automotive Co. Limited, the Company is committed to contribute Rs.32,956 million as at March 31, 2017 (Rs.35,930 million as at March 31, 2016) towards its share in the capital of the joint venture of which Rs.27,071 million (Rs.29,514 million as at March 31, 2016) has been contributed as at March 31, 2017. As at March 31, 2017, the Company has an outstanding commitment of Rs.5,885 million (Rs.6,416 million as at March 31, 2016).

**Table of Contents****34. Capital Management**

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, convertible and non-convertible debt securities, senior notes and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Total debt includes all long and short-term debts as disclosed in notes 18 and 19 to the consolidated financial statements. Equity comprises all components excluding (profit)/loss on cash flow hedges and foreign currency translation reserve.

The following table summarizes the capital of the Company:

|   | 2017                 | As at March 31,<br>2017<br>(In millions) | 2016                   |
|---|----------------------|--|------------------------|
| Equity*   | US\$ 12,381.1        | Rs. 802,888.7                            | Rs. 806,725.8          |
| Short-term borrowings and current portion of long-term debt | 2,768.3              | 179,526.7                                | 187,856.5              |
| Long-term debt  | 9,339.2              | 605,644.5                                | 504,511.3              |
| Total debt  | 12,107.5             | 785,171.2                                | 692,367.8              |
| <b>Total capital (Debt + Equity)</b>                        | <b>US\$ 24,488.6</b> | <b>Rs. 1,588,059.9</b>                   | <b>Rs. 1,499,093.6</b> |

\* Details of equity :

|  | 2017                 | As at March 31,<br>2017<br>(In millions) | 2016                |
|--|----------------------|--|---------------------|
| Total equity as reported in balance sheet    | US\$ 8,309.3         | Rs.538,842.2                             | Rs.768,036.7        |
| Currency translation reserve attributable to |                      |  |                     |
| - Shareholders of Tata Motors Limited        | 785.5                | 50,933.2                                 | (45,936.6)          |
| - Non-controlling interests                  | 1.2                  | 75.2                                     | (234.3)             |
| Hedging reserve                              | 3,285.1              | 213,038.1                                | 84,860.0            |
| <b>Equity as reported above</b>              | <b>US\$ 12,381.1</b> | <b>Rs.802,888.7</b>                      | <b>Rs.806,725.8</b> |

**Table of Contents****35. Disclosures on financial instruments**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 to the consolidated financial statements.

**(a) Financial assets and liabilities**

The following table presents the carrying amounts and fair value of each category of financial assets and liabilities as at March 31, 2017.

| Financial assets             | Cash, and<br>loans<br>and<br>receivables | Available-<br>for-sale<br>financial assets | Derivatives<br>other than in<br>hedging<br>relationship | Derivatives in<br>hedging<br>relationship | Total carrying<br>value<br>(In millions) | Total fair value     | Total<br>carrying<br>value | Total fair value     |
|------------------------------|--|--|---|---|--|----------------------|----------------------------|----------------------|
| Cash and cash equivalents    | Rs. 139,867.6                            | Rs.  | Rs.   | Rs.                                       | Rs. 139,867.6                            | Rs. 139,867.6        | US\$ 2,156.8               | US\$ 2,156.8         |
| Short-term deposits          | 218,927.6                                |  |   |   | 218,927.6                                | 218,927.6            | 3,375.9                    | 3,375.9              |
| Finance receivables          | 175,632.5                                |  |   |   | 175,632.5                                | 175,290.4            | 2,708.3                    | 2,703.0              |
| Trade receivables            | 140,755.5                                |  |   |   | 140,755.5                                | 140,755.5            | 2,170.5                    | 2,170.5              |
| Unquoted equity investments* |  | 3,823.1                                    |   |   | 3,823.1                                  |                      | 59.0                       |                      |
| Other investments            | 191.3                                    | 153,265.3                                  |   |   | 153,456.6                                | 153,456.6            | 2,366.3                    | 2,366.3              |
| Other financial assets:      |  |  |   |   |  |                      |                            |                      |
| - current                    | 9,545.7                                  |  | 4,272.3   | 10,829.5                                  | 24,647.5                                 | 24,647.5             | 380.1                      | 380.1                |
| - non-current                | 8,894.3                                  |  | 11,165.1  | 16,588.3                                  | 36,647.7                                 | 36,647.7             | 565.1                      | 565.1                |
| <b>Total</b>                 | <b>Rs. 693,814.5</b>                     | <b>Rs. 157,088.4</b>                       | <b>Rs. 15,437.4</b>                                     | <b>Rs. 27,417.8</b>                       | <b>Rs. 893,758.1</b>                     | <b>Rs. 889,592.9</b> | <b>US\$ 13,782.0</b>       | <b>US\$ 13,717.7</b> |

\* The fair value in respect of the unquoted equity investments cannot be reliably measured.

| Financial liabilities  | Derivatives<br>other than in<br>hedging<br>relationship | Derivatives<br>in hedging<br>relationship | Other<br>financial<br>liabilities<br>(In millions) | Total carrying<br>value | Total fair value | Total<br>carrying<br>value | Total fair value |
|--|---|---|--|-------------------------|------------------|----------------------------|------------------|
| Accounts payable   | Rs.   | Rs.                                       | Rs. 610,201.4                                      | Rs. 610,201.4           | Rs. 610,201.4    | US\$ 9,409.4               | US\$ 9,409.4     |
| Acceptances  |   |   | 48,342.4   | 48,342.4                | 48,342.4         | 745.4                      | 745.4            |
| Short-term debt<br>(excluding current<br>portion of long-term<br>debt) |   |   | 138,599.4  | 138,599.4               | 138,599.4        | 2,137.2                    | 2,137.2          |

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|  |                     |                      |                        |                        |                        |                      |                      |
|--|---------------------|----------------------|------------------------|------------------------|------------------------|----------------------|----------------------|
| Long-term debt<br>(including current<br>portion of long-term<br>debt)* |                     |                      | 646,571.8              | 646,571.8              | 662,442.1              | 9,970.3              | 10,215.0             |
| Other financial<br>liabilities:  |                     |                      |                        |                        |                        |                      |                      |
| - current  | 19,826.1            | 122,753.4            | 39,622.5               | 182,202.0              | 182,202.0              | 2,809.6              | 2,809.6              |
| - non-current  | 1,009.1             | 111,586.6            | 2,068.6                | 114,664.3              | 114,664.3              | 1,768.1              | 1,768.1              |
| <b>Total</b>   | <b>Rs. 20,835.2</b> | <b>Rs. 234,340.0</b> | <b>Rs. 1,485,406.1</b> | <b>Rs. 1,740,581.3</b> | <b>Rs. 1,756,451.6</b> | <b>US\$ 26,840.0</b> | <b>US\$ 27,084.7</b> |

\* Includes USD denominated bonds designated as cash flow hedges against forecasted USD revenue amounting to Rs. 77,820 million (USD 1,200 million)

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The following table presents the carrying amounts and fair value of each category of financial assets and liabilities as at March 31, 2016.

| <b>Financial assets</b>        | <b>Cash, and loans and receivables</b> | <b>Available-for-sale financial assets</b> | <b>Derivatives other than in hedging relationship</b> | <b>Derivatives in hedging relationship</b> | <b>Total carrying value</b> | <b>Total fair value</b> |
|--------------------------------|--|--|---|--|-----------------------------|-------------------------|
|                                |  |  | <b>(In millions)</b>                                  |  |                             |                         |
| Cash and cash equivalents      | Rs. 171,536.1                          | Rs.  | Rs.   | Rs.  | Rs. 171,536.1               | Rs. 171,536.1           |
| Short-term deposits            | 127,809.6                              |  |   |  | 127,809.6                   | 127,809.6               |
| Finance receivables            | 163,369.8                              |  |   |  | 163,369.8                   | 164,187.8               |
| Trade receivables              | 136,085.7                              |  |   |  | 136,085.7                   | 136,085.7               |
| Unquoted equity investments*   |  | 3,900.0                                    |   |  | 3,900.0                     |                         |
| Other investments              | 82.6                                   | 194,434.8                                  |   |  | 194,517.4                   | 194,517.4               |
| <b>Other financial assets:</b> |  |  |   |  |                             |                         |
| - current                      | 17,212.0                               |  | 2,339.8   | 5,233.0                                    | 24,784.8                    | 24,784.8                |
| - non-current                  | 8,986.7                                |  | 2,267.2   | 13,649.7                                   | 24,903.6                    | 24,903.6                |
| <b>Total</b>                   | <b>Rs. 625,082.5</b>                   | <b>Rs. 198,334.8</b>                       | <b>Rs. 4,607.0</b>                                    | <b>Rs. 18,882.7</b>                        | <b>Rs. 846,907.0</b>        | <b>Rs. 843,825.0</b>    |

\* The fair value in respect of the unquoted equity investments cannot be reliably measured.

| <b>Financial liabilities</b>                                  | <b>Derivatives other than in hedging relationship</b> | <b>Derivatives in hedging relationship</b> | <b>Other financial liabilities</b> | <b>Total carrying value</b> | <b>Total fair value</b> |
|---|---|--|------------------------------------|-----------------------------|-------------------------|
|   |   |  | <b>(In millions)</b>               |                             |                         |
| Accounts payable  | Rs.   | Rs.  | Rs.                                | Rs. 613,364.4               | Rs. 613,364.4           |
| Acceptances   |   |  |                                    | 39,813.3                    | 39,813.3                |
| Short-term debt (excluding current portion of long-term debt) |   |  |                                    | 114,507.8                   | 114,507.8               |
| Long-term debt (including current portion of long-term debt)  |   |  |                                    | 577,860.0                   | 577,860.0               |
| <b>Other financial liabilities:</b>                           |   |  |                                    |                             |                         |
| - current   | 11,083.6  | 53,739.6                                   | 37,118.6                           | 101,941.8                   | 101,941.8               |
| - non-current   | 5,661.0   | 71,780.1                                   | 2,657.9                            | 80,099.0                    | 80,201.3                |
| <b>Total</b>  | <b>Rs. 16,744.6</b>                                   | <b>Rs. 125,519.7</b>                       | <b>Rs. 1,385,322.0</b>             | <b>Rs. 1,527,586.3</b>      | <b>Rs. 1,537,158.4</b>  |

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The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below.

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists quoted equity shares, quoted corporate debt instruments and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This level of hierarchy includes Company's over-the-counter (OTC) derivative contracts.

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor based on available market data. The main items in this category are unquoted available-for-sale financial assets, measured at fair value.

|   | As at March 31, 2017 |                          |             | Total                |
|---|----------------------|--------------------------|-------------|----------------------|
|   | Level 1              | Level 2<br>(In millions) | Level 3     |                      |
| <b>Financial assets measured at fair value</b>      |                      |                          |             |                      |
| Available-for-sale financial assets                 | Rs. 153,265.3        | Rs.                      | Rs.         | Rs. 153,265.3        |
| Derivative assets                                   |                      | 42,855.2                 |             | 42,855.2             |
| <b>Total</b>  | <b>Rs. 153,265.3</b> | <b>Rs. 42,855.2</b>      | <b>Rs.</b>  | <b>Rs. 196,120.5</b> |
|   | <b>US\$ 2,363.4</b>  | <b>US\$ 660.9</b>        | <b>US\$</b> | <b>US\$ 3,024.3</b>  |
| <b>Financial liabilities measured at fair value</b> |                      |                          |             |                      |
| Derivative liabilities                              | Rs.                  | Rs. 255,175.2            | Rs.         | Rs. 255,175.2        |
| <b>Total</b>  | <b>Rs.</b>           | <b>Rs. 255,175.2</b>     | <b>Rs.</b>  | <b>Rs. 255,175.2</b> |
|   | <b>US\$</b>          | <b>US\$ 3,934.8</b>      | <b>US\$</b> | <b>US\$ 3,934.8</b>  |

|   | As at March 31, 2016 |                          |            | Total                |
|---|----------------------|--------------------------|------------|----------------------|
|   | Level 1              | Level 2<br>(In millions) | Level 3    |                      |
| <b>Financial assets measured at fair value</b>      |                      |                          |            |                      |
| Available-for-sale financial assets                 | Rs. 194,434.8        | Rs.                      | Rs.        | Rs. 194,434.8        |
| Derivative assets                                   |                      | 23,489.7                 |            | 23,489.7             |
| <b>Total</b>  | <b>Rs. 194,434.8</b> | <b>Rs. 23,489.7</b>      | <b>Rs.</b> | <b>Rs. 217,924.5</b> |
| <b>Financial liabilities measured at fair value</b> |                      |                          |            |                      |
| Derivative liabilities                              | Rs.                  | Rs. 142,264.3            | Rs.        | Rs. 142,264.3        |
| <b>Total</b>  | <b>Rs.</b>           | <b>Rs. 142,264.3</b>     | <b>Rs.</b> | <b>Rs. 142,264.3</b> |

**Reconciliation of Level 3 category of financial assets and financial liabilities:**

|  | <b>Year ended March 31, 2016</b>           |        |
|--|--|--------|
|  | <b>Available-for-sale financial assets</b> |        |
|  | <b>(In millions)</b>                       |        |
| Balance at the beginning               | Rs.  | 15.0   |
| Total gains:                           |  |        |
| - gains recognized in income statement |  | 0.5    |
| Sale of investments                    |  | (15.5) |
| <b>Balance at the end</b>              | <b>Rs.</b>                                 |        |

There have been no transfers between level 1 and level 2 for the years ended March 31, 2017 and 2016.

