

September 8, 2006

Stock Rating
Equal-weight

Industry View
In-Line

Tata Motors

Cyclical Pressure to Restrain Growth

We are assuming coverage of Tata Motors (TAMO) with an Equal-Weight rating and a target price of Rs770 in the context of our In-Line industry view.

The stock trades at 17.3x our F2008E EPS, a premium of 23% to the average for our four-wheeler coverage universe and about 35% premium relative to the historic valuations.

We expect expansion cycle in the M&HCV goods segment to peak by F2H07. Structural changes in the underlying economy, such as improving road infrastructure, strong economic growth and higher industrial capacity utilization have extended the normal peak to trough cycle. We conclude the landing will be soft, unlike the hard landings of previous CV cycles, from our analysis of these cycles and their relationship with such economic indicators as the Index of Industrial Production and Foreign Trade and Freight Index.

Our EW rating is primarily driven by a slowdown in the M&HCV domestic goods segment (especially in the medium CV segment where TAMO has 66% market share), lack of visibility on the earnings potential of TAMO's small car project, drag on margins from the increasing proportion of passenger cars (which have lower margins vs. CVs) in overall volumes.

We are not rating the stock Underweight as we believe its market-leading presence in the light commercial goods vehicle segment, and increasing exports, will partially offset the decline in unit volumes from the turn in the M&HCV domestic (goods) cycle. We could become more negative if the impact of declining sales in M&HCV was more severe than we estimated and/or concluded the small car project was a huge drag on the free cash flow and overall profitability of the company.

We could become more positive if we see signs of successful execution and profitable volumes from the small car project, unlocking of value from subsidiaries and/or the valuation becomes attractive.

Key Ratios and Statistics

Reuters: TAMO.BO Bloomberg: TELC IN

India Four-Wheelers: Commercial Vehicles

Price target	Rs770.00
Shr price, close (Sep 7, 2006)	Rs897.35
Mkt cap, curr (mn)	Rs344,018
52-Week Range	Rs997.00-457.00

Fiscal Year (Mar)	2006	2007e	2008e	2009e
ModelWare EPS (Rs)*	40.03	46.10	52.00	60.04
Rev, net (Rs mn)	206,022	236,879	268,485	299,458
ModelWare net inc (Rs mn)	15,326	18,492	20,857	24,081
P/E	23.3	19.5	17.3	14.9
P/BV	6.2	5.0	4.1	3.4
Div yld (%)	1.4	1.4	1.5	1.6

* = Please see explanation of Morgan Stanley ModelWare later in this note.
e = Morgan Stanley Research estimates

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+ = Analysts employed by non-U.S. affiliates are not registered pursuant to NASD/NYSE rules.

Financial Summary

Profit and Loss Statement

Rs Mn	F2006	F2007E	F2008E	F2009E
Total Operating Income	240,041	275,229	311,956	347,969
Less Excise Duty	34,019	38,351	43,471	48,511
Net Operating income	206,022	236,879	268,485	299,458
Raw Materials	140,070	161,568	183,664	205,632
Staff	11,431	13,203	15,250	16,775
Manufacturing	21,600	24,415	27,451	30,261
Other Optg Expenses	10,213	11,352	12,405	13,394
Total Expenses	183,314	210,538	238,770	266,062
Less Expns Capitalized	3,089	3,158	3,582	3,991
Net Expenses	180,225	207,380	235,188	262,071
Operating Profit	25,797	29,498	33,297	37,387
Other Income	1,248	1,186	1,423	1,707
Product Devpmnt Expns	738	848	1,018	1,171
Depn & Amortization	5,209	7,018	9,778	11,710
Interest	2,264	2,233	2,200	2,171
PBT & Extra ordinaries	18,834	20,584	21,723	24,042
Adjusted Tax	5,500	5,352	5,648	6,251
Adjusted PAT	13,334	15,232	16,075	17,791
Extra ordinaries	1,955	-	-	-
Reported PAT	15,289	15,232	16,075	17,791
Profits from subs	1,992	3,260	4,782	6,290
Consolidated PAT	15,326	18,492	20,857	24,081

