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TATA MOTORS LTD/FI  
Form F-6  
September 16, 2004

As filed with the Securities and Exchange Commission on September 16, 2004  
Registration No. 333 -

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-6  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933 FOR AMERICAN DEPOSITARY SHARES  
EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS

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TATA MOTORS LIMITED  
(Exact name of issuer of deposited securities as specified in its charter)

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N/A  
(Translation of issuer's name into English)

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

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CITIBANK, N.A.  
(Exact name of depositary as specified in its charter)

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388 Greenwich Street, 14th Floor  
New York, New York 10013  
(212) 816-6763  
(Address, including zip code, and telephone number, including area code, of  
depositary's principal executive offices)

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Tata Incorporated  
3 Park Avenue, 27th Floor  
New York, New York 10016  
(212) 213-5553  
(Address, including zip code, and telephone number, including area code, of  
agent for service)

-----

Copies to:

John D. Young, Jr., Esq.  
Sullivan & Cromwell LLP  
Otemachi 1st Square East, 16F

Herman H. Raspe, Esq.  
Patterson, Belknap, Webb & Tyler LLP  
1133 Avenue of the Americas

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5-1, Otemachi 1-Chome  
Chiyoda-ku, Tokyo 100-0004, Japan

New York, New York 10036

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It is proposed that this filing become effective under Rule 466:  
 immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box:

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offer Price**
American Depositary Shares, each American Depositary Share representing one (1) ordinary share, par value Rs.10 per share, of Tata Motors Limited	100,000,000	\$5.00	\$5,000,000.00

\* Each unit represents 100 American Depositary Shares.  
\*\* Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of receipts evidencing American Depositary Shares.

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The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Registration Statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Cross Reference Sheet

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Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
1. Name of Depository and address of its principal executive office	Face of Receipt - Introductory
2. Title of Receipts and identity of deposited securities	Face of Receipt - Top Center.
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depository Share ("ADSS")	Face of Receipt - Upper right
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt - Paragraph and (17).
(iii) The collection and distribution of dividends	Reverse of Receipt - Paragraph
(iv) The transmission of notices, reports and proxy soliciting material	Face of Receipt - Paragraph (1) Reverse of Receipt - Paragraph
(v) The sale or exercise of rights	Reverse of Receipt - Paragraph and (16).
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt - Paragraphs (1) Reverse of Receipt - Paragraph
(vii) Amendment, extension or termination of the deposit agreement	Reverse of Receipt - Paragraph provision for extensions).
(viii) Rights of holders of ADSS to inspect the transfer books of the Depository and the list of holders of ADSS	Face of Receipt - Paragraph (1)
(ix) Restrictions upon the right to deposit or withdraw the underlying securities	Face of Receipt - Paragraphs (7), (9) and (10).

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Item Number and Caption -----	Location in Form of American Depository Receipt ("Receipt") Filed Herewith as Prospectus -----
(x) Limitation upon the liability of the Depository	Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraph
(xi) Fees and charges which may be imposed directly or indirectly on holders of ADSS	Face of Receipt - Paragraph (1)

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Item 2. AVAILABLE INFORMATION

Face of Receipt - Paragraph (1)

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of ADSs and copied at public reference facilities maintained by the Commission located at Judiciary Plaza, 450 Fifth Street, N.W. (Room 1024), Washington D.C. 20549, and at the principal executive office of the depository.

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### PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the Form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Registration Statement on Form F-6 and is incorporated herein by reference.

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### PART II

#### INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) Form of Amended and Restated Deposit Agreement, by and among Tata Motors Limited, an Indian Company formerly known as Tata Engineering and Locomotive Company Limited (the "Company"), Citibank, N.A., as depository (the "Depository"), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (the "Deposit Agreement"). -- Filed herewith as Exhibit (a).
- (b) Letter Agreement, dated as of September 15, 2004, by and between the Company and the Depository. -- Filed herewith as Exhibit (b).
- (c)
  - (i) Rule 144A Deposit Agreement, dated as of July 15, 1994 (the Rule 144A Deposit Agreement as amended and supplemented from time to time, the "Rule 144A Deposit Agreement"), among the Company, Tata Sons Limited, the Depository and all Holders and Beneficial Owners of Rule 144A Global Depositary Receipts issued thereunder. -- Filed herewith as Exhibit (c)(i).
  - (ii) Amendment No. 1 to Rule 144A Deposit Agreement, dated as of July 19, 1996. -- Filed herewith as Exhibit (c)(ii).
  - (iii) Amendment No. 2 to Rule 144A Deposit Agreement, dated as of September 30, 2002. -- Filed herewith as Exhibit (c)(iii).
  - (iv) International Deposit Agreement, dated as of July 15, 1994 (the International Deposit Agreement as amended and supplemented from time to time, the "International Deposit Agreement"), among the Company, Tata Sons Limited, the Depository and all Holders and Beneficial Owners of International Global Depositary Receipts issued thereunder. -- Filed herewith as Exhibit (c)(iv).