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The following table provides an analysis of fair value of financial instruments that are not measured at fair value on recurring basis, grouped into Level 1 to Level 3 categories:

|  | As at March 31, 2017 |             |              |                      | Total                |
|--|----------------------|-------------|--------------|----------------------|----------------------|
|  | Level 1              | Level 2     | Level 3      |                      |                      |
|  | (In millions)        |             |              |                      |                      |
| <b>Financial assets not measured at fair value</b> |                      |             |              |                      |                      |
| Finance receivables                                |                      |             |              | 175,290.4            | 175,290.4            |
| Other investments                                  |                      | 191.3       |              |                      | 191.3                |
| <b>Total</b>                                       | <b>Rs.</b>           | <b>Rs.</b>  | <b>191.3</b> | <b>Rs. 175,290.4</b> | <b>Rs. 175,481.7</b> |
|  | <b>US\$</b>          | <b>US\$</b> | <b>2.9</b>   | <b>US\$ 2,703.0</b>  | <b>US\$ 2,705.9</b>  |

|   |                      |                      |             |                      |           |
|---|----------------------|----------------------|-------------|----------------------|-----------|
| <b>Financial liabilities not measured at fair value</b>       |                      |                      |             |                      |           |
| Short-term debt (excluding current portion of long-term debt) |                      |                      | 138,599.4   |                      | 138,599.4 |
| Long-term debt (including current portion of long-term debt)  | 353,235.2            |                      | 309,206.9   |                      | 662,442.1 |
| <b>Total</b>  | <b>Rs. 353,235.2</b> | <b>Rs. 447,806.3</b> | <b>Rs.</b>  | <b>Rs. 801,041.5</b> |           |
|   | <b>US\$ 5,446.9</b>  | <b>US\$ 6,905.3</b>  | <b>US\$</b> | <b>US\$ 12,352.2</b> |           |

|   | As at March 31, 2016 |                      |             |                      | Total                |
|---|----------------------|----------------------|-------------|----------------------|----------------------|
|   | Level 1              | Level 2              | Level 3     |                      |                      |
|   | (In millions)        |                      |             |                      |                      |
| <b>Financial assets not measured at fair value</b>            |                      |                      |             |                      |                      |
| Finance receivables   |                      |                      |             | 164,187.8            | 164,187.8            |
| Other investments   |                      | 82.6                 |             |                      | 82.6                 |
| <b>Total</b>  | <b>Rs.</b>           | <b>Rs.</b>           | <b>82.6</b> | <b>Rs. 164,187.8</b> | <b>Rs. 164,270.4</b> |
| <b>Financial liabilities not measured at fair value</b>       |                      |                      |             |                      |                      |
| Short-term debt (excluding current portion of long-term debt) |                      |                      | 114,507.8   |                      | 114,507.8            |
| Long-term debt (including current portion of long-term debt)  | 301,234.6            |                      | 286,095.2   |                      | 587,329.8            |
| <b>Total</b>  | <b>Rs. 301,234.6</b> | <b>Rs. 400,603.0</b> | <b>Rs.</b>  | <b>Rs. 701,837.6</b> |                      |

**Notes**

The short-term financial assets and liabilities are stated at amortized cost which is approximately equal to their fair value.

Derivatives are fair valued using market observable rates and published prices together with forecast cash flow information where applicable.

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The fair value of finance receivables has been estimated by discounting expected cash flows using rates at which loans of similar credit quality and maturity would be made and internal assumptions such as expected credit losses and estimated collateral value for repossessed vehicles as at March 31, 2017 and 2016. As unobservable inputs are applied, finance receivables are classified in Level 3.

Available-for-sale securities are carried at their fair values, which are generally based on market price quotations. The fair value in respect of the unquoted equity investments cannot be reliably measured.

The fair value of borrowings which have a quoted market price in an active market is based on its market price and for other borrowings the fair value is estimated by discounting expected future cash flows, using a discount rate equivalent to the risk-free rate of return, adjusted for the credit spread considered by the lenders for instruments of the similar maturity.

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Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end.

**Offsetting**

Certain financial assets and financial liabilities are subject to offsetting where there is currently a legally enforceable right to set off recognized amounts and the Company intends to either settle on a net basis, or to realize the asset and settle the liability, simultaneously.

Certain derivative financial assets and financial liabilities are subject to master netting arrangements, whereby in the case of insolvency, derivative financial assets and financial liabilities will be settled on a net basis.

The following table discloses the amounts that have been offset, in arriving at the balance sheet presentation and the amounts that are available for offset only under certain conditions as at March 31, 2017:

| Financial assets                                     | Gross amount recognized |                  | Gross amount recognized as set off in the balance sheet |                  | Net amount presented in the balance sheet |                  | Amounts subject to an enforceable master netting arrangement |                   | Net amount after offsetting |                  |
|--|-------------------------|------------------|---|------------------|---|------------------|--|-------------------|-----------------------------|------------------|
|  | Rs.                     |                  | Rs.   |                  | Rs.                                       |                  | Financial instruments  | Cash collateral   | Rs.                         |                  |
| Derivative financial instruments                     | Rs.                     | 42,855.2         | Rs.   |                  | Rs.                                       | 42,855.2         | Rs.  | (34,021.3)        | Rs.                         | 8,833.9          |
| Trade receivables                                    |                         | 141,032.6        |   | (277.1)          |   | 140,755.5        |  |                   |                             | 140,755.5        |
| Cash and cash equivalents                            |                         | 142,376.1        |   | (2,508.5)        |   | 139,867.6        |  |                   |                             | 139,867.6        |
| <b>Total</b>   | <b>Rs.</b>              | <b>326,263.9</b> | <b>Rs.</b>  | <b>(2,785.6)</b> | <b>Rs.</b>                                | <b>323,478.3</b> | <b>Rs.</b>   | <b>(34,021.3)</b> | <b>Rs.</b>                  | <b>289,457.0</b> |
|  | <b>US\$</b>             | <b>5,031.2</b>   | <b>US\$</b>   | <b>(43.0)</b>    | <b>US\$</b>                               | <b>4,988.2</b>   | <b>US\$</b>  | <b>(524.6)</b>    | <b>US\$</b>                 | <b>4,463.6</b>   |
| <b>Financial liabilities</b>                         |                         |                  |   |                  |   |                  |  |                   |                             |                  |
| Derivative financial instruments                     | Rs.                     | 255,175.2        | Rs.   |                  | Rs.                                       | 255,175.2        | Rs.  | (34,021.3)        | Rs.                         | 221,153.9        |
| Accounts payable                                     |                         | 610,478.5        |   | (277.1)          |   | 610,201.4        |  |                   |                             | 610,201.4        |
| Loans from banks/financial institutions (short-term) |                         | 58,751.2         |   | (2,508.5)        |   | 56,242.7         |  |                   |                             | 56,242.7         |
| <b>Total</b>   | <b>Rs.</b>              | <b>924,404.9</b> | <b>Rs.</b>  | <b>(2,785.6)</b> | <b>Rs.</b>                                | <b>921,619.3</b> | <b>Rs.</b>   | <b>(34,021.3)</b> | <b>Rs.</b>                  | <b>887,598.0</b> |
|  | <b>US\$</b>             | <b>14,254.5</b>  | <b>US\$</b>   | <b>(43.0)</b>    | <b>US\$</b>                               | <b>14,211.5</b>  | <b>US\$</b>  | <b>(524.6)</b>    | <b>US\$</b>                 | <b>13,686.9</b>  |

The following table discloses the amounts that have been offset in arriving at the balance sheet presentation and the amounts that are available for offset only under certain conditions as at March 31, 2016:

| Financial assets | Gross amount recognized | Gross amount recognized as set off in | Net amount presented in the balance | Amounts subject to an enforceable master netting arrangement | Net amount after offsetting |
|------------------|-------------------------|---------------------------------------|-------------------------------------|--|-----------------------------|
|------------------|-------------------------|---------------------------------------|-------------------------------------|--|-----------------------------|

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|  | the balance sheet |                  | sheet      |                   | Financial instruments | Cash collateral  |            |                   |            |            |                  |
|--|-------------------|------------------|------------|-------------------|-----------------------|------------------|------------|-------------------|------------|------------|------------------|
|  | (In millions)     |                  |            |                   |                       |                  |            |                   |            |            |                  |
| Derivative financial instruments                     | Rs.               | 23,489.7         | Rs.        |                   | Rs.                   | 23,489.7         | Rs.        | (21,732.4)        | Rs.        | Rs.        | 1,757.3          |
| Trade receivables                                    |                   | 136,473.2        |            | (387.5)           |                       | 136,085.7        |            |                   |            |            | 136,085.7        |
| Cash and cash equivalents                            |                   | 181,844.9        |            | (10,308.8)        |                       | 171,536.1        |            |                   |            |            | 171,536.1        |
| <b>Total</b>   | <b>Rs.</b>        | <b>341,807.8</b> | <b>Rs.</b> | <b>(10,696.3)</b> | <b>Rs.</b>            | <b>331,111.5</b> | <b>Rs.</b> | <b>(21,732.4)</b> | <b>Rs.</b> | <b>Rs.</b> | <b>309,379.1</b> |
| <b>Financial liabilities</b>                         |                   |                  |            |                   |                       |                  |            |                   |            |            |                  |
| Derivative financial instruments                     | Rs.               | 142,264.3        | Rs.        |                   | Rs.                   | 142,264.3        | Rs.        | (21,732.4)        | Rs.        | Rs.        | 120,531.9        |
| Accounts payable                                     |                   | 613,751.9        |            | (387.5)           |                       | 613,364.4        |            |                   |            |            | 613,364.4        |
| Loans from banks/financial institutions (short-term) |                   | 78,027.0         |            | (10,308.8)        |                       | 67,718.2         |            |                   |            |            | 67,718.2         |
| <b>Total</b>   | <b>Rs.</b>        | <b>834,043.2</b> | <b>Rs.</b> | <b>(10,696.3)</b> | <b>Rs.</b>            | <b>823,346.9</b> | <b>Rs.</b> | <b>(21,732.4)</b> | <b>Rs.</b> | <b>Rs.</b> | <b>801,614.5</b> |

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**Table of Contents****(b) Transfer of financial assets**

The Company transfers finance receivables in securitization transactions and direct assignments. In such transactions the Company surrenders control over the receivables, though it continues to act as an agent for the collection of receivables. In most of these transactions, the Company also provides credit enhancements to the transferee.

Because of the existence of credit enhancements in such transactions, the Company continues to have the obligation to pay to the transferee, limited to the extent of credit enhancement, even if it does not collect the equivalent amounts from the original asset and continues to retain substantially all risks and rewards associated with the receivables, and hence, such transfer or assignment does not meet the derecognition criteria resulting into the transfer not being recorded as sale. Consequently, the proceeds received from the transfer are recorded as collateralized debt obligation.

Further the Company transfers certain trade receivables under the debt factoring arrangements. These do not qualify for derecognition, due to the recourse arrangement in place. Consequently the proceeds received from transfer are recorded as loans from banks / financial institutions and classified under short-term borrowings.

The carrying amount of trade receivables and finance receivables along with the associated liabilities is as follows:

| Nature of Asset     | 2017                          |   | As at March 31,<br>2017       |   | 2016                          |   |
|---------------------|-------------------------------|---|-------------------------------|---|-------------------------------|---|
|                     | Carrying amount of asset sold | Carrying amount of associated liabilities | Carrying amount of asset sold | Carrying amount of associated liabilities | Carrying amount of asset sold | Carrying amount of associated liabilities |
| Trade receivables   | US\$ 230.5                    | US\$ 230.5                                | Rs. 14,948.7                  | Rs. 14,948.7                              | Rs. 15,143.5                  | Rs. 15,143.5                              |
| Finance receivables | US\$ 154.9                    | US\$ 158.4                                | Rs. 10,043.8*                 | Rs. 10,271.2                              | Rs. 355.1*                    | Rs. 400.7                                 |

\* Net of provision of Rs.290.0 million and Rs. 94.3 million as at March 31, 2017 and 2016, respectively.

**(c) Cash flow hedges**

As at March 31, 2017, the Company has a number of cash flow hedging instruments in a hedging relationship. The Company and its subsidiaries uses U.S. dollar/Pounds sterling forward and option contracts, U.S. dollar/Euro forward contracts and other currency forward and options to hedge future cash flows from sales and purchases. The Company and its subsidiaries have designated some of its U.S dollar denominated bonds as cash flow hedging instruments of foreign currency risk arising from future anticipated sales. Cash flow hedges are expected to be recognized in profit or loss during the years ending March 31, 2018 to 2022.

