



TATA MOTORS

67TH ANNUAL REPORT 2011-2012



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Attendance Slip and Proxy Form

ANNUAL GENERAL MEETING

Date: Friday, August 10, 2012
 Time: 3.00 p.m.
 Venue: Birla Matushri Sabhagar,
 19, Sir Vithaldas Thackersey Marg,
 Mumbai 400 020.





Tata Motors began operations in 1945. Since that time, we have remained committed to our values and our stakeholders.

We have maintained a consistent focus on strengthening our organisation, and expanding our presence. Today, through our subsidiaries and associate companies, we already operate in the UK, South Korea, Thailand, Spain and South Africa.

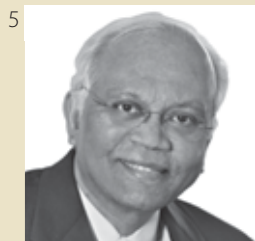
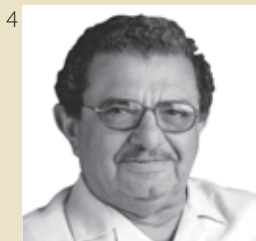
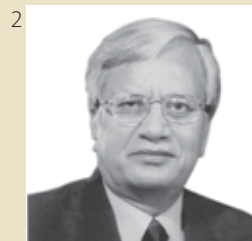
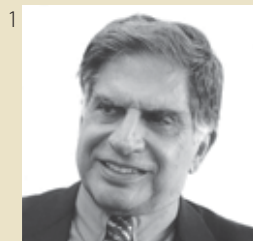
Our forays are spearheaded by consistent innovation to meet our customers' needs. We are equally focused on green technologies to ensure sustainability.

Despite economic crests and troughs, we have remained resilient. We have identified customer aspirations, adapted to change and have delivered with purpose.

Every day we are embracing better ways of working and smarter ways of satisfying our stakeholders.

We have been, and will remain, stable and agile.

BOARD OF DIRECTORS



1 Mr Ratan N Tata – Chairman

Mr Tata holds a B.Sc. (Architecture) degree in structural engineering from Cornell University, USA, and completed the Advanced Management Program at Harvard Business School, USA. He joined the Tata Group in 1962 and in 1991, Mr Tata was appointed Chairman of Tata Sons Limited. He currently holds the Chairmanships of major Tata companies. Mr Tata is associated with various organizations in India and overseas significant being Alcoa, Mitsubishi Corporation, the American International Group, JP Morgan Chase and Rolls Royce. Mr Tata is also affiliated with the Indian Institute of Science, the Tata Institute of Fundamental Research and is the Chairman of the two of the largest private sector promoted philanthropic trusts in India. During his tenure, the combined revenues of Tata entities have grown over ten-fold to annualized revenues of over US\$100 billion.

The Government of India honoured Mr Tata with its second highest civilian award, the Padma Vibhushan, in 2008. Earlier, in 2000, he had been awarded the Padma Bhushan. Mr Tata has also been conferred honorary doctorates in business administration by the Ohio State University, in technology by the Asian Institute of Technology, Bangkok, in science by the University of Warwick and a fellowship of the London School of Economics.

Mr Tata joined the Company's board in 1981, became Executive Chairman in 1988 and was appointed as the Non Executive Chairman in 2001. Mr Tata is actively involved with product

development and other business strategies pursued by the Company. Under his leadership, the Company has transformed from being a leader in the domestic commercial vehicle market to being India's largest automobile company, with strong businesses in both commercial vehicles and passenger cars and a growing international footprint. Some of his achievements include the design and development of India's first indigenously produced car, the Indica, and the Nano, among the world's cheapest cars and the acquisition of Jaguar Land Rover.

2 Mr Ravi Kant – Vice-Chairman

Mr Kant had his education at the Mayo College, Ajmer, the Indian Institute of Technology, Kharagpur and did his Masters in Management (Industry) from the Aston University, UK. He was conferred with an Honorary D.Sc. by the Aston University, UK and is an Honorary Industrial Professor at the University of Warwick, UK. Mr Kant has extensive experience in the manufacturing and marketing fields, particularly in the automobile industry. Prior to joining the Company, he was with Philips India Limited as the Director of the Consumer Electronics business.

He was awarded the BMA (Bombay Management Association) Management Man of the Year Award 2008-09. The Indian Institute of Metals conferred him with the Honorary Membership of the Institute in the year 2010. He is also on the governing Board of Vale Columbia Center on Sustainable International Investment, SIFE Worldwide, the National Institute of Design,

Ahmedabad, Chairman of IIM, Rohtak. He was the recipient of the Golden Peacock Corporate Award for Business Leadership for the year 2010 for his outstanding contribution in transforming Tata Motors.