Balance Sheet

Rs Mn	F2006	F2007E	F2008E	F2009E
Share Capital	3,829	3,843	3,843	3,843
Reserves & Surplus	53,534	67,604	84,014	102,997
Net Worth	57,363	71,447	87,857	106,839
Secured Loans	8,228	8,228	8,178	7,478
Unsecured Loans	21,141	20,346	20,346	20,346
Total Loans	29,368	28,573	28,523	27,823
Deferred Tax Liability	6,225	5,958	5,958	5,958
Total Liabilities	92,957	105,978	122,338	140,620
Gross Block	79,716	101,716	141,716	169,716
Less Acc Depreciation	44,015	51,033	60,812	72,522
Net Block	35,700	50,682	80,904	97,193
CWIP	9,512	12,137	16,910	20,251
Total Investments	22,144	22,144	22,144	22,144
Current Assets	96,613	105,385	107,507	116,232
Inventories	20,122	18,831	21,424	21,393
Receivables	7,158	10,548	8,573	11,709
Cash and Bank	11,194	43,913	47,247	54,000
Loans and Advances	58,077	32,093	30,263	29,130
Other	62	-	-	-
Current Liabs & Provns	71,154	84,490	105,227	115,281
Net Current Assets	25,460	20,894	2,280	951
Misc Exp	141	121	101	81
Total Assets	92,957	105,978	122,338	140,620

Source: Company data, Morgan Stanley Research

Cash Flow Statement

Rs Mn	F2006	F2007E	F2008E	F2009E
Cash Flow From Operations				
Net Profit	17,281	18,492	20,857	24,081
Depreciation	5,209	7,018	9,778	11,710
Incr in Def Tax Liab	573	(268)	-	-
Decr in Net W Capital	(28,862)	37,284	21,949	8,082
Total	(5,799)	62,527	52,585	43,873
Cash Flow From Investing Activities				
Incr of Fixed Assets	13,457	24,625	44,773	31,341
Incr in Investments	(8,461)	-	-	-
Incr in Misc Expenditure	(40)	(20)	(20)	(20)
Total	4,955	24,605	44,753	31,321
Cash Flow From Financing Activities				
Inc of Equity Capital	(386)	467	1,522	1,508
Inc in Equity Premium	3,548	781	-	-
Incr/Decr of ST Debt	1,085	(795)	-	-
Incr/Decr of LT Debt	3,330	-	(50)	(700)
Dividends (-)	5,678	5,657	5,970	6,607
Total	1,898	(5,203)	(4,497)	(5,799)
Net change in cash	(8,856)	32,718	3,335	6,753
Cash at begn of year	20,050	11,194	43,913	47,247
Cash at year-end	11,194	43,913	47,247	54,000

Ratios

	F2006	F2007E	F2008E	F2009E
Per Share (Rs)				
EPS	40.0	46.1	52.0	60.0
BVPS	149.8	178.1	219.0	266.4
DPS	13.0	12.4	13.1	14.4
Valuations (X)				
P/E	22.1	19.5	17.3	14.9
P/B	5.9	5.0	4.1	3.4
Dividend Yield	1.5%	1.4%	1.5%	1.6%
EV/EBITDA	13.6	11.4	10.0	8.7
ROE	26.7%	23.7%	20.2%	18.3%
ROCE	18.0%	17.0%	15.5%	14.8%
EBITDA Margin	12.5%	12.5%	12.4%	12.5%
Pre Tax margin	9.1%	8.7%	8.1%	8.0%
Net Margin	6.5%	6.4%	6.0%	5.9%

e = Morgan Stanley Research estimates Source: Company data, Morgan Stanley Research

Investment Case

We are assuming coverage of Tata Motors (TAMO) with an Equal-Weight rating and a target price of Rs770 within the context of our 'In-Line' industry view. The stock trades at 17x our F2008E EPS, a premium of 23% to the average of our four-wheeler coverage universe and about 35% premium to the historic valuations.