The Company and its subsidiaries also has a number of foreign currency derivative contracts, which are entered into as an economic hedge of the financial risks of the Company. These contracts do not meet the hedge accounting criteria of IAS 39, hence the change in fair value is recognized immediately in the income statement.

The time value of options is considered ineffective in the hedge relationship and thus the change in time value is recognised immediately in the income statement.

Changes in fair value of foreign currency derivative contracts, to the extent determined to be an effective hedge, is recognized in other comprehensive income and the ineffective portion of the fair value change is recognized in income statement.

The following table summarizes the gain (loss) from cash flow hedges recognized in other comprehensive income and income statement.

Year ended March 31,



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|  | 2017             | 2017               | 2016<br>(In millions) | 2015               |
|--|------------------|--------------------|-----------------------|--------------------|
| Fair value gain/(loss) of foreign currency derivative contracts recognized in Hedging reserve  | US\$ (3,903.2)   | Rs. (253,124.1)    | (12,677.6)            | (171,294.0)        |
| Fair value gain/(loss) of foreign currency bonds recognized in Hedging reserve   | US\$ (202.6)     | Rs. (13,140.7)     |                       |                    |
| <b>Gain/(loss) recognized in Hedging reserve</b>   | <b>(4,105.8)</b> | <b>(266,264.8)</b> | <b>(12,677.6)</b>     | <b>(171,294.0)</b> |
| Gain/(loss) reclassified from Hedging reserve and recognized in Revenue in the income statement on occurrence of forecast sales  | US\$ (1,737.8)   | Rs. (112,697.8)    | 7,690.6               | 23,663.4           |
| Gain/(loss) reclassified out of Hedging reserve and recorded in Raw materials, components and consumables in the income statement when forecast purchases affect income statement          | US\$ 116.5       | Rs. 7,553.4        | (25,570.8)            | (15,972.8)         |
| Gain/(loss) reclassified from Hedging reserve and recognized in Foreign exchange (gain)/loss (net) in the income statement on account of forecast transactions no longer expected to occur | US\$ (56.6)      | Rs. (3,673.1)      | (167.7)               | (493.0)            |
| <b>Gain/(loss) reclassified from Hedging reserve to the income statement</b>   | <b>(1,677.9)</b> | <b>(108,817.5)</b> | <b>(18,047.9)</b>     | <b>7,197.6</b>     |

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**(d) Financial risk management**

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments.

The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The risk management framework aims to:

Create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.

Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

**(i) Market risk**

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

**(i) (a) Foreign currency exchange rate risk:**

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective consolidated entities.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar, Chinese renminbi, Japanese yen, Singapore dollar and Euro, against the respective functional currencies of Tata Motors Limited and its subsidiaries.

The Company, as per its risk management policy, uses foreign currency bonds, foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. Furthermore, any movement in the functional currencies of the various operations of the Company against major foreign currencies may impact the Company's revenues from its international operations. Any weakening of the functional currency may impact the Company's cost of imports and cost of borrowings and consequently may increase the cost of financing the Company's capital expenditures.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments and foreign currency bonds in accordance with its risk management policies.

The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 10%.

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The following analysis is based on the gross exposure as of the relevant balance sheet dates, which could affect the income statement. There is no exposure to the income statement on account of translation of financial statements of consolidated foreign entities. Furthermore, the exposure as indicated below is mitigated by some of the derivative contracts entered into by the Company as disclosed at clause (iv) below.

The following table sets forth information relating to foreign currency exposure (other than risk arising from derivatives disclosed at clause (iv) below) as at March 31, 2017:

|                       | U.S. dollar   | Euro          | Chinese Renminbi<br>(In millions) | Japanese Yen | Others*      | Total         |
|-----------------------|---------------|---------------|-----------------------------------|--------------|--------------|---------------|
| Financial assets      | Rs. 104,987.4 | Rs. 98,624.2  | Rs. 40,009.6                      | Rs. 1,279.8  | Rs. 44,323.2 | Rs. 289,224.2 |
| Financial liabilities | Rs. 375,478.7 | Rs. 213,018.3 | Rs. 33,991.9                      | Rs. 5,382.2  | Rs. 29,392.5 | Rs. 657,263.6 |

\* Others mainly include currencies such as the Russian rouble, Swiss franc, Australian dollars, South African rand, Singapore dollars, Thai baht and Korean won.

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease/increase in the Company's net income before tax by approximately Rs. 28,922.4 million and Rs. 58,201.0 million for financial assets and financial liabilities respectively, for the year ended March 31, 2017 and decrease/increase in the Company's other comprehensive income before tax by approximately Rs. 7,525.4 in respect of financial liabilities designated in cash flow hedges for the year ended March 31, 2017.

The following table set forth information relating to foreign currency exposure (other than risk arising from derivatives disclosed at clause (iv) below) as at March 31, 2016:

|                       | U.S. dollar   | Euro          | Chinese Renminbi<br>(In millions) | Japanese Yen | Others*      | Total         |
|-----------------------|---------------|---------------|-----------------------------------|--------------|--------------|---------------|
| Financial assets      | Rs. 73,411.8  | Rs. 66,207.6  | Rs. 63,929.2                      | Rs. 2,577.6  | Rs. 41,348.7 | Rs. 247,474.9 |
| Financial liabilities | Rs. 367,796.8 | Rs. 165,362.8 | Rs. 54,509.4                      | Rs. 6,163.9  | Rs. 27,896.5 | Rs. 621,729.4 |

\* Others mainly include currencies such as the Russian rouble, Swiss franc, Australian dollars, South African rand, Singapore dollars, Thai baht and Korean won.

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease/increase in the Company's net income before tax by approximately Rs. 24,747.5 million and Rs. 62,172.9 million for financial assets and financial liabilities respectively, for the year ended March 31, 2016.

The following table set forth information relating to foreign currency exposure (other than risk arising from derivatives disclosed at clause (iv) below) as at March 31, 2015:

|                       | U.S. dollar   | Euro          | Chinese Renminbi | Singapore Dollar<br>(In millions) | Others*      | Total         |
|-----------------------|---------------|---------------|------------------|-----------------------------------|--------------|---------------|
| Financial assets      | Rs. 89,508.3  | Rs. 45,441.1  | Rs. 68,607.8     | Rs. 1,977.9                       | Rs. 38,542.1 | Rs. 244,077.2 |
| Financial liabilities | Rs. 307,376.4 | Rs. 106,703.0 | Rs. 69,901.6     | Rs. 24,214.1                      | Rs. 23,277.2 | Rs. 531,472.3 |

\* Others mainly include currencies such as the Russian rouble, Japanese yen, Swiss franc, Australian dollars, South African rand, Thai baht and Korean won.

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10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease/increase in the Company's net income before tax by approximately Rs. 24,407.7 million and Rs. 53,147.2 million for financial assets and financial liabilities respectively for the year ended March 31, 2015.

(Note: The impact is indicated on the income/loss before tax basis).

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**(i) (b) Interest rate risk**

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs.

The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to debt obligations. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term non-convertible bonds and short term loans.

In its financing business, the Company enters into transactions with customers which primarily result in receivables at fixed rates. In order to manage this risk, the Company has a policy to match funding in terms of maturities and interest rates and also for certain part of the portfolio, the Company does not match funding with maturities, in order to take advantage of market opportunities.

The Company also enters into arrangements of securitization of receivables in order to reduce the impact of interest rate movements. Further, the Company also enters in to interest rate swap contracts with banks to manage its interest rate risk.

As at March 31, 2017, 2016 and 2015, financial liability of Rs. 189,283.6 million, Rs. 221,171.2 million and Rs. 215,830.7 million, respectively, was subject to variable interest rates. Increase/decrease of 100 basis points in interest rates at the balance sheet date would result in an impact (decrease/increase in case of net income) of Rs. 1,892.8 million, Rs. 2,211.7 million and Rs. 2,158.3 million on income for the year ended March 31, 2017, 2016 and 2015, respectively.

The model assumes that interest rate changes are instantaneous parallel shifts in the yield curve. Although some assets and liabilities may have similar maturities or periods to re-pricing, these may not react correspondingly to changes in market interest rates. Also, the interest rates on some types of assets and liabilities may fluctuate with changes in market interest rates, while interest rates on other types of assets may change with a lag.

The risk estimates provided assume a parallel shift of 100 basis points interest rate across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

(Note: The impact is indicated on the income/loss before tax basis).

**(i) (c) Equity Price risk**

Equity Price Risk is related to the change in market reference price of the investments in equity securities.

The fair value of some of the Company's investments in available-for-sale securities exposes the Company to equity price risks. In general, these securities are not held for trading purposes. These investments are subject to changes in the market price of securities. The fair value of available-for-sale equity securities as at March 31, 2017, 2016 and 2015, was Rs. 2,602.9 million, Rs. 2,105.0 million and Rs. 2,106.1 million, respectively. A 10% change in equity prices of available-for-sale securities held as at March 31, 2017, 2016 and 2015, would result in an impact of Rs. 260.3 million, Rs. 210.5 million and Rs. 210.6 million on equity, respectively.

The Company has investments in unquoted equity shares of Rs. 3,823.1 million as at March 31, 2017, Rs. 3,900.0 million as at March 31, 2016 and Rs.3,936.8 million as at March 31, 2015, the fair value of which cannot be reliably measured .

(Note: The impact is indicated on equity before consequential tax impact, if any).

**Table of Contents****(ii) Credit risk**

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk, principally consist of investments classified as loans and receivables, available-for-sale debt instruments, trade receivables, finance receivables, loans and advances and derivative financial instruments. None of the financial instruments of the Company result in material concentrations of credit risks.

*Exposure to credit risk*

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was Rs. 887,005.9 million as at March 31, 2017 and Rs. 840,501.1 million as at March 31, 2016, being the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, finance receivables, margin money and other financial assets excluding equity investments.

*Financial assets that are neither past due nor impaired*

None of the Company's cash equivalents, including time deposits with banks, are past due or impaired. Regarding trade receivables and other receivables, and other loans or receivables that are neither impaired nor past due, there were no indications as at March 31, 2017, that defaults in payment obligations will occur.

*Credit quality of financial assets and impairment loss*

The ageing of trade receivables and finance receivables as of balance sheet date is given below. The age analysis have been considered from the due date.

| Trade receivables          | 2017                | 2017                | 2017                | 2017                 | As at March 31,       |                      | 2016                 | 2016                  | 2016                 |
|----------------------------|---------------------|---------------------|---------------------|----------------------|-----------------------|----------------------|----------------------|-----------------------|----------------------|
|                            | Gross               | Allowance           | Net                 | Gross                | 2017 Allowance        | 2017 Net             | Gross                | Allowance             | Net                  |
| <b>Period (in months)</b>  |                     |                     |                     |                      |                       |                      |                      |                       |                      |
| Not due                    | US\$ 1,841.8        | US\$ (14.0)         | US\$ 1,827.8        | Rs. 119,438.7        | Rs. (909.9)           | Rs. 118,528.8        | Rs. 110,480.7        | Rs. (84.6)            | Rs. 110,396.1        |
| Overdue up to 3 months     | 273.2               | (4.9)               | 268.3               | 17,718.2             | (319.8)               | 17,398.4             | 22,689.4             | (2,722.8)             | 19,966.6             |
| Overdue 3-6 months         | 28.7                | (3.9)               | 24.8                | 1,859.3              | (254.9)               | 1,604.4              | 4,209.9              | (2,223.6)             | 1,986.3              |
| Overdue more than 6 months | 239.1               | (189.5)             | 49.6*               | 15,513.7             | (12,289.8)            | 3,223.9*             | 11,072.0             | (7,335.3)             | 3,736.7*             |
| <b>Total</b>               | <b>US\$ 2,382.8</b> | <b>US\$ (212.3)</b> | <b>US\$ 2,170.5</b> | <b>Rs. 154,529.9</b> | <b>Rs. (13,774.4)</b> | <b>Rs. 140,755.5</b> | <b>Rs. 148,452.0</b> | <b>Rs. (12,366.3)</b> | <b>Rs. 136,085.7</b> |

\* Trade receivables overdue more than six months include Rs. 2,122.9 million as at March 31, 2017 (Rs. 2,300.2 million as at March 31, 2016) outstanding from government organizations in India, which are considered recoverable.

| Finance receivables #     | 2017         | 2017         | 2017         | 2017          | As at March 31, |               | 2016          | 2016           | 2016          |
|---------------------------|--------------|--------------|--------------|---------------|-----------------|---------------|---------------|----------------|---------------|
|                           | Gross        | Allowance    | Net          | Gross         | 2017 Allowance  | 2017 Net      | Gross         | Allowance      | Net           |
| <b>Period (in months)</b> |              |              |              |               |                 |               |               |                |               |
| Not due*                  | US\$ 2,776.3 | US\$ (216.4) | US\$ 2,559.9 | Rs. 180,047.7 | Rs. (14,036.4)  | Rs. 166,011.3 | Rs. 175,158.4 | Rs. (22,314.2) | Rs. 152,844.2 |

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|                             |                     |                     |                     |                      |                       |                      |                      |                       |                      |
|-----------------------------|---------------------|---------------------|---------------------|----------------------|-----------------------|----------------------|----------------------|-----------------------|----------------------|
| Overdue up to 11 months     | 108.4               | (6.3)               | 102.1               | 7,029.2              | (407.5)               | 6,621.7              | 7,778.4              | (578.7)               | 7,199.7              |
| Overdue more than 11 months | 378.3               | (332.0)             | 46.3                | 24,530.7             | (21,531.2)            | 2,999.5              | 24,564.9             | (21,239.0)            | 3,325.9              |
| <b>Total</b>                | <b>US\$ 3,263.0</b> | <b>US\$ (554.7)</b> | <b>US\$ 2,708.3</b> | <b>Rs. 211,607.6</b> | <b>Rs. (35,975.1)</b> | <b>Rs. 175,632.5</b> | <b>Rs. 207,501.7</b> | <b>Rs. (44,131.9)</b> | <b>Rs. 163,369.8</b> |

\* Allowance in the Not due category includes allowance against installments pertaining to impaired finance receivables which have not yet fallen due.