Mr Kant joined the Company as Senior Vice President in February 1999 and was appointed as an Executive Director (Commercial Vehicle Business Unit) in July 2000 and as Managing Director in July 2005. Upon retiring from his Executive position on June 1, 2009, Mr Kant continued on the Company's Board of Directors as Vice-Chairman.

3 Mr Nusli N Wadia – Independent Director

Educated in the UK, Mr Wadia is the Chairman of Bombay Dyeing and Manufacturing Company Limited and heads the Wadia Group. He was appointed on the Prime Minister's Council on Trade & Industry in 1998, 1999 and 2000-04. Mr Wadia has a distinct presence in public affairs and has been actively associated with leading charitable institutions. He is also on the Managing Committee of the Nehru Centre, Mumbai. He is also the Chairman/Trustee of various charitable institutions and non-profit organisations.

He was appointed as a Director of the Company with effect from December 22, 1998.

4 Mr S M Palia – Independent Director

Mr Palia, a B.Com., LL.B., CAIIB and AIB (London), is a Development Banker by profession. He was with Industrial Development Bank of India (IDBI) from 1964-1989. During this period, he held various positions including that of an Executive Director. He was also the Managing Director of Kerala Industrial and Technical Consultancy Organisation Limited, set up to provide consultancy services to micro enterprises and small and medium enterprises. Mr Palia is on the Boards of various companies in the industrial and financial service sectors and is also actively involved as a trustee in various NGOs and trusts.

He was appointed as a Director of the Company with effect from May 19, 2006.

5 Dr R A Mashelkar – Independent Director

Dr Mashelkar is an eminent chemical engineering scientist. He retired from the post of Director General from the Council of Scientific and Industrial Research (CSIR) in 2006, after a tenure of over 11 years. His leadership transformed CSIR into a user-focused, performance-driven and accountable organisation.

Dr Mashelkar is the President of Indian National Science Academy (INSA), National Innovation Foundation, Institution of Chemical Engineers, UK and Global Research Alliance, a network of 60,000 scientists from five continents and has been honored with honorary doctorates from 26 universities, including Universities of London, Salford, Pretoria, Wisconsin and Delhi. Dr Mashelkar has also been elected as Fellow/ Associate of Royal Society (FRS), London National Academy of Science (USA), US National Academy of Engineering, Royal Academy of Engineering, UK, World Academy of Art and Science, USA and the Academy of the Developing World, Trieste, Italy.

Dr Mashelkar has won over 50 awards and medals at national and international levels, including the JRD Tata Corporate Leadership Award and the Stars of Asia Award (2005). In the post liberalised India, Dr Mashelkar through leadership of various organisations/ Government Committees has played a critical role in shaping India's Science and Technology policies. The Government of India honoured Dr Mashelkar with the Padmashri (1991) and the Padma Bhushan (2000). Dr Mashelkar is also a director of several well known companies.

He was appointed as a Director of the Company with effect from August 28, 2007.

6 Mr Nasser Munjee – Independent Director

Mr Munjee was educated at the Leys School, Cambridge, UK and holds Bachelor's and Master's degrees from the London School of Economics, U K. He joined Mr H T Parekh, Chairman, ICICI, to establish, HDFC, the first housing finance company in India.

Mr Munjee served HDFC for over 20 years at various positions including being its Executive Director. He was the Managing

Board of Directors

Director of IDFC up to March 2004. Since June 2005, he is the Chairman of the Development Credit Bank (DCB). He is on the Board of various multinational companies and trusts. Mr Munjee is a Technical Advisor on the World Bank – Public Private Partnership Infrastructure and Advisory Fund.

He was appointed as a Director of the Company with effect from June 27, 2008.

7 Mr Subodh Bhargava – Independent Director

Mr Bhargava holds a degree in Mechanical Engineering from the University of Roorkee. He served the Eicher Group of Companies since 1975. He retired as the Group Chairman and Chief Executive in March 2000 but continues as Chairman Emeritus, Eicher Group. He was the past President of the Confederation of Indian Industry (CII) and the Association of Indian Automobile Manufacturers and the Vice President of the Tractor Manufacturers Association. He was also a member of the Insurance Tariff Advisory Committee, the Economic Development Board of the Government of Rajasthan. He is currently associated as a Director of several Indian corporates and multinationals.

He was appointed as a Director of the Company with effect from June 27, 2008.