We believe the current expansion cycle of M&HCV domestic (goods) segment should peak by F2H07 as the structural changes in the underlying economy (improvement in road infrastructure, strong growth in the economy, and higher capacity utilization of industries) have extended the normal peak-to-trough cycle. Based on our analysis of past commercial vehicle cycles (after adjusting the monthly M&HCV domestic unit volume for seasonality) and its relationship with economic indicators such as the Index of Industrial Production, Foreign Trade, and the Freight Index, we believe a soft landing is likely, unlike the hard landing in the past demand cycle.

Within the overall CV industry, we expect demand in the passenger segment to grow an average 10.4% a year in volume terms over F2006-09 and the goods segment to show 9.4% annual growth for the same period. However, within the goods segment, we forecast some divergence in growth between the different vehicle types because of structural changes in freight movements such as the move to a hub and spoke model of distribution and operational economies. We estimate demand for light commercial vehicles, especially in the < 5-tonne GVW category, and heavy commercial vehicles (> 16 tonne GVW) will show strong growth of 25% and 12.3%, respectively, per year over F2006-09 while we forecast sales volume for medium/intermediate commercial vehicles (between 7.5 and 16 tonne) will decline 5% per year over F2006-09.

Our Equal-Weight rating is primarily driven by the slowdown in the M&HCV domestic goods segment (especially in the medium / intermediate commercial segment where TAMO has 66% market share), lack of visibility on earnings potential of small car project, drag on margins from the increasing proportion of passenger cars (which has a lower margins vs. commercial vehicles) in the overall volumes. Further, the

aggressive capex plans could in our view limit the free cash flow generation in the near term.

We are not rating the stock Underweight, as we believe its market-leading presence in the light commercial goods vehicle segment (65.5% market share) and increasing exports (11% of overall volumes by F2009) partially offset the decline in unit volumes from the turn in M&HCV domestic (goods) cycle. We could become more negative if we believe the impact from declining sales in M&HCV is more severe than we estimate and/or believe the small car project is a huge drag on the free cash flow and overall profitability of the company.

We could become more positive on the stock if we see signs of successful execution and profitable volumes from the small car project, unlocking of value from subsidiaries (HV Axles Limited, HV Transmission Limited, Tata Technologies Limited and TELCON) and / or valuation becomes attractive.

We are currently estimating Tata Motors' earnings to grow at 14.5% CAGR over F2006-09E. We estimate Tata Motors to spend on various projects (small car, global car, global truck) nearly Rs100 bn over F2007-09. We expect the capital spend will be met from internal accruals, release of capital used for financing Tata Motors vehicles with the creation of a wholly owned non-banking finance company – TMFL – and increased borrowings at the margin.

Exhibit 1

Key Drivers

Factors	Upside/Downside
Significant Presence in Heavy Trucks and Light Goods Segment	↑
Significant Presence in Buses Segment	↑
Increasing Export Volumes	↑
Contribution from Subsidiaries Increasing	↑
Significant presence in declining medium goods segment	↓
Margin pressure to intensify with small car project	↓
Increasing Capex to pressure FCF generation	↓
Increasing Competition from global OEMs	↓

Source: Morgan Stanley Research

TAMO currently trades at 17.3 F2008E EPS, a premium of 23% to the average for our four-wheeler coverage universe and about 35% premium/ to the historic valuations. On an EV/EBITDA basis, TAMO currently trades at 10.0 our F2008E earnings, a 14% premium to the historical average.

Company Description

TAMO is India's largest commercial vehicle manufacturer and second largest manufacturer of cars and utility vehicles. It has a dominant market share in most product categories, and strong engineering and product development capabilities.

Industry View: In-Line

Indian Four wheeler - M&HCV (goods) demand is entering an inflexion point in the demand cycle. We expect a soft landing of the demand cycle given the strong underlying economic indicators and structural changes (road development, freight movement moving on to a hub and spoke model) in the industry. Key risks to our soft landing thesis are declining economic fundamentals, increasing interest rates, increasing fuel prices and declining / stagnating freight prices.

