



TATA MOTORS LIMITED

Tata Motors Limited was incorporated as Tata Locomotive and Engineering Company Limited on September 1, 1945 as a public limited liability company under the Companies Act, 1913. For details in relation to change in name of our Company, see "General Information" on page 43 of the letter of offer dated March 30, 2015 as supplemented by the corrigendum dated April 13, 2015 (collectively referred to as the "Letter of Offer").
Registered Office: Bombay House, 24, Horni Mody Street, Mumbai 400 001; Contact Person: H K Sethna, Company Secretary and Compliance Officer Tel: (91 22) 6665 8282; Fax: (91 22) 6665 7799; Email: inv_rel@tatamotors.com; Website: www.tatamotors.com; Corporate Identity Number: L28920MH1945PLC004520

PROMOTER OF OUR COMPANY: TATA SONS LIMITED

SIMULTANEOUS BUT UNLINKED ISSUE OF UP TO 15,06,44,759 ORDINARY SHARES OF FACE VALUE ₹ 2 EACH (THE "ORDINARY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 450 (INCLUDING A PREMIUM OF ₹ 448 PER ORDINARY SHARE) ON A RIGHTS BASIS TO THE ELIGIBLE ORDINARY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF SIX ORDINARY SHARES FOR 109 FULLY PAID-UP ORDINARY SHARES HELD ON THE BOOK CLOSURE DATE, THAT IS ON APRIL 8, 2015 AND UP TO 2,65,30,290 'A' ORDINARY SHARES OF FACE VALUE ₹ 2 EACH (THE "A' ORDINARY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹ 271 (INCLUDING A PREMIUM OF ₹ 269 PER 'A' ORDINARY SHARE) ON A RIGHTS BASIS TO THE ELIGIBLE 'A' ORDINARY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF SIX 'A' ORDINARY SHARES FOR 109 FULLY PAID-UP 'A' ORDINARY SHARES HELD ON THE BOOK CLOSURE DATE, THAT IS ON APRIL 8, 2015 (COLLECTIVELY, THE "ISSUE"). THE ISSUE PRICE OF THE ORDINARY SHARES IS 225 TIMES THE FACE VALUE OF THE ORDINARY SHARES. THE ISSUE PRICE OF THE 'A' ORDINARY SHARES IS 135.5 TIMES THE FACE VALUE OF THE 'A' ORDINARY SHARES. TOTAL PROCEEDS FROM THE ISSUE OF ORDINARY SHARES AND 'A' ORDINARY SHARES WOULD AGGREGATE UP TO ₹ 7,498 CRORE. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 157 OF THE LETTER OF OFFER.

ISSUE CLOSES TODAY

ASBA* Simple, Safe, Smart way of making an application - Make use of it !!!

*Applications Supported by Blocked Amount (ASBA). ASBA is a better way of applying to issues by simply blocking the fund in the bank account. Investors can avail the same. For further details read paragraph on ASBA below.

ASBA: The option of applying for Ordinary Shares and/or 'A' Ordinary Shares (the "Securities") in the Issue through the ASBA is only available to the Eligible Shareholders of our Company on the Book Closure Date and who: (a) hold the Securities in dematerialised form as on the Book Closure Date and have applied towards higher Rights Entitlements or additional Securities in the Issue in dematerialised form; (b) have not renounced his/her Rights Entitlements in full or in part; (c) are not Renouncers; (d) are applying through a bank account maintained with the SCBSB. The application securities are eligible to subscribe for the Rights Entitlement and the Securities in the Issue.