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- (v) Amendment No. 1 to International Deposit Agreement, dated as of July 19, 1996. -- Filed herewith as Exhibit (c)(v).
- (vi) Amendment No. 2 to International Deposit Agreement, dated as of September 30, 2002. -- Filed herewith as Exhibit (c)(vi).
- (vii) Letter Agreement, dated August 13, 1996, supplementing the Rule 144A Deposit Agreement and the International Deposit Agreement. -- Filed herewith as Exhibit (c)(vii).

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- (viii) Letter Agreement, dated August 19, 2002, supplementing the Rule 144A Deposit Agreement and the International Deposit Agreement. -- Filed herewith as Exhibit (c)(viii).
- (ix) Letter Agreement, dated July 31, 2003, supplementing the Rule 144A Deposit Agreement and the International Deposit Agreement. -- Filed herewith as Exhibit (c)(ix).
- (x) Letter Agreement, April 27, 2004, supplementing the International Deposit Agreement. -- Filed herewith as Exhibit (c)(x).
- (d) Opinion of counsel for the Depositary as to the legality of the securities to be registered. -- Filed herewith as Exhibit (d).
- (e) Certificate under Rule 466. -- None.
- (f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on the signature pages hereto.

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#### Item 4. UNDERTAKINGS

- (a) The Depositary undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADSs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of a ADSs thirty (30) days before any change in the fee schedule.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., acting solely on behalf of the legal entity created by the Amended and Restated Deposit Agreement, by and among Tata Motors Limited, Citibank, N.A., as depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares to be issued thereunder, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 15th day of September, 2004.

Legal entity created by the Amended and Restated Deposit Agreement under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share representing one (1) ordinary share, par value Rs. 10 per share, of Tata Motors Limited.

CITIBANK, N.A., solely in its capacity as Depositary

By: /s/ Susanna Mancini

-----  
Name: Susanna Mancini  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Tata Motors Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement on Form F-6 to be signed on its behalf by the undersigned thereunto duly authorized, in Bombay, Republic of India, on September 15, 2004.

TATA MOTORS LIMITED

By: /s/ Praveen P. Kadle

-----  
Name: Praveen P. Kadle  
Title: Executive Director

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POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Mr. Ratan N. Tata, Chairman, Mr. Praveen P. Kadle, Executive Director (Finance & Corporate Affairs) and Mr. H.K. Sethna, Company Secretary, singly and severally, to act as his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all such capacities, to sign any and all

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amendments, including post-effective amendments, and supplements to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-6 has been signed by the following persons in the following capacities on September 15, 2004.

Signature -----	Title -----
/s/ Ratan N. Tata ----- Name: Ratan N. Tata	Chairman of the Board of Directors
/s/ Praveen P. Kadle ----- Name: Praveen P. Kadle	Executive Director (Finance & Corporate Affairs) (Principal Financial Officer)
/s/ P. Y. Gurav ----- Name: P. Y. Gurav	Principal Accounting Officer/Controller
/s/ N. A. Soonawala ----- Name: N. A. Soonawala	Director
/s/ Dr. J. J. Irani ----- Name: Dr. J. J. Irani	Director

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Signature -----	Title -----
/s/ J. K. Setna ----- Name: J. K. Setna	Director
/s/ V. R. Mehta ----- Name: V. R. Mehta	Director
/s/ R. Gopalakrishnan -----	Director

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Name: R. Gopalakrishnan

Director

-----  
Name: Nusli N. Wadia

/s/ Helmut Petri

Director

-----  
Name: Helmut Petri

/s/ S. A. Naik

Director

-----  
Name: S. A. Naik

/s/ Ravi Kant

Executive Director  
Principal Executive Officer

-----  
Name: Ravi Kant

/s/ Dr. V. Sumantran

Executive Director  
Principal Executive Officer

-----  
Name: Dr. V. Sumantran

/s/ P. K. M. Fietzek

Alternate Director to Mr. H. Petri

-----  
Name: P. K. M. Fietzek

/s/ Bharat Wakhlu

Authorized Representative in the United  
States

-----  
Name: Bharat Wakhlu  
Tata Incorporated  
New York, U.S.A.

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Index to Exhibits

Exhibit	Document	Sequentially Numbered Page
-----	-----	-----
(a)	Form of Amended and Restated Deposit Agreement	
(b)	Letter Agreement, dated September 15, 2004	
(c) (i)	Rule 144A Deposit Agreement	
(c) (ii)	Amendment No. 1 to Rule 144A Deposit Agreement	
(c) (iii)	Amendment No. 2 to Rule 144A Deposit Agreement	
(c) (iv)	International Deposit Agreement	
(c) (v)	Amendment No. 1 to International Deposit Agreement	



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- (c) (vi) Amendment No. 2 to International Deposit Agreement
- (c) (vii) Letter Agreement dated August 13, 1996
- (c) (viii) Letter Agreement dated August 19, 2002
- (c) (ix) Letter Agreement dated July 31, 2003
- (c) (x) Letter Agreement dated April 27, 2004
- (d) Opinion of counsel to the Depositary