MSCI Country: India

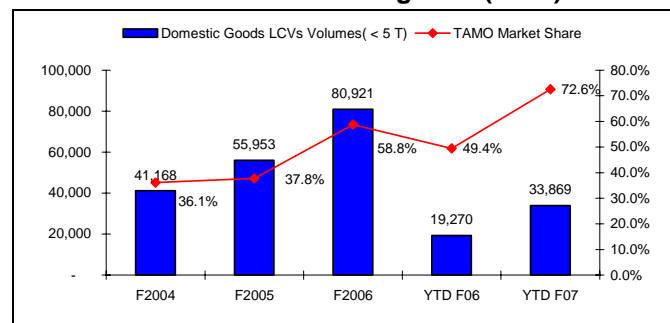
Asia Strategist's Recommended Weight: 1.9%
MSCI Asia/Pac All Country Ex Jp Weight: 6.5%

Investment Positives

TAMO's market-leading presence in the growing segments of domestic commercial vehicles should reduce impact of approaching contraction phase of M&HCV domestic (goods) demand cycle. Tata Motors has a market-leading presence in the growing LCV goods segment (less than 5 tonne) (59% market share, industry volumes to grow at 25% CAGR over F2006-09E) and heavy commercial vehicles (64% market share, industry volumes to grow at 12.3% CAGR over F2006-09E) to provide support as M&HCV domestic (goods) demand cycle enters into a contraction phase.

Exhibit 2

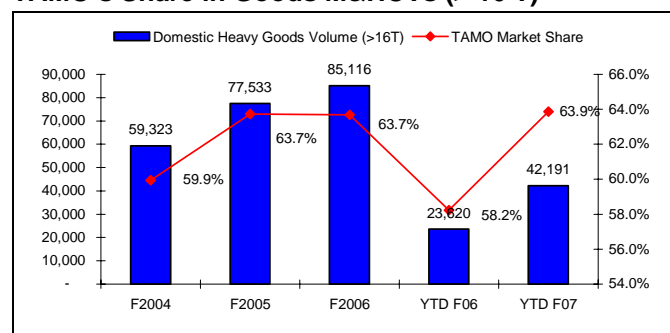
TAMO Share in Goods LCV Segment (< 5 T)



Source: SIAM, Morgan Stanley Research
YTD nos refer to YTD July

Exhibit 3

TAMO's Share in Goods M&HCVs (> 16 T)



Source: SIAM, Morgan Stanley Research YTD nos refer to YTD July

Further, Tata Motors' engineering capabilities (such as the recent successful introduction of 'Tata Ace') and availability of technology, especially in the heavy commercial vehicle segment (Tata Motors recently introduced 'Tata Novus' by importing CKD kits from its 100% subsidiary - Tata Daewoo), should enable TAMO to sustain its market leadership.

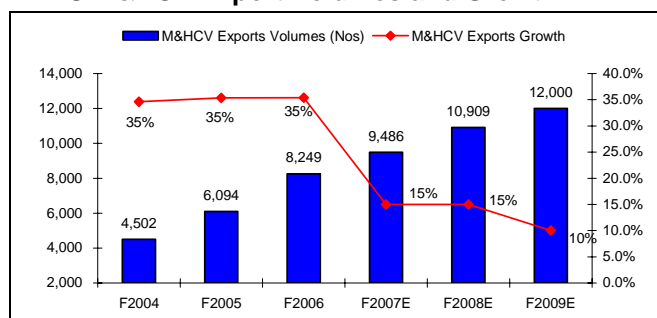
Accelerating exports should reduce the impact of the turn in the M&HCV demand cycle. We currently estimate overall

exports to grow at 12.4% CAGR over F2006-09E while export contribution to revenues to improve by 30 bps to 10.4% by F2009. We estimate LCV exports to outstrip growth in the M&HCV passenger carriers (buses) and M&HCV trucks over F2009 as TAMO seeds the overseas markets with variants of its successful product – 'Tata Ace'.