Please note that in accordance with the provisions of the SEBI circular no. CIR/CFD/DIL/12(2011) dated April 28, 2011 all QIBs and Non-Institutional Investors and Non Retail Individual Investors complying with the eligibility conditions prescribed under the SEBI circular no. SEBI/CFD/DIL/ASBA/12009/3012 dated December 30, 2009 must mandatorily invest through the ASBA process. All Retail Individual Investors complying with the conditions prescribed under the SEBI circular dated December 30, 2009 may optionally apply through the ASBA process. Investors who are not (i) QIBs, (ii) Non-Institutional Investors, or (iii) Investors whose Application Money is more than ₹ 200,000, can participate in the Issue either through the ASBA process or the non-ASBA process. Eligible Shareholders holding Ordinary Shares or 'A' Ordinary Shares in physical form, Eligible Shareholders renouncing their Rights Entitlement in full or in part and Renouncers are not eligible ASBA Investors and must only apply for Securities through the non-ASBA process, irrespective of the Application Money. All non-retail investors are encouraged to make use of ASBA process wherever such facility is available.

Additional Securities over and above the Securities offered on rights basis by our Company. Non-Resident Renouncers may not apply for additional Securities over and above the Securities renounced in their favour and such applications for additional Securities will be rejected. All non-retail investors are encouraged to make use of ASBA process wherever such facilities are available.

Subject to the above, all investors may apply through ASBA. The investors applying through ASBA are required to select the ASBA option in Part A of the Composite Application Form ("CAF") and fill in necessary details and submit the same to their SCBSB. After verifying that sufficient funds are available in the ASBA Account details of which are provided in the CAF, the SCBSB shall block an amount equivalent to the amount payable on application mentioned in the CAF. On allotment, amount will be unlocked and account will be debited only to the extent required to be paid for allotment of the Ordinary Shares and/or the 'A' Ordinary Shares, as the case may be. Hence, there will be no need of refund. ASBA Investors should note that ASBA involves application procedures that may be different from the procedure applicable to non-ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. For details, please refer to details given in the Abridged Letter of Offer ("ALOF") and see section "Terms of the Issue - Procedure for Application through the ASBA Process" beginning on page 171 of the Letter of Offer.

ELIGIBLE SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE SECURITIES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE SECURITIES ARE HELD BY SUCH ASBA APPLICANT ON THE BOOK CLOSURE DATE.

DISPATCH OF ALOF AND CAF: The dispatch of ALOF along with CAF for the issue has been completed by Registrar to the Issue, viz., Link Intime India Private Limited through speed post / registered post on April 13, 2015 to the Eligible Shareholders of the Company whose names appeared in the Register of Members/Beneficial Owners of the Company on the Book Closure Date, i.e., April 8, 2015 and have provided their postal address in India.

The CAF duly completed together with the amount payable on application must be deposited with the collecting bank indicated on the reverse of the CAFs (and not the GCSLMs, Lead Managers, Co-Lead Manager or the Company) before the close of banking hours on or before the Issue Closing Date, i.e., May 2, 2015. Separate cheque or bank draft must accompany each CAF. For Resident Investors, all cheques / demand drafts accompanying the CAF should be drawn in favour of "Tata Motors Limited - Rights Issue - Ordinary Shares" or "Tata Motors Limited - Rights Issue - 'A' Ordinary Shares", as the case may be, crossed "A/c Payee only" and should be submitted along with the CAF to the Bankers to the Issue/Collecting Bank or to the Registrar on or before Issue Closing Date. Investors residing at places other than places where the bank collection centres have been opened by our Company for collecting applications, are requested to send their CAFs together with an account payable cheque / demand draft for the full Application Money, net of bank and postal charges drawn in favour of "Tata Motors Limited - Rights Issue - Ordinary Shares" or "Tata Motors Limited - Rights Issue - 'A' Ordinary Shares", as the case may be, crossed "A/c Payee only" and payable at Mumbai directly to the Registrar by registered post so as to reach them on or before the Issue Closing Date. The envelope should be super-scribed "Tata Motors Limited - Rights Issue". Our Company or the Registrar will not be responsible for postal delays or loss of applications in transit, if any. Non-resident investors applying from places other than places where the bank collection centres have been opened by our Company for collecting applications, are requested to send their CAFs together with Demand Draft (net of bank and postal charges) for the full Application Money, drawn in favour of (i) "Tata Motors Limited - Rights Issue - Ordinary Shares" or "Tata Motors Limited - Rights Issue - 'A' Ordinary Shares", as the case may be, in case of application without repatriation benefits crossed "A/c Payee only" payable at Mumbai directly to the Registrar to the Issue, Link Intime India Private Limited by registered post so as to reach them on or before the Issue Closing Date, i.e., May 2, 2015. Such applications sent to anyone other than Registrar to the Issue is liable to be rejected. If any portion of the CAF is detached or separated, such application is liable to be rejected.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Eligible Shareholder, the Registrar will issue a duplicate CAF on the request of the Investor who should furnish the registered folio number/ DP and Client ID number and his/her full name and Indian address to the Registrar. Please note that the request for duplicate CAF should reach the Registrar at least seven days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received / found subsequently. If the Investor violates such requirements, he/she shall face the risk of rejection of either original CAF or both the applications. Our Company or the Registrar will not be responsible for postal delays or loss of duplicate CAFs in transit, if any.

