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TATA MOTORS LTD/FI
Form F-6EF
June 28, 2007

As filed with the Securities and Exchange Commission on June 28, 2007
Registration No. 333-
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

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

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

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

399 Park Avenue
New York, New York 10043
(212) 816-6690
(Address, including zip code, and telephone number, including area code,
of Depository's principal executive offices)

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

Copies to:

John D. Young, Jr., Esq.
Sullivan & Cromwell LLP
28th Floor
Nine Queen's Road Central
Hong Kong

Patricia Brigantic, Esq.
Citibank, N.A.
388 Greenwich Street
New York, New York 10013

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 .

CALCULATION OF REGISTRATION FEE

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| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Aggregate Offering Price Per Unit* | Proposed Aggregate Offering |
|---|-------------------------|---|-----------------------------|
| American Depositary Shares, each representing one (1) ordinary share, par value Rs. 10 per share, of Tata Motors Limited. | 400,000,000 | \$5.00 | \$20,00 |

* 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 such receipts evidencing such American Depositary Shares.

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.

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PART I

INFORMATION REQUIRED IN PROSPECTUS

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

CROSS REFERENCE SHEET

| Item Number and Caption | Location in Form of American Depositary 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 Depositary Share | Face of Receipt - Upper right |
| (ii) The procedure for voting, if any, the deposited securities | Reverse of Receipt - Paragraph |
| (iii) The collection and distribution of dividends | Reverse of Receipt - Paragraph |

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- | | | |
|--------|---|--|
| (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 |
| (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 (no provision for extension). |
| (viii) | Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts | Face of Receipt - Paragraph (1) |

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- | | | |
|------|--|---|
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Face of Receipt - Paragraphs (6), (7), (9) and (10). |
| (x) | Limitation upon the liability of the depository | Face of Receipt - Paragraph (7) Reverse of Receipt - Paragraph |
| 3. | Fees and charges which may be imposed directly or indirectly against holders of Receipts | Face of Receipt - Paragraph (1) |

Item 2. AVAILABLE INFORMATION Face of Receipt - Paragraph (1)

Tata Motors Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the Securities and Exchange Commission (the "Commission"). These reports and other information can be retrieved from the Commission's website at www.sec.gov and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington, D.C. 20549.

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PROSPECTUS

THE PROSPECTUS CONSISTS OF THE FORM OF AMERICAN DEPOSITARY RECEIPT INCLUDED AS EXHIBIT A TO THE AMENDED AND RESTATED DEPOSIT AGREEMENT FILED AS EXHIBIT (a) (i) TO THIS FORM F-6 REGISTRATION STATEMENT AND IS INCORPORATED HEREIN BY REFERENCE

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

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Item 3. EXHIBITS

(a) (i) Amended and Restated Deposit Agreement, dated as of September 27, 2004, by and among Tata Motors Limited ("the Company"), Citibank, N.A., as depositary (the "Depositary"), and all Holders and Beneficial Owners of American Depositary Shares issued thereunder (the "Deposit Agreement"). -- Filed herewith as Exhibit (a) (i).

(a) (i) Amendment No. 2 to Rule 144A Deposit Agreement, dated as of September 30, 2002, by and among the Company, the Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by ADRs issued thereunder. **

(a) (ii) Amendment No. 1 to Rule 144A Deposit Agreement, dated as of July 19, 1996, by and among the Company, the Depositary and all Holders and Beneficial Owners of ADRs issued thereunder. **

(a) (iii) Rule 144A Deposit Agreement, dated as of July 15, 1994, by and among the Company, the Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by ADRs issued thereunder. **

(a) (iv) Amendment No. 2 to International Deposit Agreement, dated as of September 30, 2002, by and among the Company, the Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by ADRs issued thereunder. **

(a) (v) Amendment No. 1 to International Deposit Agreement, dated as of July 19, 1996, by and among the Company, the Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by ADRs issued thereunder. **