Overall exports including cars and utility vehicles are accelerating as Tata Motors establishes its presence in the emerging markets of Latin America, South Africa and Eastern European countries. This has led to nearly 500 bps improvement in contribution from exports to total revenues to 10.1% by F2006.

Exhibit 4

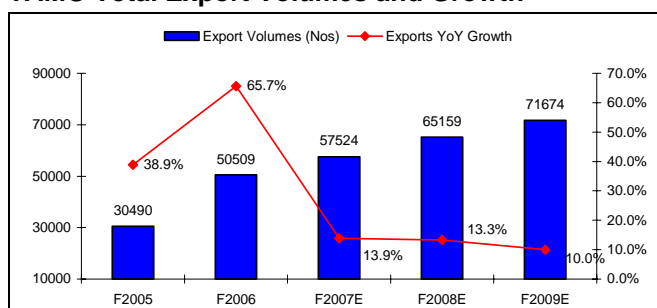
TAMO M&HCV Export Volumes and Growth



Source: Company data, Morgan Stanley Research

Exhibit 5

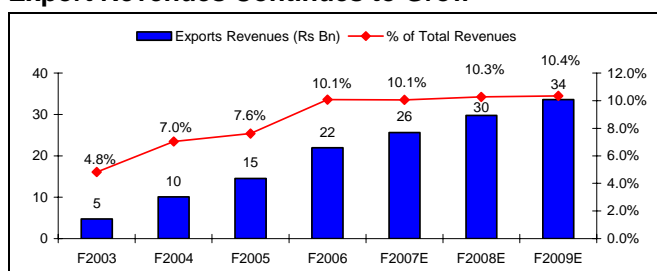
TAMO Total Export Volumes and Growth



Source: Company data, Morgan Stanley Research

Exhibit 6

Export Revenues Continues to Grow



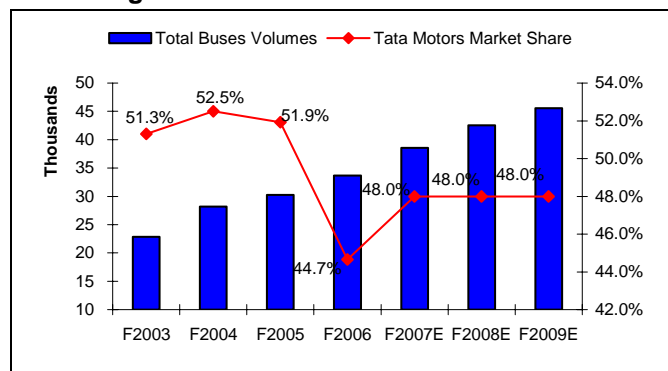
Source: Company data, Morgan Stanley Research

Exposure to Accelerating Passenger Carrier Segment Should Aid Earnings Growth

We currently forecast medium and heavy passenger carriers to grow at 10.6% over F2006-09E after stagnating for the better part of the decade. Increasing consumer affordability (due to strong growth in disposable income), rising urbanization, better road infrastructure, and consumer demand for a convenient and comfortable ride will likely increase demand for passenger carriers. Tata Motors derives nearly 11% of M&HCV sales volumes from passenger carriers and currently has a 45% market share (in F2006).

Exhibit 7

Increasing Buses Volumes



Source: SIAM, Morgan Stanley Research

TAMO's recent tie-up with Marcopolo would enable TAMO to introduce fully built buses and coaches, increasing the value addition and overall realizations. The government, in its recent Budget, removed the anomaly of differential excise duty levied on buses completely built by OEM and private sector players engaged in building of bodies for the buses. We believe this should increase the demand for completely built buses / coaches from OEMs as they are significantly safer, while reducing the time to market.