Application on Plain Paper (Non-ASBA Process): An Eligible Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with an account payable cheque / demand draft, net of bank and postal charges payable at Mumbai and the Investor should send the same by registered post directly to the Registrar. For details of the mode of payment, see "Terms of the Issue - Modes of Payment" beginning on page 169 of the Letter of Offer. Applications on plain paper from any address outside India will not be accepted.

Please note that separate applications on plain paper will be required to be made by the Investors for the purposes of Ordinary Shares and 'A' Ordinary Shares.

The envelope should be super-scribed "Tata Motors Limited - Rights Issue" and should be postmarked in India. The application on plain paper, duly signed by the Eligible Shareholder including joint holders, in the same sequence and as per specimen recorded with our Company's Depositories, must reach the office of the Registrar before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Tata Motors Limited; 2. Name and address of the Eligible Shareholder including joint holders; 3. Registered Folio Number/ DP and Client ID No.; 4. Number of Ordinary Shares and / or 'A' Ordinary Shares held as on Book Closure Date; 5. Share particular numbers and distinctive numbers of Ordinary Shares and / or 'A' Ordinary Shares, if held in physical form; 6. Address of the Investor, if held in physical form; 7. Number of Ordinary Shares and / or 'A' Ordinary Shares applied for; 8. Number of Ordinary Shares and / or 'A' Ordinary Shares applied for; 9. Number of additional Ordinary Shares and / or 'A' Ordinary Shares applied for; 10. Total number of Ordinary Shares and / or 'A' Ordinary Shares applied for; 11. Total amount paid at the rate of ₹ 450 per Ordinary Share and ₹ 271 per 'A' Ordinary Share, as applicable; 12. Particulars of cheque / demand draft; 13. Savings / current account number and name and address of the bank where the Eligible Shareholder will be depositing the refund order.
- In case of Securities held in dematerialized form, the Registrar shall obtain the bank account details from the information available with the Depositories. 14. Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Shareholder and in case of joint holders, irrespective of the total value of the Securities applied for pursuant to the Issue. Documentary evidence for exemption to be provided by the applicants; 15. If the payment is made by a draft purchased from NRE/FCNR/RO account, as the case may be, an account debit certificate indicating that the draft has been issued by debiting the NRE/FCNR/RO account; 16. Signature of the Applicant (in case of joint holders, to appear in the same sequence and order as they appear in the records of our Company's Depositories); 17. For ASBA Investors, application on plain paper should have details of their ASBA Account; and 18. Additionally, all such Applicants are deemed to have accepted the following:

"I/We will not offer, sell or otherwise transfer any of the Securities which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

"I/We acknowledge that we, the GCSLMs, the Lead Managers, the Co-Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Shareholder violates such requirements, he/she shall face the risk of rejection of both the applications. Our Company shall refund Application Money to the Eligible Shareholder without any interest thereon and no liability shall arise out of our Company and its Directors.

Overseas Investors: "I/We have read and understood the "Notice to Overseas Investors" appearing on page 10 of the Letter of Offer and I/We agree to comply with the necessary requirements, if any, in this regard.

The ALOF and CAF has been dispatched to non-resident Eligible Shareholders at their Indian addresses only.