8 Mr V K Jairath – Independent Director

Mr Jairath holds a B.A. degree in Public Administration and an LLB degree from the Punjab University. He also holds a Masters in Economics from the University of Manchester, UK, and joined the Indian Administrative Service in 1982.

Mr Jairath has over 25 years of experience in public administration, rural development, poverty alleviation, infrastructure, finance, industry, urban development and environmental management. He has held various positions as the Managing Director of SICOM, Secretary to the Governor of Maharashtra, Municipal Commissioner of Kolhapur, Collector of Wardha, Principal Secretary (Industries), Government of Maharashtra, besides being an Independent Director on the Boards of Public Sector Companies and Banks. He is currently on the Boards of Maharashtra Airport Development Company and Avantha Power and Infrastructure Limited.

He was appointed as a Director of the Company with effect from March 31, 2009.

9 Mr Ranendra Sen – Independent Director

Mr Sen, graduated from St. Xavier's College and joined the Indian Foreign Services in 1966. He served in various capacities at Embassies and Consulates in Moscow, San Francisco and Dhaka, as Deputy Secretary and Joint Secretary in the Ministry of External Affairs and as Secretary to the Atomic Energy Commission. He was also the Joint Secretary to successive Prime Ministers responsible for foreign and defence policies, atomic energy, space and other tasks.

Mr Sen was assigned as the Ambassador to Mexico (1991-1992), Russia (1992-1998) and reunified Germany (1998-2002), as the High Commissioner to the United Kingdom (2002-2004) and as the Ambassador to the United States (2004-2009). He is the first Indian to serve as envoy to three P-5 and four G-8 capitals and has participated in about 180 multilateral and bilateral summits.

He was appointed as a Director of the Company with effect from June 1, 2010.

10 Dr Ralf Speth – Non-Executive Director

Dr Speth is a Doctorate of Engineering in Mechanical Engineering and Business Administration from Warwick University, UK and holds a degree in engineering from Rosenheim University, Germany. Dr Speth worked as a business consultant for a number of years before joining BMW in 1980. After serving BMW for 20 years, Dr Speth joined Ford Motor Company's Premier Automotive Group as Director of Production, Quality and Product Planning.

Dr Speth was appointed to the post of Chief Executive Officer at Jaguar Land Rover on February 18, 2010. He is on the Board of Jaguar Land Rover PLC, UK and is also the Chairman and Chief Executive Officer of the two wholly-owned subsidiary companies, Jaguar Cars Limited and Land Rover in UK.

Prior to this appointment, Dr Speth was Head of Global Operations at the International Industrial Gases and Engineering Company, The Linde Group.

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He was appointed as a Director of the Company with effect from November 10, 2010.

11 Mr Cyrus P Mistry – Non-Executive Director

Mr Mistry is a graduate of Civil Engineering from Imperial College, UK and has a M.Sc. in Management from London Business School. He joined the Board of Shapoorji Pallonji & Co. Ltd. as a Director in 1991. He was appointed as the Managing Director of Shapoorji Pallonji Group in 1994. He joined the Board of Tata Sons Limited in 2006 and was appointed Deputy Chairman in November 2011. He is also on the Board of Tata Industries Limited, Tata Power Company Limited, Tata Consultancy Limited, Tata Chemicals Limited, Tata Steel Limited, Tata Teleservices Limited, Afcons Infrastructure Ltd., Construction Federation of India, Imperial College Advisory Board, on the Board of Governors of NICMAR, and is a Fellow of the Institute of Civil Engineers.

He was appointed as a Director of the Company with effect from May 29, 2012.

12 Mr R Pisharody – Executive Director

Mr Pisharody is an alumni of IIT Kharagpur and IIM Calcutta. He joined the Company in 2007 as Vice-President (Sales and Marketing, CVBU) and was later elevated to President (CVBU) in 2009. Mr Pisharody played a significant role in doubling commercial vehicle volumes and also oversaw the launch of commercial vehicles, including the Company's entry into world class product

platforms such as the Prima and Ultra. Prior to joining the Company, he worked in various roles with M/s Castrol India Ltd., BP Singapore Pte. Limited and Philips India Limited. He has over 30 years' experience in sales, marketing and business development.

Mr Pisharody was appointed as Executive Director (Commercial Vehicles) of the Company w.e.f. June 21, 2012.

13 Mr S B Borwankar – Executive Director

Mr Borwankar is a Mechanical Engineer with honours from IIT, Kanpur. He joined the Company in August 1974 and has been responsible in various executive positions for overseeing and implementing product development, manufacturing operations and quality control initiatives. He played a significant role in setting up greenfield projects for M&HCVs, axle components, designing and production of trims and chassis. He has over 37 years of experience in manufacturing and quality control with the Company.