Exhibit 8

Joint Venture with Marcopolo

Stake	Investment	Capacity	Products
51%	Rs2 Bn	7000 units	A) 16 to 54-seater standard buses B) 18 to 45-seater luxury buses C) Luxury coaches, low-floor city buses

Source: Morgan Stanley Research

Unlocking of value from subsidiaries drives earnings and value growth in the medium term. We currently estimate the key subsidiaries (Tata Daewoo, Tata Construction, HV

Axles, HV Transmissions, Tata Technologies and TELCON) to post strong growth in earnings (21% CAGR over F2006-09E) and contribution from all subsidiaries would constitute nearly 26% of consolidated earnings by F2009. We believe unlocking of value in any of these subsidiaries would be positive for the stock. Further, we believe the recent creation of a non-banking finance company (TMFL) for financing TAMO vehicles would release the expensive capital (TAMO's cost of capital is 13.7%) with alternative sources (borrowings from market / banks, securitization and assignment of loans) would be accretive to earnings in the long term.

Exhibit 9

Subsidiaries' Profit Growing

	F2006	F2007E	F2008E	F2009E
Tata Construction	868	1,086	1,303	1,433
Tata Technologies	192	250	312	375
TAL Mfg Solns	47	70	105	157
HV Axles	463	578	636	700
HV Transmissions	301	376	413	455
Daewoo	608	716	974	1,283
NBFCs	0	959	2,138	3,273
Contn to Consol Profit	13.0%	17.6%	22.9%	26.1%

E = Morgan Stanley Research Estimates
Source: Company data, Morgan Stanley Research

Please refer to Appendix A for details on each subsidiary.

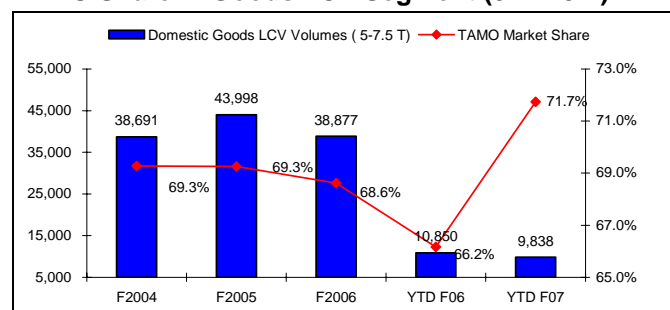
Marketing / manufacturing tie-up with Fiat could provide a global market for Tata Motor products. TAMO recently entered into a JV with Fiat to market and jointly manufacture passenger cars in India. TAMO has also tied up with Fiat to manufacture 1.3L diesel engines for use in its new diesel passenger cars. Further, TAMO is looking at leveraging the relationship to enter into other emerging markets like Eastern Europe, Latin America and African countries. We believe that development of products just for the Indian market would be expensive for Tata Motors as new platform development for a single geography is not optimal and most global players have been able to recover product development expenses by developing products for several markets. Therefore, the current joint venture with Fiat could help defray these costs by spreading them over products developed for multiple markets. TAMO currently markets Fiat vehicles through its dealership (roughly 40 out of total dealership).

Investment Concerns

Impact from contraction phase in the overall M&HCV demand cycle would be significant. We estimate growth in the M&HCV segment will diverge, with the heavy goods vehicle segment posting strong growth (12.3% growth over F2006-09E) while sales decline in the medium vehicle goods segment (down 5% over F2006-09E). TAMO currently has 66% market share (in F2006) in the medium vehicle segment. We believe decline in unit volumes would reduce the overall capacity utilization and operational performance.