Our Company has filed a registration statement, containing a base prospectus and a prospectus supplement (collectively, the "U.S. Prospectus"), with the SEC to register Ordinary Shares (including American Depositary Shares representing Ordinary Shares), the rights to subscribe to Ordinary Shares (including rights to subscribe to American Depositary Shares representing Ordinary Shares (the "ADS Rights")), 'A' Ordinary Shares and rights to subscribe for 'A' Ordinary Shares concurrently with the Issue (the "U.S. Securities"). However, our Company has dispatched the Letter of Offer / Abridged Letter of Offer and CAF only to Eligible Shareholders who have provided an Indian address to our Company. Any CAFs bearing an address in the United States will not be accepted. **Last Date of Application:** The last date for submission of the duly filled in CAF is May 2, 2015. The Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date.

If the CAF together with the amount payable is not received by the Bankers to the Issue / Registrar on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board / Committee of Directors, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board / Committee of Directors shall be at liberty to dispose of the Securities hereby offered, as provided under "Terms of the Issue - Basis of Allotment" beginning on page 181 of the Letter of Offer.

APPLICANTS MAY PLEASE NOTE THAT THE SECURITIES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The existing Ordinary Shares and 'A' Ordinary Shares of our Company are listed on BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE"), and together with BSE, the "Stock Exchanges". Our Company has received approvals from BSE and NSE under Clause 2(a) of the Listing Agreement for listing the Securities to be allotted pursuant to the Issue through their letters, dated March 27, 2015. For the purposes of the Issue, the Designated Stock Exchange is BSE.

DISCLAIMER CLAUSE OF SEBI: Investors are advised to refer to the Letter of Offer and ALOF for the full text of the "Disclaimer Clause of SEBI".
DISCLAIMER CLAUSE OF BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of the BSE".

BANKERS TO THE ISSUE: ICICI Bank Limited and HDFC Bank Limited.

PLEASE REFER TO THE REVERSE OF THE COMPOSITE APPLICATION FORM FOR THE DETAILS OF THE BANKERS TO THE ISSUE AND ITS COLLECTION CENTRES. INVESTORS ARE ADVISED TO REFER TO THE LETTER OF OFFER AND THE RISK FACTORS CONTAINED THEREIN BEFORE APPLYING IN THE ISSUE.

AVAILABILITY OF THE LETTER OF OFFER: The Letter of Offer is available on the website of the Global Coordinators and Senior Lead Managers to the Issue at www.online.citibank.co.in/htm/citigroupglobalscreen1.htm, www.dspl.com, www.credit-suisse.com, www.hsbc.co.in/12/corporate/equities-globalinvestmenbanking, www.jpmil.com, website of the Lead Managers at www.icicisecurities.com, <http://investmentbank.kotak.com>, www.sbiaps.com, website of the Co-Lead Manager at www.hdfcbank.com, website of BSE and NSE at www.bseindia.com and www.nseindia.com respectively and on SEBI's website: www.sebi.gov.in. A copy of the same can be downloaded from these websites.

All capitalised terms used but not defined herein shall have the meanings assigned to them in the Letter of Offer.