# Finance receivables originated in India.

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**Table of Contents****(iii) Liquidity risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through commercial paper programs, non-convertible debentures, senior notes and other debt instruments. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risks. The Company has also invested 15% of the non-convertible debentures (issued by the Company) falling due for repayment in the next 12 months in bank deposits, to meet the regulatory norms of liquidity requirements.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2017:

|                                  | Carrying amount        | Due in 1 <sup>st</sup> Year | Due in 2 <sup>nd</sup> Year | Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year | Due after 5 <sup>th</sup> Year | Total contractual cash flows |                      |  |
|----------------------------------|------------------------|-----------------------------|-----------------------------|--|--------------------------------|------------------------------|----------------------|--|
|                                  | (In millions)          |                             |                             |  |                                |                              |                      |  |
| <b>Financial liabilities</b>     |                        |                             |                             |  |                                |                              |                      |  |
| Accounts payable and acceptances | Rs. 658,543.8          | Rs. 658,543.8               | Rs.                         | Rs.  | Rs.                            | Rs. 658,543.8                | US\$ 10,154.9        |  |
| Borrowings and interest thereon  | 794,603.6              | 217,085.8                   | 130,287.8                   | 395,994.5                                      | 193,108.9                      | 936,477.0                    | 14,440.7             |  |
| Other financial liabilities      | 32,258.7               | 30,190.1                    | 577.1                       | 843.5  | 1,161.3                        | 32,772.0                     | 505.4                |  |
| Derivative liabilities           | 255,175.2              | 157,918.7                   | 104,708.5                   | 60,528.2                                       | 11.6                           | 323,167.0                    | 4,983.3              |  |
| <b>Total</b>                     | <b>Rs. 1,740,581.3</b> | <b>Rs. 1,063,738.4</b>      | <b>Rs. 235,573.4</b>        | <b>Rs. 457,366.2</b>                           | <b>Rs. 194,281.8</b>           | <b>Rs. 1,950,959.8</b>       | <b>US\$ 30,084.3</b> |  |

Contractual maturities of borrowings includes cash flows relating to collateralized debt obligations. This represents the amount received against the transfer of finance receivables in securitization transactions and/or direct assignments, which do not qualify for derecognition. The liability of the Company in such cases is limited to the extent of credit enhancements provided. The contractual maturities of such collateralized debt obligations are as follows:

|                                 | Carrying amount | Due in 1 <sup>st</sup> Year | Due in 2 <sup>nd</sup> Year | Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year | Total contractual cash flows |            |
|---------------------------------|-----------------|-----------------------------|-----------------------------|--|------------------------------|------------|
|                                 | (In millions)   |                             |                             |  |                              |            |
| Collateralized debt obligations | Rs. 10,271.2    | Rs. 6,296.7                 | Rs. 3,671.0                 | Rs. 1,108.2                                    | Rs. 11,075.9                 | US\$ 170.8 |



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The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2016:

|                                  | Carrying amount        | Due in 1 <sup>st</sup> Year | Due in 2 <sup>nd</sup> Year | Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year | Due after 5 <sup>th</sup> Year | Total contractual cash flows |
|----------------------------------|------------------------|-----------------------------|-----------------------------|--|--------------------------------|------------------------------|
|                                  | (In millions)          |                             |                             |  |                                |                              |
| <b>Financial liabilities</b>     |                        |                             |                             |  |                                |                              |
| Accounts payable and acceptances | Rs. 653,177.7          | Rs. 653,177.7               | Rs.                         | Rs.  | Rs.                            | Rs. 653,177.7                |
| Borrowings and interest thereon  | 702,025.1              | 222,386.4                   | 65,389.1                    | 326,287.0                                      | 230,694.2                      | 844,756.7                    |
| Other financial liabilities      | 30,119.2               | 27,461.3                    | 1,504.6                     | 728.1  | 1,061.5                        | 30,755.5                     |
| Derivative liabilities           | 142,264.3              | 70,489.9                    | 66,625.7                    | 43,921.7                                       | 72.9                           | 181,110.2                    |
| <b>Total</b>                     | <b>Rs. 1,527,586.3</b> | <b>Rs. 973,515.3</b>        | <b>Rs. 133,519.4</b>        | <b>Rs. 370,936.8</b>                           | <b>Rs. 231,828.6</b>           | <b>Rs. 1,709,800.1</b>       |

Contractual maturities of borrowings includes cash flows relating to collateralized debt obligations. This represents the amount received against the transfer of finance receivables in securitization transactions and/or direct assignments, which do not qualify for derecognition. The liability of the Company in such cases is limited to the extent of credit enhancements provided. The contractual maturities of such collateralized debt obligations are as follows:

|                                 | Carrying amount | Due in 1 <sup>st</sup> Year | Due in 2 <sup>nd</sup> Year | Due in 3 <sup>rd</sup> to 5 <sup>th</sup> Year | Total contractual cash flows |
|---------------------------------|-----------------|-----------------------------|-----------------------------|--|------------------------------|
|                                 | (In millions)   |                             |                             |  |                              |
| Collateralized debt obligations | Rs.400.7        | Rs.387.3                    | Rs.28.4                     | Rs.  | Rs.415.7                     |

**Table of Contents****(iv) Derivative financial instruments and risk management**

The Company has entered into variety of foreign currency, interest rates and commodity forward and options contracts to manage its exposure to fluctuations in foreign exchange rates, interest rates and commodity price risk. These financial exposures are managed in accordance with the Company's risk management policies and procedures.

The Company also enters into interest rate swaps and interest rate currency swap agreements, mainly to manage exposure on its fixed rate or variable rate debt. The Company uses interest rate derivatives or currency swaps to hedge exposure to exchange rate fluctuations on principal and interest payments for borrowings denominated in foreign currencies.

Specific transactional risks include risks like liquidity and pricing risks, interest rate and exchange rate fluctuation risks, volatility risks, counterparty risks, settlement risks and gearing risks.

Fair value of derivative financial instruments are determined using valuation techniques based on information derived from observable market data.

The fair value of derivative financial instruments is as follows:

|   | 2017                  | As at March 31,<br>2017<br>(In millions) | 2016                   |
|---|-----------------------|--|------------------------|
| Foreign currency forward exchange contracts and options | US\$ (3,343.8)        | Rs. (216,852.0)                          | Rs. (107,983.8)        |
| Commodity Derivatives                                   | 59.5                  | 3,856.6                                  | (9,628.1)              |
| Others including interest rate and currency swaps       | 10.4                  | 675.4                                    | (1,162.7)              |
| <b>Total</b>  | <b>US\$ (3,273.9)</b> | <b>Rs. (212,320.0)</b>                   | <b>Rs. (118,774.6)</b> |

The gain/loss on foreign currency derivatives which are not hedge accounted, recognized in Foreign exchange (gain)/loss (net) in the income statement was Rs.5,044.8 million (gain), Rs.1,198.9 million (gain) and Rs.18,616.8 million (loss) for the years ended March 31, 2017, 2016 and 2015, respectively.

The gain/loss on commodity derivative contracts, recognized in the income statement was Rs. 9,184.0 million (gain), Rs. 11,555.3 million (loss) and Rs. 3,626.5 million (loss) for the years ended March 31, 2017, 2016 and 2015, respectively.

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In respect of the Company's foreign currency forward and option contracts, a 10% depreciation/appreciation of the foreign currency underlying such contracts, would have resulted in an approximate gain/(loss) of Rs. 130,197.9 million/(Rs. 136,266.8 million) in the Company's hedging reserve of (Rs. 9,157.6 million) /Rs. 14,314.8 million respectively, in the Company's income statement for the year ended March 31, 2017.

In respect of the Company's foreign currency forward and option contracts, a 10% depreciation/appreciation of the foreign currency underlying such contracts, would have resulted in an approximate gain/(loss) of (Rs. 174,283.9 million)/Rs. 161,493.3 million in the Company's hedging reserve and an approximate gain of Rs. 9,028.8 million/Rs. 2,453.8 million respectively, in the Company's income statement for the year ended March 31, 2016.

In respect of the Company's foreign currency forward and option contracts, a 10% depreciation/appreciation of the foreign currency underlying such contracts, would have resulted in an approximate gain/(loss) of Rs. 123,345.3 million/(Rs. 136,261.6 million) in the Company's hedging reserve and an approximate gain/(loss) of Rs. 16,268.6 million/ (Rs. 8,972.4 million) respectively, in the Company's income statement for the year ended March 31, 2015.

In respect of the Company's commodity derivative contracts, a 10% depreciation/appreciation of all commodity prices underlying such contracts, would have resulted in an approximate gain/(loss) of Rs. 4,612.4 million/ (Rs. 4,612.4 million), an approximate gain/(loss) of Rs.4,963.5 million/ (Rs.4,963.5 million) and an approximate gain/(loss) of Rs.5,127.1 million/ (Rs.5,127.1 million), for the years ended March 31, 2017, 2016 and 2015, respectively.

Exposure to gain/loss on derivative instruments offset to some extent the exposure to foreign currency risk and interest rate risk as disclosed above.

(Note: The impact is indicated on the income/loss before tax basis).

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**36. Collaterals**

Inventory, trade receivables, finance receivables, other financial assets, property, plant and equipment with a carrying amount of Rs. 171,051.8 million and Rs. 177,500.1 million are pledged as collateral/security against the borrowings as at March 31, 2017 and 2016, respectively.

Fair value of collaterals over which the Company has taken possession and held as at March 31, 2017 and 2016, amounted to Rs. 2,007.3 million and Rs. 660.6 million, respectively. The collateral represents vehicles financed by the Company and the Company normally undertakes disposal of these vehicles through an auction process.

**37. Segment reporting**

The Company primarily operates in the automotive segment. The automotive segment includes all activities relating to development, design, manufacture, assembly and sale of vehicles including financing thereof, as well as sale of related parts and accessories. The Company provides financing for vehicles sold by dealers in India. The vehicle financing is intended to drive sale of vehicles by providing financing to the dealers customers and as such is an integral part of automotive business. The financing activity is assessed as an integral part of the overall automotive business. The operating results of the financing activity does not include all of the interest or cost of funds employed for the purposes of financing, and therefore the operating results of this activity is not used to make decisions about resources to be allocated or to assess performance.

The Company's products mainly include Tata and other brand vehicles and Jaguar and Land Rover vehicles.

As at March 31, 2017, the automotive segment is bifurcated into the following

Tata and other brand vehicles, including financing thereof and Jaguar Land Rover.

The Company's other segment comprises primarily activities relating to information technology or IT services, machine tools and factory automation solutions.

The segment information presented is in accordance with the accounting policies adopted for preparing the consolidated financial statements of the Company. Segment revenues, expenses and results include inter-segment transfers. 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.