Prior to his induction on the Board, Mr Borwankar was Senior Vice President (Manufacturing Operations, CVBU).

Mr Borwankar was appointed as Executive Director (Quality, Vendor Development & Strategic Sourcing) of the Company w.e.f. June 21, 2012.

MANAGEMENT TEAM

Management Team

R Pisharody	Executive Director (Commercial Vehicles)
S B Borwankar	Executive Director (Quality, Vendor Development & Strategic Sourcing)
C Ramakrishnan	Chief Financial Officer
T Leverton	Head, Advanced and Product Engineering
Prabir Jha	Senior Vice President (Human Resources)
P Y Gurav	Senior Vice President (Corp Finance - Accts & Taxation)
S Krishnan	Senior Vice President (Latin America Operations)
A A Gajendragadkar	Vice President (Corp Finance and Business Planning)
A K Jindal	Head Engineering (Comm. Vehicles - ERC)
Anil Kapur	Vice President - Sales (CVBU)
A S Puri	Vice President (Govt. Affairs & Collaboration)
B B Parekh	Chief (Strategic Sourcing)
Girish Wagh	Head (Passenger Car Operations)
H K Sethna	Company Secretary
Karl-Heinz Servos	Project Director (Joint Projects)
N Pinge	Vice President (Internal Audit)
P Chobe	Head - Jamshedpur Plant
R Bagga	Vice President (Legal)
R Ramakrishnan	Vice President (Commercial - PCBU)
S Ravishankar	Vice President (Engg. Systems, ERC)
Vikram Sinha	Head (Car Plant - PCBU)

CORPORATE INFORMATION

Registered Office

Bombay House
24, Homi Mody Street
Mumbai 400 001
Tel: +91-22-6665 8282
Fax: +91-22-6665 7799
Email: inv_rel@tatamotors.com
Website: www.tatamotors.com

Works

Jamshedpur
Pune
Lucknow
Pantnagar
Sanand
Dharwad

Company Secretary

H K Sethna

Share Registrars

TSR Darashaw Limited
6-10, Haji Moosa Patrawala Industrial Estate
20, Dr. E. Moses Road, Mahalaxmi, Mumbai-400 011
Tel: +91-22-6656 8484;
Fax: +91-22-6656 8494
Email: csg-unit@tsrdarashaw.com

Auditors

Deloitte Haskins & Sells (Registration No. 117366W)

Bankers

State Bank of India	HDFC Bank	Federal Bank
Bank of America	HSBC	United Bank of India
Bank of Baroda	ICICI Bank	Allahabad Bank
Bank of India	Standard Chartered Bank	State Bank of Patiala
Bank of Maharashtra	Union Bank of India	Andhra Bank
Central Bank of India	Punjab National Bank	State Bank of Mysore
Citibank N.A.	Indian Bank	ING Vysya Bank
Corporation Bank	IDBI Bank	
Deutsche Bank	Karur Vysya Bank	

Corporate Identity Number (CIN)

L28920MH1945PLC004520

CHAIRMAN'S STATEMENT



"Tata Motors will strive to retain its market prominence domestically and internationally and will continue to be a responsible corporate citizen wherever it operates and do the right thing for all its stakeholders and the communities which it serves."

Ratan N Tata

Dear Shareholders,

Global sales of passenger cars and commercial vehicles grew by 3.6% and 5.8% respectively during the year. In the United States, where there are clear signs of growth, sales increased by 9.8% for cars and 14% for commercial vehicles, whereas in Western Europe and the U.K., where there has been only marginal growth, sales declined for cars but increased for commercial vehicles. In Asia, the main drivers of growth have been China and India, which have collectively registered growth, albeit at lower levels than the previous year.

In the U.S., the 'big three' automobile manufacturers registered volume growth and profits during the year. Ford, which declined a government bail-out package, did an outstanding job of increasing sales and establishing profitable operations through the introduction of smaller, fuel-efficient vehicles which appealed to the consumers. Chrysler, (under Fiat management), which did avail of the government bail-out package, had a remarkable turnaround with new products, restructuring and tremendous employee motivation. General Motors, which was perhaps in the worst position in the earlier period, was, with the help of the government bail-out package, also able to establish a profitable level of production in the year, with the introduction of smaller, more fuel-efficient cars.

In Europe, where sales have been more or less stagnant, the competition has been fierce. Volkswagen and their affiliates have continued to be, by far, the largest automobile company in Europe for passenger cars.