Exhibit 10

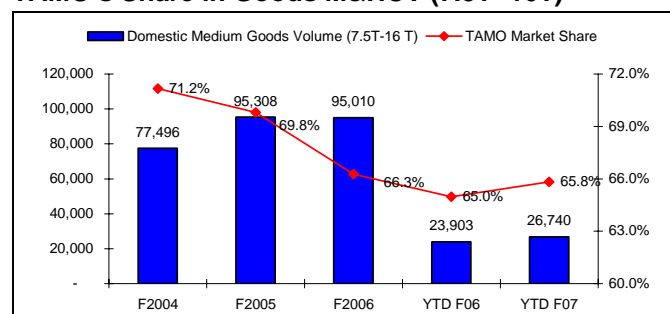
TAMO Share in Goods LCV Segment (5 T-7.5 T)



Source: SIAM, Morgan Stanley Research
YTD nos refer to YTD July

Exhibit 11

TAMO's Share in Goods M&HCV (7.5T- 16T)



Source: SIAM Morgan Stanley Research
YTD nos refer to YTD July

However, we believe higher exports (12.4% CAGR over F2006-09E) and flexible plants (which can manufacture commercial vehicles in both medium and heavy segment) will buffer the degradation in the operating efficiency. Further, we believe growth in the tipper and other construction machinery (usually classified in the medium commercial vehicle segment) would increase capacity utilization at the margin.

Small car project could be a drag on margins and cash flow in the near term. We believe the benefits of investment in the small car project (to cost roughly Rs27-30 Bn as per

management) could be hard to come by in the near term depressing the overall operating margins. We estimate the breakeven volume for the small car project to be roughly 2.3 Mn units. This is based on projected capital spend of Rs30 bn for the project, average realization of Rs85,000 per unit, and variable cost of 75%. We have used net margins of Maruti to arrive at the net profit for the small car.

The design for the car has been frozen and it will be a four-door, rear engine car, which will be available in diesel and petrol variants. The vehicle is expected to be launched end-F2008. In our estimates we have used modest volumes nos of 30,000 units to be sold in F2008 and 50,000 units in F2009.

Exhibit 12

Small Car Project

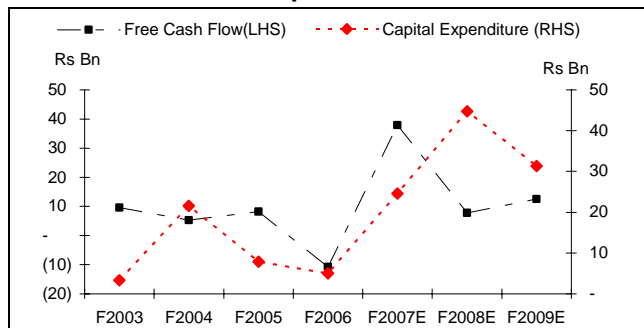
Particulars	Amt	Rationale
Capex Planned	Rs30 Bn	As per company
Avg Realization (A)	Rs85000	15% discount on selling price
Variable Cost (B)	75% of Realization	Based on Maruti's model
Contribution (C)= (A)-(B)	Rs21,250	
Net Profit(D)	Rs8500	Based on Maruti's net margin
Fixed Cost (E)= (C)-(D)	Rs12750	Derived
Break Even Volumes	2,352,941	(For the project)

Source: Morgan Stanley Research

Aggressive capex plans would limit free cash flow generation in the near term. TAMO is planning to spend nearly Rs100 Bn (Rs25-30 Bn on small car project, Rs20 Bn on new car platform, Rs20 Bn on CV platform and Rs30 Bn on maintenance and increasing capacity of passenger cars and LCV trucks) over the next three years. We currently estimate roughly Rs70 bn will be funded through internal accruals while the balance will be funded through the unlocking of capital from the financing business. We believe the aggressive capex plans could be a dampener on the stock as the benefits of these projects will be visible only by F2009.

Exhibit 13

Free Cash Flow and Capex



Source: Company data, Morgan Stanley Research
Free Cash Flow= Free Cash Flow from Operations less Capex

Competitive Pressure from Global OEMs Could Constrain growth in the heavy vehicle segment

TAMO currently has 47% market share in the overall M&HCV segment, but with the entry of global OEMs (Daimler Chrysler introduced the 'Actros' range of trucks in June 2006, etc.) with better technology and advanced products, sustaining its market share could be an issue in the longer term. However, we believe TAMO's subsidiary Daewoo commercial vehicles in Korea (which can supply engines with capacity > 200 HP) and possible tie-up with Iveco, Fiat's commercial vehicles arm should hold it in good stead.