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For the year ended/as at March 31, 2017

## Automotive and related activity

|  | Tata and other<br>brand<br>vehicles<br>(including<br>financing thereof)* | Jaguar<br>Land Rover   | Intra-segment<br>eliminations | Total                  | Others              | Inter-segment<br>eliminations | Total                  |                      |
|--|--|------------------------|-------------------------------|------------------------|---------------------|-------------------------------|------------------------|----------------------|
|  | (In millions)  |                        |                               |                        |                     |                               |                        |                      |
| <b>Revenues:</b>   |  |                        |                               |                        |                     |                               |                        |                      |
| External revenue   | Rs. 518,398.3  | Rs. 2,120,676.6        | Rs.                           | Rs. 2,639,074.9        | Rs. 17,420.2        | Rs.                           | Rs. 2,656,495.1        | US\$ 40,963.6        |
| Inter-segment/intra-segment revenue                        | 33.1   |                        | (46.7)                        | (13.6)                 | 13,734.0            | (13,720.4)                    |                        |                      |
| <b>Total revenues</b>                                      | <b>Rs. 518,431.4</b>   | <b>Rs. 2,120,676.6</b> | <b>Rs. (46.7)</b>             | <b>Rs. 2,639,061.3</b> | <b>Rs. 31,154.2</b> | <b>Rs. (13,720.4)</b>         | <b>Rs. 2,656,495.1</b> | <b>US\$ 40,963.6</b> |
| Earnings before other income, interest and tax             | (17,909.0)   | 120,866.8**            |                               | 102,957.8              | 3,797.7             | (1,942.8)                     | 104,812.7              | 1,616.2              |
| Share of profit/(loss) of equity accounted investees (net) | 252.1  | 13,843.7               |                               | 14,095.8               | 834.2               |                               | 14,930.0               | 230.2                |
| <b>Reconciliation to net income:</b>                       |  |                        |                               |                        |                     |                               |                        |                      |
| Other income/(loss) (net)                                  |  |                        |                               |                        |                     |                               | 28,171.5               | 434.4                |
| Foreign exchange gain/(loss) (net)                         |  |                        |                               |                        |                     |                               | (13,284.8)             | (204.9)              |
| Interest income  |  |                        |                               |                        |                     |                               | 5,640.7                | 87.0                 |
| Interest expense (net)                                     |  |                        |                               |                        |                     |                               | (42,365.7)             | (653.3)              |
| Income tax expense   |  |                        |                               |                        |                     |                               | (35,670.0)             | (550.0)              |
| <b>Net Income</b>  |  |                        |                               |                        |                     |                               | <b>Rs. 62,234.4</b>    | <b>US\$ 959.6</b>    |
| Depreciation and amortization                              | Rs. 36,676.3   | Rs. 144,472.0          | Rs.                           | Rs. 181,148.3          | Rs. 1,257.1         | Rs.                           | Rs. 182,405.4          | US\$ 2,812.7         |
| Capital expenditure  | 40,056.9   | 269,658.7              |                               | 309,715.6              | 3,652.3             | (1,740.6)                     | 311,627.3              | 4,805.4              |
| <b>Segment assets</b>                                      | <b>Rs. 598,266.7</b>   | <b>Rs. 1,526,362.8</b> | <b>Rs.</b>                    | <b>Rs. 2,124,629.5</b> | <b>Rs. 22,051.3</b> | <b>Rs. (10,237.2)</b>         | <b>Rs. 2,136,443.6</b> | <b>US\$ 32,944.4</b> |
| Investment in equity accounted investees                   | 3,773.1  | 38,357.2               |                               | 42,130.3               | 3,929.8             |                               | 46,060.1               | 710.3                |
| <b>Reconciliation to total assets:</b>                     |  |                        |                               |                        |                     |                               |                        |                      |
| Investments  |  |                        |                               |                        |                     |                               | 157,279.7              | 2,425.3              |
| Current and non-current income tax assets                  |  |                        |                               |                        |                     |                               | 11,954.9               | 184.3                |
| Deferred income taxes                                      |  |                        |                               |                        |                     |                               | 44,221.7               | 681.9                |
| Other unallocated financial assets <sup>1</sup>            |  |                        |                               |                        |                     |                               | 270,686.0              | 4,174.2              |
| <b>Total assets</b>  |  |                        |                               |                        |                     |                               | <b>Rs. 2,666,646.0</b> | <b>US\$ 41,120.4</b> |
| <b>Segment liabilities</b>                                 | <b>Rs. 173,195.2</b>   | <b>Rs. 872,507.1</b>   | <b>Rs.</b>                    | <b>Rs. 1,045,702.3</b> | <b>Rs. 7,477.5</b>  | <b>Rs. (2,504.4)</b>          | <b>Rs. 1,050,675.4</b> | <b>US\$ 16,201.6</b> |
| <b>Reconciliation to total liabilities:</b>                |  |                        |                               |                        |                     |                               |                        |                      |
| Borrowings   |  |                        |                               |                        |                     |                               | 785,171.2              | 12,107.5             |
| Current income tax liabilities                             |  |                        |                               |                        |                     |                               | 13,925.8               | 214.7                |
| Deferred income taxes                                      |  |                        |                               |                        |                     |                               | 11,806.4               | 182.1                |
| Other unallocated financial liabilities <sup>2</sup>       |  |                        |                               |                        |                     |                               | 266,225.0              | 4,105.2              |
| <b>Total liabilities</b>                                   |  |                        |                               |                        |                     |                               | <b>Rs. 2,127,803.8</b> | <b>US\$ 32,811.1</b> |

\* Tata and other brand vehicles include Tata Daewoo and Fiat brand vehicles.

\*\* Includes reversal of provision for loss of inventories and insurance recoveries on account of loss of inventories Rs.13,301.0 million

1. Includes interest-bearing loans and deposits and accrued interest income.

2. Includes interest accrued and other interest bearing liabilities.

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| For the year ended/as at March 31, 2016                    |   |                        |                               |                        |                     |                               |                        |
|--|---|------------------------|-------------------------------|------------------------|---------------------|-------------------------------|------------------------|
| Automotive and related activity                            |   |                        |                               |                        |                     |                               |                        |
|  | Tata and<br>other<br>brand<br>vehicles<br>including<br>financing thereof* | Jaguar<br>Land Rover   | Intra-segment<br>eliminations | Total<br>(In millions) | Others              | Inter-segment<br>eliminations | Total                  |
| <b>Revenues:</b>   |   |                        |                               |                        |                     |                               |                        |
| External revenue #   | Rs. 490,273.9   | Rs. 2,200,750.0        | Rs.                           | Rs. 2,691,023.9        | Rs. 14,088.7        | Rs.                           | Rs. 2,705,112.6        |
| Inter-segment/intra-segment revenue                        | 69.8  |                        | (75.7)                        | (5.9)                  | 15,027.0            | (15,021.1)                    |                        |
| <b>Total revenues</b>                                      | <b>Rs. 490,343.7</b>  | <b>Rs. 2,200,750.0</b> | <b>Rs. (75.7)</b>             | <b>Rs. 2,691,018.0</b> | <b>Rs. 29,115.7</b> | <b>Rs. (15,021.1)</b>         | <b>Rs. 2,705,112.6</b> |
| Earnings before other income, interest and tax #           | 9,432.5   | 163,882.6**            |                               | 173,315.1              | 4,212.2             | (738.7)                       | 176,788.6              |
| Share of profit/(loss) of equity accounted investees (net) | 206.7   | 5,987.1                |                               | 6,193.8                | (419.1)             |                               | 5,774.7                |
| <b>Reconciliation to net income:</b>                       |   |                        |                               |                        |                     |                               |                        |
| Other income/(loss) (net)                                  |   |                        |                               |                        |                     |                               | 3,135.6                |
| Foreign exchange gain/(loss) (net) #                       |   |                        |                               |                        |                     |                               | (20,588.0)             |
| Interest income  |   |                        |                               |                        |                     |                               | 7,186.6                |
| Interest expense (net)                                     |   |                        |                               |                        |                     |                               | (47,912.6)             |
| Income tax expense   |   |                        |                               |                        |                     |                               | (27,512.7)             |
| <b>Net Income</b>  |   |                        |                               |                        |                     |                               | <b>Rs. 96,872.2</b>    |
| Depreciation and amortization                              | Rs. 27,796.5  | Rs. 139,597.6          | Rs.                           | Rs. 167,394.1          | Rs. 680.8           | Rs.                           | Rs. 168,074.9          |
| Capital expenditure  | 39,064.7  | 266,777.2              |                               | 305,841.9              | 1,243.1             | (851.8)                       | 306,233.2              |
| <b>Segment assets</b>                                      | <b>Rs. 575,908.8</b>  | <b>Rs. 1,578,129.2</b> | <b>Rs. (100.0)</b>            | <b>Rs. 2,153,938.0</b> | <b>Rs. 20,644.4</b> | <b>Rs. (9,393.1)</b>          | <b>Rs. 2,165,189.3</b> |
| Investment in equity accounted investees                   | 3,730.5   | 32,380.7               |                               | 36,111.2               | 1,528.3             |                               | 37,639.5               |
| <b>Reconciliation to total assets:</b>                     |   |                        |                               |                        |                     |                               |                        |
| Investments  |   |                        |                               |                        |                     |                               | 198,417.4              |
| Current and non-current income tax assets                  |   |                        |                               |                        |                     |                               | 14,123.8               |
| Deferred income taxes                                      |   |                        |                               |                        |                     |                               | 39,575.9               |
| Other unallocated financial assets <sup>1</sup>            |   |                        |                               |                        |                     |                               | 165,035.4              |
| <b>Total assets</b>  |   |                        |                               |                        |                     |                               | <b>Rs. 2,619,981.3</b> |
| <b>Segment liabilities</b>                                 | <b>Rs. 141,011.6</b>  | <b>Rs. 809,817.7</b>   | <b>Rs. (100.0)</b>            | <b>Rs. 950,729.3</b>   | <b>Rs. 6,048.2</b>  | <b>Rs. (2,785.9)</b>          | <b>Rs. 953,991.6</b>   |
| <b>Reconciliation to total liabilities:</b>                |   |                        |                               |                        |                     |                               |                        |
| Borrowings   |   |                        |                               |                        |                     |                               | 692,367.8              |
| Current income tax liabilities                             |   |                        |                               |                        |                     |                               | 7,250.5                |
| Deferred income taxes                                      |   |                        |                               |                        |                     |                               | 43,441.4               |
| Other unallocated financial liabilities <sup>2</sup>       |   |                        |                               |                        |                     |                               | 154,893.3              |
| <b>Total liabilities</b>                                   |   |                        |                               |                        |                     |                               | <b>Rs. 1,851,944.6</b> |

\* Tata and other brand vehicles include Tata Daewoo and Fiat brand vehicles.

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\*\* Includes provision for loss of inventory (net of insurance recoveries) of Rs.16,383.9 million

# External Revenues and Earnings before other Income, interest and tax have been retrospectively adjusted for the change in presentation of foreign currency (gain) /loss reclassified from hedging reserve to Income statement as described in Note 2(u).

1. Includes interest-bearing loans and deposits and accrued interest income.
2. Includes interest accrued and other interest bearing liabilities.

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For the year ended March 31, 2015

## Automotive and related activity

|  | Tata and other brand vehicles including financing thereof* | Jaguar Land Rover      | Intra-segment eliminations | Total<br>(In millions) | Others              | Inter-segment eliminations | Total                  |
|--|--|------------------------|----------------------------|------------------------|---------------------|----------------------------|------------------------|
| <b>Revenues:</b>   |  |                        |                            |                        |                     |                            |                        |
| External revenue #   | Rs. 446,636.4  | Rs. 2,189,336.5        | Rs.                        | Rs. 2,635,972.9        | Rs. 12,955.7        | Rs.                        | Rs. 2,648,928.6        |
| Inter-segment/intra-segment revenue                        | 581.5  |                        | (588.1)                    | (6.6)                  | 14,196.5            | (14,189.9)                 |                        |
| <b>Total revenues</b>                                      | <b>Rs. 447,217.9</b>                                       | <b>Rs. 2,189,336.5</b> | <b>Rs. (588.1)</b>         | <b>Rs. 2,635,966.3</b> | <b>Rs. 27,152.2</b> | <b>Rs. (14,189.9)</b>      | <b>Rs. 2,648,928.6</b> |
| Earnings before other income, interest and tax #           | (29,831.3)   | 282,072.7              |                            | 252,241.4              | 3,447.5             | (1,377.9)                  | 254,311.0              |
| Share of profit/(loss) of equity accounted investees (net) | 135.3  | (1,122.9)              |                            | (987.6)                | (760.7)             |                            | (1,748.3)              |
| <b>Reconciliation to net income:</b>                       |  |                        |                            |                        |                     |                            |                        |
| Other income/(loss) (net)                                  |  |                        |                            |                        |                     |                            | 11,508.4               |
| Foreign exchange gain/(loss) (net) #                       |  |                        |                            |                        |                     |                            | (20,371.3)             |
| Interest income  |  |                        |                            |                        |                     |                            | 6,763.9                |
| Interest expense (net)                                     |  |                        |                            |                        |                     |                            | (52,231.6)             |
| Income tax expense   |  |                        |                            |                        |                     |                            | (69,149.7)             |
| <b>Net Income</b>  |  |                        |                            |                        |                     |                            | <b>Rs. 129,082.4</b>   |
| Depreciation and amortization                              | Rs. 30,871.3   | Rs. 103,040.3          | Rs.                        | Rs. 133,911.6          | Rs. 584.2           | Rs.                        | Rs. 134,495.8          |
| Capital expenditure  | 34,416.2   | 302,087.8              |                            | 336,504.0              | 737.1               | (1,470.1)                  | 335,771.0              |

\* Tata and other brand vehicles include Tata Daewoo and Fiat brand vehicles.

# External Revenues and Earnings before other Income, interest and tax have been retrospectively adjusted for the change in presentation of foreign currency (gain) /loss reclassified from hedging reserve to Income statement as described in Note 2(u).

