

TATA MOTORS LTD/FI
Form SC 13G/A
January 27, 2006

SEC 1745 (02-02)	Potential persons who are to respond to the collection of information contained in this form are <i>Not Required</i> to respond unless the form displays a currently valid OMB control number.
---------------------	---

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Tata Motors Limited

(Name of Issuer)

Ordinary Shares, par value Rs.10 per share

(Title of Class of Securities)

8765685024

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1 (b)
<input type="checkbox"/>	Rule 13d-1 (c)
<input checked="" type="checkbox"/>	Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Tata Sons Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 84138325
	6.	Shared Voting Power 44343104
	7.	Sole Dispositive Power 84138325
	8.	Shared Dispositive Power 44343104
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3 %	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). EwartInvestments Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 501191
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 501191
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Tata Steel Limited (formerly Tata Iron and Steel Company Limited)	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 32378410
	6.	Shared Voting Power 847973
	7.	Sole Dispositive Power 32378410
	8.	Shared Dispositive Power 847973
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares. Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Kalimati Investment Company Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 847973
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 847973
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares. Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Tata Investment Corporation Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 1570000
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 1570000
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares. Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Tata Industries Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 7734255
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 7734255
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Niskalp Investments and Trading Company Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Tata International Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 270961
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 270961
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Tata Chemicals Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 603207
	6.	Shared Voting Power 1570000
	7.	Sole Dispositive Power 603207
	8.	Shared Dispositive Power 1570000
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons. Tata Tea Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 369392
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 369392
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons. Sir Ratan Tata Trust	
2.	Check the Appropriate Box if a Member of a Group	
(a)	Not Required	
(b)	Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 171840
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 171840
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person OO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Sir Dorabji Tata Trust	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 161792
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 161792
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person OO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). J R D Tata Trust	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 21056
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 21056
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person (See Instructions) OO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Voltas Limited	
2.	Check the Appropriate Box if a Member of a Group	
(a)	Not Required	
(b)	Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 9682
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 9682
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Lady Tata Memorial Trust	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 288
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 288
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person OO	

CUSIP No. 8765685024		
1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Af-taab Investments Company Limited	
2.	Check the Appropriate Box if a Member of a Group	
	(a) Not Required	
	(b) Not Required	
3.	SEC Use Only	
4.	Citizenship or Place of Organization The Republic of India	
Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power 58033
	6.	Shared Voting Power 0
	7.	Sole Dispositive Power 58033
	8.	Shared Dispositive Power 0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 128836405	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares . Not Applicable	
11.	Percent of Class Represented by Amount in Row (9) - 34.3%	
12.	Type of Reporting Person CO	

Item 1.		
	(a)	Name of Issuer Tata Motors Limited
	(b)	Address of Issuer's Principal Executive Offices Bombay House, 24, Homi Mody Street, Mumbai - 400 001, Maharashtra, India
Item 2.		
	(a)	Name of Person Filing Each of the following is hereinafter individually referred to as a 'Reporting Person' and collectively as the 'Reporting Persons'. This statement is filed on behalf of -
		Tata Sons Limited Tata Steel Limited Tata Investment Corporation Limited Tata Industries Limited Tata International Limited Ewart Investments Limited Tata Chemicals Limited Tata Tea Limited Sir Ratan Tata Trust Kalimati Investment Company Limited Sir Dorabji Tata Trust J R D Tata Trust Af-Taab Investments Company Limited Lady Tata Memorial Trust Niskalp Investments and Trading Company Limited Voltas Limited
	(b)	Address of Principal Business Office or, if none, Residence: The principal office of each Reporting Person except as mentioned below is Bombay House, 24, Homi Mody Street, Mumbai - 400 001, Maharashtra, India Tata Tea Limited, 1 Bishop Lefroy Road, Calcutta - 20, India Voltas Limited, Voltas House, 'A' Block, Dr Babasaheb Ambedkar Road, Chinchpokli, Mumbai - 400 033
	(c)	Citizenship Republic of India
	(d)	Title of Class of Securities Ordinary Shares, par value Rs.10 per share
	(e)	CUSIP Number 8765685024
Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:		
	(a)	<input type="checkbox"/> Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
	(b)	<input type="checkbox"/> Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

	(c)	<input type="checkbox"/>	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d)	<input type="checkbox"/>	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
	(e)	<input type="checkbox"/>	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
	(f)	<input type="checkbox"/>	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
	(g)	<input type="checkbox"/>	A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
	(h)	<input type="checkbox"/>	A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i)	<input type="checkbox"/>	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j)	<input type="checkbox"/>	Group, in accordance with §240.13d-1(b)(1)(ii)(J).
Item 4. Ownership. Incorporated by reference to Items (5) to (9) and (11) of the cover page.			
Item 5. Ownership of Five Percent or Less of a Class			
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following <input type="checkbox"/> .			
Item 6. Ownership of More than Five Percent on Behalf of Another Person.			
Not Applicable			
Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.			
Not Applicable			
Item 8. Identification and Classification of Members of the Group			
<p>By filing this Schedule 13G as a joint filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended (the 'Act'), the Reporting Persons are not affirming the existence of a group. In addition, this schedule 13G shall not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this Schedule 13G as to which such Reporting Person may be deemed to have shared voting power or shared dispositive power as described in the cover pages of this Schedule 13G and in Exhibit 1 hereto.</p> <p>By making this disclosure, the Reporting Companies expressly disclaims:</p> <ul style="list-style-type: none"> • the existence of any group relating to their ownership of shares • any control relationship between any or all of Reporting Companies • any beneficial ownership by any or all of Reporting Companies 			

Item 9.	Notice of Dissolution of Group	
Not Applicable		
Item 10.	Certification	
	(a)	Not Applicable
	(b)	Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated : January 27, 2006

Tata Sons Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Ewart Investments Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Tata Steel Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Kalimati Investment Company Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Tata Investment Corporation Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Tata Industries Limited	
By:	/s/R R Shastri
Name:	R R Shastri

Title:	Attorney-in-fact*
Niskalp Investments and Trading Company Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Tata International Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Tata Chemicals Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Tata Tea Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Sir Ratan Tata Trust	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Sir Dorabji Tata Trust	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
J R D Tata Trust	
By:	/s/R R Shastri
Name:	R R Shastri

Title:	Attorney-in-fact*
Lady Tata Memorial Trust	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Af-taab Investments Company Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*
Voltas Limited	
By:	/s/R R Shastri
Name:	R R Shastri
Title:	Attorney-in-fact*

*Pursuant to Powers of Attorney dated as of February 14, 2005 and September 12, 2005 previously filed by certain of the Reporting Persons as Exhibit 3 to Schedule 13G on February 14, 2005 and Exhibit 3 to Amendment No.1 to Schedule 13G filed on September 12, 2005.

**Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations
(See 18 U.S.C. 1001)**