GLOBAL COORDINATORS AND SENIOR LEAD MANAGERS TO THE ISSUE			
 <p>Citigroup Global Markets India Private Limited* 1202, 12th Floor, First International Financial Center, G-Block Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Tel: (91 22) 6175 9969; Fax: (91 22) 6175 9961 Website: http://www.online.citibank.co.in/htm/citigroupglobalscreen1.htm Email: tata.motors.rights@citigroup.com Contact Person: Milind Shah SEBI Registration No.: INM000107178 * LEAD CO-ORDINATOR</p>	 <p>BofA Merrill Lynch DSP Merrill Lynch Limited 8th Floor, Mafatal Center, Nariman Point, Mumbai 400 021 Tel: (91 22) 6532 8000 Fax: (91 22) 2204 8518 Website: www.dspml.com Email: tl.rights@baml.com Contact Person: Ankit Jaidia SEBI Registration No.: INM000011625</p>	 <p>CREDIT SUISSE Credit Suisse Securities (India) Private Limited Crest House, 9th Floor, Plot F, Shivsagar Estate, Dr. Ambedkar Road, Worli, Mumbai 400 018 Tel: (91 22) 6777 3906; Fax: (91 22) 6777 3820 Website: www.credit-suisse.com Email: india.projects@credit-suisse.com Contact Person: Raju Kurien SEBI Registration No.: INM000011161</p>	 <p>HSBC HSBC Securities and Capital Markets (India) Private Limited S2/60, Mahatma Gandhi Road, Fort, Mumbai 400 001 Tel: (91 22) 2266 8555; Fax: (91 22) 2263 1984 Website: http://www.hsbc.co.in/12/corporate/equities-globalinvestmenbanking Email: tata.motors.rights@hsbc.co.in Contact Person: Mayank Jain SEBI Registration No.: INM000010353</p>
LEAD MANAGERS TO THE ISSUE		CO-LEAD MANAGER TO THE ISSUE	
 <p>ICICI Securities Limited ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020 Tel: (91 22) 2288 2460/70 Fax: (91 22) 2282 8508 Website: www.icicisecurities.com Email: tata.motors.rights@icicisecurities.com Contact Person: Anshu Jain, Manvendra Tiwari SEBI Registration No.: INM000111179</p>	 <p>Kotak Mahindra Capital Company Limited, 27 BKC, C-27, "G" Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Tel: (91 22) 4338 0000 Fax: (91 22) 6713 2447 Website: http://investmentbank.kotak.com Email: tl.rights@kotak.com Contact Person: Ganesh Rana SEBI Registration No.: INM000008704</p>	 <p>HDFC BANK We understand you world HDFC Bank Limited Investment Banking Group, Unit No. 401 & 402, 4th floor, Tower B, Peninsula Business Park, Lower Panel, Mumbai 400 013 Tel: (91 22) 3395 8015; Fax: (91 22) 3078 8584 Website: www.hdfcbank.com Email: tl.rights@hdfcbank.com Contact Person: Keyur Desai, Rishi Tiwari SEBI Registration Number: INM000011252</p>	 <p>LINK INTIME Link Intime India Private Limited C-13, Pannalal Silk Mills, Compound, L.B.S. Marg Shandup (West), Mumbai 400 078 Tel: (91 22) 6171 5403; 91 67779196 97 987 99 Fax: (91 22) 2596 0329 Website: www.linkintime.co.in Email: tata.motors.rights@linkintime.co.in Contact Person: Sachin Achar SEBI Registration No.: INR000004058</p>
Company Secretary & Compliance Officer  <p>H K Sethna Bombay House, 24, Horni Mody Street, Mumbai 400 001. Tel: (91 22) 6665 8282; Fax: (91 22) 6665 7799 E-mail: inv_rel@tatamotors.com</p>			
<p>Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue/post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCBSB, giving full details such as name, address of the applicant, number of Ordinary Shares or 'A' Ordinary Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCBSB where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.</p>			

Place: Mumbai
Date: May 1, 2015

TATA MOTORS LIMITED, ("Company"), is proposing, subject to market conditions and other considerations, a rights issue of its Ordinary Shares and 'A' Ordinary Shares, and has filed a Letter of Offer with the Stock Exchanges. The Letter of Offer is available on the website of SEBI at www.sebi.gov.in, and the website of the Global Coordinators and Senior Lead Managers to the Issue, www.online.citibank.co.in/htm/citigroupglobalscreen1.htm, www.dspl.com, www.credit-suisse.com, www.hsbc.co.in/12/corporate/equities-globalinvestmenbanking, www.jpmil.com, website of the Lead Managers viz. www.icicisecurities.com, <http://investmentbank.kotak.com>, www.sbiaps.com, website of the Co-Lead Manager viz. www.hdfcbank.com. Investors should note that investment in securities involves a high degree of risk and for details relating to the same, please see the section entitled "Risk Factors" on page 15 of the Letter of Offer.