**Table of Contents****Entity-wide disclosures**

Information concerning principal geographic areas is as follows:

Net sales to external customers by geographic area by location of customers:

|                          | 2017                 | Year ended March 31,   |                        |                        | 2015* |
|--------------------------|----------------------|------------------------|------------------------|------------------------|-------|
|                          |                      | 2017                   | 2016*                  | (In millions)          |       |
| India                    | US\$ 6,514.9         | Rs. 422,499.1          | Rs. 411,399.2          | Rs. 361,206.0          |       |
| United States of America | 6,375.8              | 413,469.9              | 431,592.2              | 328,798.4              |       |
| United Kingdom           | 7,495.6              | 486,091.5              | 448,389.3              | 351,527.1              |       |
| Rest of Europe           | 7,246.4              | 469,926.9              | 415,022.1              | 317,302.7              |       |
| China                    | 6,333.4              | 410,721.9              | 485,384.3              | 755,916.0              |       |
| Rest of the World        | 6,997.5              | 453,785.8              | 513,325.5              | 534,178.4              |       |
| <b>Total revenues</b>    | <b>US\$ 40,963.6</b> | <b>Rs. 2,656,495.1</b> | <b>Rs. 2,705,112.6</b> | <b>Rs. 2,648,928.6</b> |       |

Non-current assets (Property, plant and equipment, Intangible assets, other non-current assets and Goodwill) by geographic area:

|                          | 2017                 | As at March 31,        |                        | 2016 |
|--------------------------|----------------------|------------------------|------------------------|------|
|                          |                      | 2017                   | (In millions)          |      |
| India                    | US\$ 3,697.2         | Rs. 239,755.9          | Rs. 242,677.7          |      |
| United States of America | 38.8                 | 2,518.4                | 3,544.7                |      |
| United Kingdom           | 14,608.7             | 947,375.3              | 998,446.1              |      |
| Rest of Europe           | 186.4                | 12,089.9               | 2,786.3                |      |
| China                    | 14.0                 | 910.4                  | 1,540.8                |      |
| Rest of the World        | 463.5                | 30,057.5               | 31,210.1               |      |
| <b>Total</b>             | <b>US\$ 19,008.6</b> | <b>Rs. 1,232,707.4</b> | <b>Rs. 1,280,205.7</b> |      |

Information about product revenues:

|                                 | 2017                 | Year ended March 31,   |                        |                        | 2015* |
|---------------------------------|----------------------|------------------------|------------------------|------------------------|-------|
|                                 |                      | 2017                   | 2016*                  | (In millions)          |       |
| Tata and Fiat vehicles          | US\$ 6,727.7         | Rs. 436,297.3          | Rs. 420,080.7          | Rs. 368,038.2          |       |
| Tata Daewoo commercial vehicles | 890.9                | 57,773.8               | 47,742.3               | 55,015.5               |       |
| Hispano buses and coaches       | 0.1                  | 8.9                    | 132.1                  | 951.9                  |       |
| Finance revenues                | 375.0                | 24,318.3               | 22,318.8               | 22,630.8               |       |
| Jaguar Land Rover vehicles      | 32,701.3             | 2,120,676.6            | 2,200,750.0            | 2,189,336.5            |       |
| Others                          | 268.6                | 17,420.2               | 14,088.7               | 12,955.7               |       |
| <b>Total revenues</b>           | <b>US\$ 40,963.6</b> | <b>Rs. 2,656,495.1</b> | <b>Rs. 2,705,112.6</b> | <b>Rs. 2,648,928.6</b> |       |

\*

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External Revenues have been retrospectively adjusted for the change in presentation of foreign currency (gain) /loss reclassified from hedging reserve to Income statement as described in Note 2(u).

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**Table of Contents****38. Related-party transactions**

The Company's related parties principally consist of Tata Sons Limited, subsidiaries and joint ventures of Tata Sons Limited, the Company's associates and their subsidiaries, joint operations and joint ventures of the Company. The Company routinely enters into transactions with these related parties in the ordinary course of business. The Company enters into transactions for sale and purchase of products and services with its associates, joint operations and joint ventures. Transactions and balances with its own subsidiaries are eliminated on consolidation.

The following table summarizes related-party transactions and balances included in the consolidated financial statements for the year ended/as at March 31, 2017:

|  | Associates<br>and its<br>subsidiaries |          | Joint<br>ventures |           | Joint<br>operations |          | Tata Sons Ltd,<br>its<br>subsidiaries and<br>joint ventures |          | Total | Total     |      |        |
|--|---------------------------------------|----------|-------------------|-----------|---------------------|----------|---|----------|-------|-----------|------|--------|
|  | (In millions)                         |          |                   |           |                     |          |   |          |       |           |      |        |
| Purchase of products   | Rs.                                   | 20,585.2 | Rs.               | 213.0     | Rs.                 | 22,757.5 | Rs.   | 668.4    | Rs.   | 44,224.1  | US\$ | 681.9  |
| Sale of products   |                                       | 2,504.9  |                   | 49,835.3  |                     | 3,237.2  |   | 4,615.0  |       | 60,192.4  |      | 928.2  |
| Services received  |                                       | 109.8    |                   | 10,885.7  |                     | 0.7      |   | 19,701.5 |       | 30,697.7  |      | 473.4  |
| Services rendered  |                                       | 166.4    |                   | 7,718.8   |                     | 161.2    |   | 1,301.3  |       | 9,347.7   |      | 144.1  |
| Acceptances  |                                       |          |                   |           |                     |          |   | 32,027.7 |       | 32,027.7  |      | 493.9  |
| Purchase of property, plant and equipment                                  |                                       | 137.9    |                   |           |                     |          |   | 1.1      |       | 139.0     |      | 2.1    |
| Interest (income)/expense, dividend (income)/paid, (net)                   |                                       | (111.0)  |                   | (5,943.6) |                     | (121.2)  |   | 642.6    |       | (5,533.2) |      | (85.3) |
| Amounts receivable in respect of loans and interest thereon                |                                       |          |                   |           |                     |          |   | 93.3     |       | 93.3      |      | 1.4    |
| Amounts payable in respect of loans and interest thereon                   |                                       | 560.0    |                   |           |                     |          |   | 1,055.5  |       | 1,615.5   |      | 24.9   |
| Trade and other receivables  |                                       | 495.2    |                   | 5,658.6   |                     |          |   | 1,600.1  |       | 7,753.9   |      | 119.6  |
| Accounts payable   |                                       | 397.6    |                   | 226.3     |                     | 1,239.6  |   | 4,711.1  |       | 6,574.6   |      | 101.4  |
| Conversion of Optionally Convertible Preference shares in to equity shares |                                       | 1,600.0  |                   |           |                     |          |   |          |       | 1,600.0   |      | 24.7   |
| Loans given/repaid   |                                       |          |                   |           |                     | 1,325.0  |   | 906.0    |       | 2,231.0   |      | 34.4   |
| Loans taken/repaid   |                                       | 6,290.0  |                   |           |                     |          |   | 12,165.8 |       | 18,455.8  |      | 284.6  |
| Deposit given as security  |                                       |          |                   |           |                     |          |   | 30.0     |       | 30.0      |      | 0.5    |

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The following table summarizes related-party transactions and balances included in the consolidated financial statements for the year ended/as at March 31, 2016:

|   | Associates and its subsidiaries |  | Joint ventures |  | Joint operations<br>(In millions) |  | Tata Sons Ltd, its subsidiaries and joint ventures |  | Total    |
|---|---------------------------------|--|----------------|--|-----------------------------------|--|--|--|----------|
|   | Rs.                             |  | Rs.            |  | Rs.                               |  | Rs.  |  | Rs.      |
| Purchase of products  | 17,687.4                        |  |                |  | 27,814.5                          |  | 674.0  |  | 46,175.9 |
| Sale of products  | 2,123.8                         |  | 31,051.5       |  | 5,971.2                           |  | 7,566.8  |  | 46,713.3 |
| Services received   | 96.4                            |  | 8,427.0        |  | 1.2                               |  | 18,503.6   |  | 27,028.2 |
| Services rendered   | 218.5                           |  | 6,263.5        |  | 79.7                              |  | 1,123.1  |  | 7,684.8  |
| Acceptances   |                                 |  |                |  |                                   |  | 29,018.0   |  | 29,018.0 |
| Sale of Investments   |                                 |  |                |  |                                   |  | 71.5   |  | 71.5     |
| Purchase of property, plant and equipment                   | 114.5                           |  |                |  |                                   |  | 9.2  |  | 123.7    |
| Interest (income)/expense, dividend (income)/paid, (net)    | (119.8)                         |  |                |  | (143.3)                           |  | 376.3  |  | 113.2    |
| Amounts receivable in respect of loans and interest thereon | 1,600.0                         |  |                |  | 1,917.8                           |  | 353.4  |  | 3,871.2  |
| Amounts payable in respect of loans and interest thereon    | 270.0                           |  |                |  |                                   |  | 1,061.7  |  | 1,331.7  |
| Trade and other receivables                                 | 222.7                           |  | 6,737.1        |  |                                   |  | 4,545.2  |  | 11,505.0 |
| Accounts payable  | 585.1                           |  | 148.1          |  | 1,680.4                           |  | 1,626.0  |  | 4,039.6  |
| Loans given/repaid  |                                 |  |                |  |                                   |  | 1,250.0  |  | 1,250.0  |
| Loans taken/repaid  | 3,450.0                         |  |                |  |                                   |  | 9,181.3  |  | 12,631.3 |
| Proceeds from issue of shares                               |                                 |  |                |  |                                   |  | 19,667.6   |  | 19,667.6 |
| Deposit given as security                                   |                                 |  |                |  |                                   |  | 30.0   |  | 30.0     |

The following table summarizes related-party transactions and balances included in the consolidated financial statements for the year ended/as at March 31, 2015:

|   | Associates and its subsidiaries |  | Joint ventures |  | Joint operations<br>(In millions) |  | Tata Sons Ltd, its subsidiaries and joint ventures |  | Total    |
|---|---------------------------------|--|----------------|--|-----------------------------------|--|--|--|----------|
|   | Rs.                             |  | Rs.            |  | Rs.                               |  | Rs.  |  | Rs.      |
| Purchase of products  | 15,311.1                        |  |                |  | 26,645.0                          |  | 648.9  |  | 42,605.0 |
| Sale of products  | 1,906.3                         |  | 14,709.6       |  | 6,216.5                           |  | 9,109.8  |  | 31,942.2 |
| Services received   | 24.0                            |  | 4,570.6        |  | 4.3                               |  | 18,036.2   |  | 22,635.1 |
| Services rendered   | 100.9                           |  | 2,223.0        |  | 26.1                              |  | 1,099.2  |  | 3,449.2  |
| Acceptances   |                                 |  |                |  |                                   |  | 20,040.7   |  | 20,040.7 |
| Purchase of property, plant and equipment                   | 154.5                           |  |                |  |                                   |  | 31.5   |  | 186.0    |
| Interest (income)/expense, dividend (income)/paid, (net)    | (106.1)                         |  |                |  | (97.9)                            |  | 1,961.8  |  | 1,757.8  |
| Amounts receivable in respect of loans and interest thereon | 1,856.6                         |  |                |  | 1,839.7                           |  | 1,006.4  |  | 4,702.7  |
| Amounts payable in respect of loans and interest thereon    | 34.9                            |  |                |  |                                   |  | 78.1   |  | 113.0    |
| Trade and other receivables                                 | 152.2                           |  | 4,361.8        |  |                                   |  | 1,595.8  |  | 6,109.8  |
| Accounts payable  | 764.9                           |  | 46.5           |  | 1,436.8                           |  | 3,358.7  |  | 5,606.9  |
| Loans given/repaid  | 1,600.0                         |  |                |  |                                   |  | 950.0  |  | 2,550.0  |
| Purchase of unquoted equity shares                          |                                 |  | 12,258.6       |  |                                   |  |  |  | 12,258.6 |

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|                           |       |      |       |
|---------------------------|-------|------|-------|
| Loans taken/repaid        | 940.0 |      | 940.0 |
| Deposit given as security |       | 30.0 | 30.0  |

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**Table of Contents****Compensation of key management personnel:**

|                           | 2017 |  | Year ended March 31,<br>2017 |               | 2016               |  | 2015  |
|---------------------------|------|--|------------------------------|---------------|--------------------|--|-------|
|                           | US\$ |  | Rs.                          | (In millions) | Rs.                |  | Rs.   |
| Short-term benefits       | 10.7 |  | 693.1 <sup>^</sup>           |               | 557.8 <sup>^</sup> |  | 354.2 |
| Post-employment benefits* | 2.8  |  | 184.7                        |               | 112.0              |  | 208.2 |

<sup>^</sup> Includes Rs. 80.8 million and Rs. 46.1 million for the year ended March 31, 2017 and 2016, respectively of managerial remuneration which is subject to Government of India's approval.