(a) (iv) International Deposit Agreement, dated as of July 15, 1994, by and among the Company, the Depositary, and all Holders and Beneficial Owners from time to time of American Depositary Shares evidenced by ADRs issued thereunder. **

** Previously filed and incorporated by reference to the Registration Statement on Form F-6, No. 333-119066

(b) (i) Letter Agreement, dated as of March 20, 2006, by and between the Company and the Depositary. *

(b) (ii) Letter Agreement, dated as of September 15, 2004, by and between the Company and the Depositary. **

(b) (iii) Letter Agreement, dated as of April 27, 2004, by and between the Company and the Depositary. **

(b) (iv) Letter Agreement, dated as of July 31, 2003, by and between the Company and the Depositary. **

(b) (v) Letter Agreement, dated as of August 19, 2002, by and between the Company and the Depositary**

(b) (vi) Letter Agreement, dated as of August 13, 1996, by and between the Company and the Depositary.**

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(c) Every material contract relating to the deposited securities between the Depositary and the Company in effect within the last three years. -- None.

(d) Opinion of Patricia Brigantic, counsel to the Depositary, as to the legality of the securities to be registered. -- Filed herewith as Exhibit (a) (i).

(e) Rule 466 Certification. -- Filed herewith as Exhibit (b) (i).

(f) Powers of Attorney for certain officers and directors and the authorized representative of the Company. -- Set forth on signature pages hereto.

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- * Previously filed and incorporated by reference to the Registration Statement on Form F-6, No. 333-140894.
 - ** Previously filed and incorporated by reference to the Registration Statement on Form F-6, No. 333-119066

Item 4. UNDERTAKINGS

a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, 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) The Depositary hereby 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 an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Citibank, N.A., on behalf of the legal entity created by the Amended and Restated Deposit Agreement, dated as of September 27, 2004, 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 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 15 day of June, 2007.

Legal entity created by the Amended and Restated Deposit Agreement, dated as of September 27, 2004, under which the American Depositary Shares registered hereunder are to be issued, each American Depositary Share represents one (1) ordinary share, par value Rs. 10 per share, of Tata Motors Limited.

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

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Depository

By: /s/ Ana-Maria Carasso

Name: Ana-Maria Carasso
Title: Vice President

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 Mumbai, Republic of India on the 15 day of June, 2007.

TATA MOTORS LIMITED

By: /s/ Praveen P. Kadle

Name: Praveen P. Kadle
Title: Executive Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Mr. Ratan N. Tata, Chairman, Mr. Ravi Kant, Managing Director, Mr. Praveen P. Kadle, Executive Director (Finance and Corporate Affairs) and Mr. H.K. Sethna, Company Secretary or any of them, each acting alone, 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 capacities, to sign any or all 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 attorneys-in-fact and agents, each acting alone, 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/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, 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 has been signed by the following persons in the following capacities as of June 15, 2007.

Name Title

/s/ Ravi Kant Managing Director

Name: Ravi Kant

/s/ Preveen P. Kadle Executive Director (Finance & Corporate

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----- Affairs) (Principal Financial Officer)
Name: Praveen P. Kadle

/s/ P.Y. Gurav Principal Accounting Officer/Controller

Name: P.Y. Gurav

/s/ N.A. Soonawala Director

Name: N.A. Soonawala

/s/ V.R. Mehta Director

Name: V.R. Mehta

/s/ S.A. Naik Director

Name: S.A. Naik

/s/ P.M. Telang Executive Director (Commercial Vehicles)

Name: P.M. Telang

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF

Tata Motors Limited

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Tata Motors Limited, has signed this Registration Statement on Form F-6 on the 15th day of June, 2007.

By: /s/ Bharat Wakhlu

Name: Bharat Wakhlu

Index to Exhibits

| Exhibit ----- | Document ----- | Sequentially Numbered Page ----- |
|------------------|--|--|
| (a) (i) | Amended and Restated Deposit Agreement, dated as of September 27, 2004 | |
| (d) | Opinion of counsel to the Depository | |
| (e) | Certification under Rule 466 | |