\* Excludes provision for encashable leave and gratuity for certain key management personnel as a separate actuarial valuation is not available.

**Other transactions with key management personnel:**

|  | 2017 |  | Year ended March 31,<br>2017 |               | 2016 |  | 2015 |
|--|------|--|------------------------------|---------------|------|--|------|
|  | US\$ |  | Rs.                          | (In millions) | Rs.  |  | Rs.  |
| Issue of shares pursuant to rights issue | 0.1  |  | 8.1                          |               | 0.8  |  |      |
| Sale of products                         |      |  |                              |               | 11.0 |  |      |
| Dividend paid                            |      |  |                              | **            |      |  |      |

\*\* amount less than Rs. 50,000

Refer note 32 for information on transactions with post-employment benefit plans.

**Table of Contents****39. Earnings per share ( EPS )**

|   | Net<br>income<br>attributable to<br>shareholders of<br>Tata Motors<br>Limited<br>(In millions) |           | Weighted<br>average shares<br>(Nos.) | Earnings per<br>share |        |
|---|--|-----------|--------------------------------------|-----------------------|--------|
| <b>For the year ended March 31, 2017:</b> |  |           |                                      |                       |        |
| <b>Ordinary Shares</b>                    |  |           |                                      |                       |        |
| Basic net earnings per share              | Rs.  | 52,001.4  | 2,887,218,310                        | Rs.                   | 18.0   |
|   | US\$   | 801.8     |                                      | US\$                  | 0.3    |
| Effect of shares kept in abeyance         | Rs.  | (2.3)     | 599,766                              | Rs.                   | (3.8)  |
|   | US\$   |           |                                      | US\$                  |        |
| Diluted earnings per share                | Rs.  | 51,999.1  | 2,887,818,076                        | Rs.                   | 18.0   |
|   | US\$   | 801.8     |                                      | US\$                  | 0.3    |
| <b>A Ordinary Shares</b>                  |  |           |                                      |                       |        |
| Basic net earnings per share              | Rs.  | 9,209.1   | 508,483,714                          | Rs.                   | 18.1   |
|   | US\$   | 142.0     |                                      | US\$                  | 0.3    |
| Effect of shares kept in abeyance         | Rs.  | 2.3       | 252,396                              | Rs.                   | 9.1    |
|   | US\$   |           |                                      | US\$                  |        |
| Diluted earnings per share                | Rs.  | 9,211.4   | 508,736,110                          | Rs.                   | 18.1   |
|   | US\$   | 142.0     |                                      | US\$                  | 0.3    |
| <b>For the year ended March 31, 2016:</b> |  |           |                                      |                       |        |
| <b>Ordinary Shares</b>                    |  |           |                                      |                       |        |
| Basic net earnings per share              | Rs.  | 81,481.3  | 2,873,188,838                        | Rs.                   | 28.4   |
| Effect of shares kept in abeyance         | Rs.  | (3.6)     | 621,045                              | Rs.                   | (5.8)  |
| Diluted earnings per share                | Rs.  | 81,477.7  | 2,873,809,883                        | Rs.                   | 28.4   |
| <b>A Ordinary Shares</b>                  |  |           |                                      |                       |        |
| Basic net earnings per share              | Rs.  | 14,402.1  | 506,063,234                          | Rs.                   | 28.5   |
| Effect of shares kept in abeyance         | Rs.  | 3.6       | 257,745                              | Rs.                   | 14.0   |
| Diluted earnings per share                | Rs.  | 14,405.7  | 506,320,979                          | Rs.                   | 28.5   |
| <b>For the year ended March 31, 2015:</b> |  |           |                                      |                       |        |
| <b>Ordinary Shares</b>                    |  |           |                                      |                       |        |
| Basic net earnings per share              | Rs.  | 109,024.7 | 2,765,339,619                        | Rs.                   | 39.4   |
| Effect of shares kept in abeyance         | Rs.  | (5.2)     | 484,470                              | Rs.                   | (10.7) |
| Diluted earnings per share                | Rs.  | 109,019.5 | 2,765,824,089                        | Rs.                   | 39.4   |
| <b>A Ordinary Shares</b>                  |  |           |                                      |                       |        |
| Basic net earnings per share              | Rs.  | 19,266.5  | 487,445,041                          | Rs.                   | 39.5   |
| Effect of shares kept in abeyance         | Rs.  | 5.2       | 239,570                              | Rs.                   | 21.7   |
| Diluted earnings per share                | Rs.  | 19,271.7  | 487,684,611                          | Rs.                   | 39.5   |

A Ordinary shareholders are entitled to receive dividend at 5 percentage points more than the aggregate rate of dividend determined by the Company on Ordinary shares for the financial year.

<sup>1</sup> Basic and diluted earnings per share for the year ended March 31, 2015 have been retrospectively adjusted for the bonus element in respect of the rights issue as described in note 25 of the consolidated financial statements.

**40. Subsequent event**

In June 2017, the Company entered into an agreement to sell 30.4% ownership interest in its subsidiary Tata Technologies Limited ( TTL ). The sale is pending regulatory approvals and when consummated will result in loss of control and TTL will become an equity method investee .





**Table of Contents****Schedule 1****Condensed financial information of Tata Motors Limited ( Parent Company ) on a standalone basis****A. Balance Sheet**

|  | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|--|---------------------|--|----------------------|
| <b>ASSETS:</b>   |                     |  |                      |
| <b>Current assets:</b>   |                     |  |                      |
| Cash and cash equivalents  | US\$ 29.1           | Rs. 1,883.9                              | Rs. 4,270.7          |
| Short-term deposits  | 1.7                 | 110.7                                    | 700.7                |
| Finance receivables  | 2.5                 | 161.9                                    | 134.2                |
| Trade receivables  | 328.1               | 21,280.0                                 | 20,796.3             |
| Investments  | 370.2               | 24,009.2                                 | 17,458.4             |
| Other financial assets   | 62.1                | 4,025.3                                  | 8,849.0              |
| Inventories  | 848.8               | 55,044.2                                 | 51,132.7             |
| Other current assets   | 278.7               | 18,075.9                                 | 15,527.7             |
| Current income tax assets  | 19.9                | 1,293.1                                  | 36.6                 |
| <b>Total current assets</b>  | <b>1,941.1</b>      | <b>125,884.2</b>                         | <b>118,906.3</b>     |
| <b>Non-current assets:</b>   |                     |  |                      |
| Investments  | 81.5                | 5,283.1                                  | 4,680.2              |
| Other financial assets   | 90.4                | 5,859.3                                  | 5,152.7              |
| Property, plant and equipment  | 2,313.7             | 150,045.3                                | 152,988.3            |
| Goodwill   | 15.3                | 990.9                                    | 990.9                |
| Intangible assets  | 1,255.2             | 81,397.4                                 | 84,838.2             |
| Investments in subsidiaries, joint ventures and equity accounted investees | 2,283.8             | 148,101.4                                | 146,216.9            |
| Non-current income tax assets  | 111.7               | 7,245.8                                  | 7,996.3              |
| Deferred income taxes  |                     |  | 583.6                |
| Other non-current assets   | 199.7               | 12,947.8                                 | 13,067.5             |
| <b>Total non-current assets</b>  | <b>6,351.3</b>      | <b>411,871.0</b>                         | <b>416,514.6</b>     |
| <b>Total assets</b>  | <b>US\$ 8,292.4</b> | <b>Rs. 537,755.2</b>                     | <b>Rs. 535,420.9</b> |
| <b>LIABILITIES AND EQUITY:</b>   |                     |  |                      |
| <b>Liabilities:</b>  |                     |  |                      |
| <b>Current liabilities:</b>  |                     |  |                      |
| Accounts payable   | 1,129.2             | 73,229.8                                 | 54,946.6             |
| Acceptances  | 675.3               | 43,792.9                                 | 38,872.8             |
| Short-term borrowings and current portion of long-term debt                | 906.6               | 58,795.3                                 | 58,546.0             |
| Other financial liabilities  | 255.0               | 16,533.6                                 | 12,371.0             |
| Provisions   | 72.2                | 4,679.8                                  | 4,502.7              |
| Other current liabilities  | 273.8               | 17,753.2                                 | 16,083.4             |
| Current income tax liabilities   | 12.4                | 806.4                                    | 792.7                |
| <b>Total current liabilities</b>   | <b>3,324.5</b>      | <b>215,591.0</b>                         | <b>186,115.2</b>     |
| <b>Non-current liabilities:</b>  |                     |  |                      |
| Long-term debt   | 2,109.0             | 136,766.5                                | 106,163.9            |
| Other financial liabilities  | 109.5               | 7,103.6                                  | 7,910.0              |
| Deferred income taxes  | 15.0                | 971.9                                    | 200.5                |
| Provisions   | 131.2               | 8,507.1                                  | 7,573.0              |
| Other liabilities  | 27.8                | 1,805.3                                  | 2,250.1              |

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|  |                     |                      |                      |
|--|---------------------|----------------------|----------------------|
| <b>Total non-current liabilities</b>                       | <b>2,392.5</b>      | <b>155,154.4</b>     | <b>124,097.5</b>     |
| <b>Total liabilities</b>                                   | <b>5,717.0</b>      | <b>370,745.4</b>     | <b>310,212.7</b>     |
| <b>Equity:</b>   |                     |                      |                      |
| Ordinary shares  | 89.1                | 5,775.1              | 5,774.8              |
| A Ordinary shares  | 15.7                | 1,017.1              | 1,017.0              |
| Additional paid-in capital                                 | 4,064.0             | 263,549.0            | 263,503.9            |
| Reserves   | (1,608.0)           | (104,245.7)          | (45,309.0)           |
| Other components of equity                                 | 14.6                | 914.3                | 221.5                |
| Equity attributable to shareholders of Tata Motors Limited | 2,575.4             | 167,009.8            | 225,208.2            |
| <b>Total equity</b>  | <b>2,575.4</b>      | <b>167,009.8</b>     | <b>225,208.2</b>     |
| <b>Total liabilities and equity</b>                        | <b>US\$ 8,292.4</b> | <b>Rs. 537,755.2</b> | <b>Rs. 535,420.9</b> |

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**Table of Contents****B. Income Statement**

|  | 2017                | Year ended March 31,  |                    | 2015                  |
|--|---------------------|-----------------------|--------------------|-----------------------|
|  |                     | 2017                  | 2016               |                       |
|  | (In millions)       |                       |                    |                       |
| Revenues   | US\$ 6,571.4        | Rs. 426,155.0         | Rs. 428,526.9      | Rs. 369,016.5         |
| Finance revenues   | 0.3                 | 19.4                  | 28.0               | 36.1                  |
| <b>Total revenues</b>  | <b>6,571.7</b>      | <b>426,174.4</b>      | <b>428,554.9</b>   | <b>369,052.6</b>      |
| Change in inventories of finished goods and work-in-progress                             | (39.1)              | (2,533.0)             | 135.3              | (8,764.9)             |
| Purchase of products for sale  | 608.5               | 39,459.7              | 41,019.7           | 45,819.5              |
| Raw materials, components, and consumables   | 4,276.2             | 277,313.2             | 249,998.9          | 228,833.7             |
| Employee cost  | 559.2               | 36,261.4              | 31,883.3           | 31,633.9              |
| Depreciation and amortization  | 536.6               | 34,798.3              | 25,804.5           | 28,267.9              |
| Other expenses   | 1,527.5             | 99,055.2              | 89,732.9           | 91,282.5              |
| Expenditure capitalized  | (145.2)             | (9,414.8)             | (10,344.0)         | (11,204.9)            |
| Other (income)/loss (net)  | (54.3)              | (3,520.6)             | (17,130.9)         | (18,694.0)            |
| Foreign exchange (gain)/loss (net)   | (41.6)              | (2,698.5)             | 2,635.9            | 891.6                 |
| Interest income  | (28.5)              | (1,846.5)             | (2,637.8)          | (982.0)               |
| Interest expense (net)   | 245.2               | 15,901.5              | 14,955.5           | 18,101.0              |
| <b>Net income before tax</b>   | <b>(872.8)</b>      | <b>(56,601.5)</b>     | <b>2,501.6</b>     | <b>(36,131.7)</b>     |
| Income tax expense   | (25.8)              | (1,674.5)             | 198.8              | (9,044.8)             |
| <b>Net income</b>  | <b>US\$ (898.6)</b> | <b>Rs. (58,276.0)</b> | <b>Rs. 2,700.4</b> | <b>Rs. (45,176.5)</b> |
| Other comprehensive income :   |                     |                       |                    |                       |
| <b>(i) Items that will not be reclassified subsequently to profit and loss :</b>         |                     |                       |                    |                       |
| Remeasurement gains and (losses) on defined benefit obligations (net)                    | 1.6                 | 101.8                 | 207.7              | (621.7)               |
| Income tax (expense)/credit relating to items that will not be reclassified subsequently | (0.6)               | (37.9)                | (57.3)             | 229.4                 |
|  | 1.0                 | 63.9                  | 150.4              | (392.3)               |
| <b>(ii) Items that may be reclassified subsequently to profit and loss :</b>             |                     |                       |                    |                       |
| Gains and (losses) in cash flow hedges   | 0.9                 | 59.2                  | (139.7)            | 252.7                 |
| Available for sale investments   | 10.1                | 654.1                 | 101.6              | (331.2)               |
| Income tax (expense)/credit relating to items that may be reclassified subsequently      | (0.3)               | (20.5)                | 46.8               | (85.9)                |
|  | 10.7                | 692.8                 | 8.7                | (164.4)               |
| Other comprehensive income/(loss) for the year, net of tax (i+ii)                        | 11.7                | 756.7                 | 159.1              | (556.7)               |
| <b>Total comprehensive income/(loss) for the year</b>                                    | <b>US\$ (886.9)</b> | <b>Rs. (57,519.3)</b> | <b>Rs. 2,859.5</b> | <b>Rs. (45,733.2)</b> |

**Table of Contents****C. Statements of Cash Flows**

|  | 2017          | Year ended March 31, |                 | 2015              |
|--|---------------|----------------------|-----------------|-------------------|
|  |               | 2017                 | 2016            |                   |
|  |               | (In millions)        |                 |                   |
| <b>Cash flows from operating activities:</b>   |               |                      |                 |                   |
| Net Income   | US\$ (898.6)  | Rs. (58,276.0)       | Rs. 2,700.4     | Rs. (45,176.5)    |
| Adjustments for:   |               |                      |                 |                   |
| Depreciation and amortization expense  | 536.6         | 34,798.3             | 25,804.5        | 28,267.9          |
| Inventory write-down   | 27.8          | 1,802.7              | 1,363.3         | 1,386.8           |
| Allowances for trade and other receivables   | 26.3          | 1,705.1              | 1,958.2         | 1,275.7           |
| Loss on sale of assets/assets written off and others (net)                                     | 150.3         | 9,748.8              | 5,523.1         | 2,822.6           |
| Gain on sale, change in fair value of available-for-sale investments (net)                     | (19.4)        | (1,261.0)            | (8,042.2)       | (804.8)           |
| Gain on fair value of below market interest loans  | (7.2)         | (465.2)              | (505.0)         | (498.4)           |
| Foreign exchange (gain)/loss (net)   | (35.3)        | (2,291.1)            | 1,758.2         | 832.4             |
| Income tax expense   | 25.8          | 1,674.5              | (198.8)         | 9,044.8           |
| Interest expense   | 245.2         | 15,901.5             | 14,955.5        | 18,101.0          |
| Interest income  | (28.5)        | (1,846.5)            | (2,637.8)       | (982.0)           |
| Dividend income  | (104.3)       | (6,765.0)            | (10,617.1)      | (16,894.8)        |
| Provision for impairment of investment in a subsidiary   | 19.0          | 1,231.7              |                 |                   |
| <b>Cash flows from operating activities before changes in following assets and liabilities</b> | <b>(62.3)</b> | <b>(4,042.2)</b>     | <b>32,062.3</b> | <b>(2,625.3)</b>  |
| Trade receivables  | (31.2)        | (2,023.6)            | (7,040.5)       | 1,271.8           |
| Finance receivables  | (0.4)         | (27.7)               | 205.7           | 54.5              |
| Other financial assets   | (12.3)        | (800.7)              | (174.3)         | (1,822.1)         |
| Other current assets   | (38.9)        | (2,521.2)            | (2,019.7)       | (778.2)           |
| Inventories  | (88.1)        | (5,714.3)            | (2,288.3)       | (10,937.1)        |
| Other non-current assets   | 1.8           | 119.7                | 1,149.8         | (3,420.5)         |
| Accounts payable   | 287.3         | 18,628.5             | 3,578.8         | 1,189.8           |
| Acceptances  | 75.9          | 4,920.1              | (632.5)         | (10,050.1)        |
| Other current liabilities  | 25.5          | 1,651.3              | 3,720.2         | (320.0)           |
| Other financial liabilities  | 63.3          | 4,106.4              | (3,287.8)       | 6,558.7           |
| Other non-current liabilities  | (5.0)         | (324.8)              | 817.4           | 296.2             |
| Provisions   | 12.0          | 780.7                | 1,173.5         | 1,332.1           |
| <b>Cash generated from/(used in) operations</b>  | <b>227.6</b>  | <b>14,752.2</b>      | <b>27,264.6</b> | <b>(19,250.2)</b> |
| Income tax paid (net)  | (14.6)        | (937.5)              | (235.0)         | (904.7)           |
| <b>Net cash from/(used in) operating activities</b>  | <b>213.0</b>  | <b>13,814.7</b>      | <b>27,029.6</b> | <b>(20,154.9)</b> |
| <b>Cash flows from investing activities:</b>   |               |                      |                 |                   |
| Investments in Mutual Fund (purchased)/sold (net)  | (82.9)        | (5,374.0)            | (16,690.2)      | 679.9             |
| Investments in subsidiary companies  | (21.4)        | (1,390.8)            | (599.8)         | (1,105.6)         |
| Advance towards investments in subsidiary companies  |               |                      | (731.1)         | (260.8)           |
| Loans to subsidiaries and equity accounted investees   |               | (0.7)                | (779.7)         | (1,590.0)         |
| Loans to others  |               |                      | (7.5)           |                   |
| Proceeds from sale of investments in subsidiary companies                                      |               |                      | 7,469.0         | 18,039.0          |
| Proceeds from sale of investments in other companies   |               |                      | 850.5           |                   |
| Repayment of loans by joint operation  | 20.4          | 1,325.0              |                 |                   |
| Repayment of loans by others   | 0.1           | 7.5                  |                 |                   |

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|   | 2017             | Year ended March 31, |                    | 2015                |
|---|------------------|----------------------|--------------------|---------------------|
|   |                  | 2017                 | 2016               |                     |
|   |                  | (In millions)        |                    |                     |
| Deposits with banks/financial institutions  | US\$             |                      | Rs. (21,955.0)     | Rs. (6,552.7)       |
| Realization of deposits with banks/financial institutions   | 17.6             | 1,140.0              | 21,255.6           |                     |
| Deposit of margin money and other restricted deposits   | (17.7)           | (1,147.1)            | (55,112.9)         |                     |
| Realization of margin money and other restricted deposits   | 40.9             | 2,650.0              | 53,537.4           | 6,959.7             |
| (Increase)/decrease in short term inter-corporate deposits  | 3.1              | 200.0                | (350.0)            | (50.0)              |
| Interest received   | 39.5             | 2,561.1              | 2,539.0            | 888.7               |
| Dividend received   | 104.3            | 6,765.0              | 10,424.6           | 16,894.8            |
| Payments for property, plant and equipment  | (288.8)          | (18,728.3)           | (16,876.3)         | (13,978.8)          |
| Proceeds from sale of property, plant and equipment   | 2.4              | 154.1                | 344.2              | 394.8               |
| Payments for intangible assets  | (239.7)          | (15,541.6)           | (15,960.0)         | (13,932.9)          |
| <b>Net cash from/(used in) investing activities</b>   | <b>(422.2)</b>   | <b>(27,379.8)</b>    | <b>(32,642.2)</b>  | <b>6,386.1</b>      |
| <b>Cash flows from financing activities:</b>  |                  |                      |                    |                     |
| Proceeds from issuance of shares  | 0.7              | 45.5                 | 74,332.2           |                     |
| Dividends paid (including dividend distribution tax)  | (11.3)           | (730.0)              |                    | (6,487.3)           |
| Interest paid   | (301.9)          | (19,575.9)           | (20,859.1)         | (18,489.0)          |
| Proceeds from issuance of short-term debt   | 1,020.3          | 66,166.7             | 31,182.5           | 50,925.8            |
| Repayment of short-term debt  | (508.6)          | (32,984.4)           | (49,569.1)         | (66,709.1)          |
| Net change in other short-term debt (with maturity up to three months)                                    | (254.0)          | (16,472.8)           | (26,376.2)         | 43,796.1            |
| Proceeds from issuance of long-term debt  | 627.7            | 40,705.2             | 4,684.5            | 80,198.9            |
| Repayment of long-term debt   | (400.3)          | (25,962.2)           | (14,183.5)         | (59,726.5)          |
| Debt issuance cost  |                  |                      |                    | (1,036.4)           |
| <b>Net cash from/(used in) financing activities</b>   | <b>172.6</b>     | <b>11,192.1</b>      | <b>(788.7)</b>     | <b>22,472.5</b>     |
| Net change in cash and cash equivalents   | (36.6)           | (2,373.0)            | (6,401.3)          | 8,703.7             |
| Effect of foreign exchange on cash and cash equivalents   | (0.2)            | (13.8)               | 7.3                | (73.2)              |
| Cash and cash equivalents, beginning of the year  | 65.9             | 4,270.7              | 10,664.7           | 2,034.2             |
| <b>Cash and cash equivalents, end of the year</b>   | <b>US\$ 29.1</b> | <b>Rs. 1,883.9</b>   | <b>Rs. 4,270.7</b> | <b>Rs. 10,664.7</b> |
| <b>Non-cash transactions:</b>   |                  |                      |                    |                     |
| Liability towards property, plant and equipment and intangible assets purchased on credit/deferred credit | US\$ 50.6        | Rs. 3,278.2          | Rs. 4,151.5        | Rs. 4,045.5         |

**Table of Contents****D. Supplementary information of Tata Motors Limited ( Parent Company )**

The Parent Company's long-term debt consists of the following:

|  | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|--|---------------------|--|----------------------|
| Non-convertible debentures                         | US\$ 1,086.9        | Rs. 70,485.7                             | Rs. 55,500.0         |
| Buyers credit from banks at floating interest rate | 234.2               | 15,190.7                                 | 15,106.0             |
| Senior notes                                       | 744.2               | 48,263.4                                 | 49,237.6             |
| Loan from banks/financial institution              | 101.2               | 6,565.1                                  | 5,785.4              |
| Others   | 20.2                | 1,301.7                                  | 2,533.7              |
| <b>Total</b>                                       | <b>2,186.7</b>      | <b>141,806.6</b>                         | <b>128,162.7</b>     |
| Less: current portion                              | 77.7                | 5,040.1                                  | 21,998.8             |
| <b>Long-term debt</b>                              | <b>US\$ 2,109.0</b> | <b>Rs. 136,766.5</b>                     | <b>Rs. 106,163.9</b> |

The table below provides details regarding the contractual maturities of long-term debt (including interest payment):

|                        | 2017                | As at March 31,<br>2017<br>(In millions) | 2016                 |
|------------------------|---------------------|--|----------------------|
| Due in 1st Year        | US\$ 237.7          | Rs. 15,416.0                             | Rs. 31,590.3         |
| Due in 2nd Year        | 409.2               | 26,534.1                                 | 15,726.1             |
| Due in 3rd to 5th Year | 1,566.5             | 101,586.7                                | 74,840.9             |
| Due after 5th Year     | 771.6               | 50,037.0                                 | 55,375.5             |
| <b>Total</b>           | <b>US\$ 2,985.0</b> | <b>Rs. 193,573.8</b>                     | <b>Rs. 177,532.8</b> |

**Notes to Schedule 1**

Schedule 1 has been provided pursuant to the requirements of Rule 12-04 (a) of Regulation S-X, which requires condensed financial information as to financial position, cash flows and results of operations of the Parent Company as of the same dates and for the same periods for which audited consolidated financial statements have been presented because restricted net assets of the consolidated subsidiaries exceed 25% of the consolidated net assets as at March 31, 2017.

As at March 31, 2017 and 2016, Rs. 407,920.8 million and Rs.432,888.7 million respectively, of restricted net assets were not available for distribution.

**Basis of preparation**

The Condensed financial information of Tata Motors Ltd ( Parent Company ), has been prepared in accordance with International Financial Reporting Standards (referred to as IFRS ) as issued by International Accounting Standards Board (referred to as IASB ). The Company has used the same accounting policies as set out in the consolidated financial statements except that the Parent Company's investments in subsidiaries, joint ventures and equity method investees were recorded at cost less any impairment.

Certain of the company's activities, are conducted through joint operations, which are joint arrangements whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. As per IFRS -11 Joint arrangements, in its separate financial statements, the Company being joint operator has recognized its share of assets, liabilities, income and expenses of the joint operations incurred jointly with the other partners, along with its share of income from the sale of the output and any assets, liabilities and expenses that it has incurred in relation to the joint operations.

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During the current year, pursuant to mandatory transition to Indian Accounting Standards (referred to as Ind AS ) (which are similar to IFRS with certain carve-outs) with retrospective effect from April 01, 2015, the Company has prepared its Parent only financial information for all periods presented in accordance with IFRS to comply with the requirements of Rule 12-04 (a) of Regulations S-X.

During the years ended March 31, 2017, 2016 and 2015, cash dividends amounting to Rs.6,733.3 million, Rs.10,208.7 million and Rs.16,538.2 million were paid to the Parent Company by its subsidiaries and equity accounted investees, respectively.

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