Exhibit 14

New CV Business

Company	New Models
Ashok Leyland	Acquired an European company in Prague which deals with < 9 tonne vehicles Formed a JV with ITEC for manufacturing light and heavy commercial vehicles(for goods segment)
M&M	Tied up with Man Nutzfahrzeuge to manufacture high tonnage buses and trucks
Bajaj Tempo	

Source: Morgan Stanley Research

Lack of new product launches over the next two years in the passenger car segment could impact TAMO's market share.

With competition intensifying from launch of new models by global and domestic OEMs, lack of new product launches could reduce the buzz for TAMO's products and thereby its market share. Currently, TAMO is looking at setting up a new platform for passenger cars by end of F2007 which would be able to roll out products only after 12-18 months. Further, with Maruti and other OEMs planning to enter into the diesel car segment we could see increased pressure on passenger car volumes as TAMO has not introduced a new model in the diesel segments across the passenger car categories (compact cars, entry level sedan etc.)

Exhibit 15

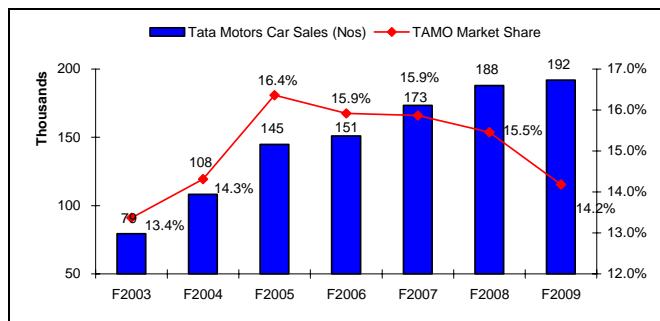
New Cars to be Launched

	B Segment	C Segment	Comments
Chevrolet	Spark	Captiva	To be launched by Jan 2007
Fiat	Grande	Punto	Formed a JV with TAMO to mfg cars
Hyundai		Verna	To launch by Dec 2006
Mahindra		Logan	JV With Renault. To launch by Jun 07
Maruti	New Zen, Wagon R, Diesel car (Swift)		Plans to launch 5 new cars over next 5 years. Planning compact car using MUL facilities
Nissan			
Skoda	Fabia		To launch by June 2007
Volkswagen	Fox	Getta	

Source: Morgan Stanley Research

Exhibit 16

TAMO Domestic Car Sales and Market Share



Source: SIAM, Morgan Stanley Research

Operating margins to decline by 10 bps over F2008 as increasing proportion of car volumes drag overall margins.

We currently estimate operating margins for F2007 and F2008 to be 12.5% and 12.4% respectively. We believe the increasing proportion of passenger cars in overall unit volumes to drag down the overall operating margins which could be partly offset by de-bottlenecking of capacities and cost reduction initiatives. Further, capital spending on small car project would drag the margins down as we would see significant volumes only by F2009-10. In addition spiraling commodity prices and inability to pass on price increases due to intense competition could further crimp the margins. To sustain them, TAMO has planned Rs10 Bn in cost reductions over the next three years (F2006-09) through outsourcing, value engineering, target costing, global sourcing, productivity and process improvement and vendor rationalization. According to management, the company has achieved roughly Rs4.7 Bn cost reduction in F2006 through these measures.

Valuations

Valuations and Target Price Discussion

In the past 3 and 6 months, TAMO has underperformed the market by 3% and 10% respectively. We expect growth in earnings to moderate over F2006-09, primarily due to the drag on margins from the higher proportion of passenger cars in overall unit volumes, lower unit volumes (especially in the medium commercial vehicles (goods) segment) and higher input costs.

Our Equal-Weight rating is primarily driven by the slowdown in the M&HCV domestic goods segment (especially in the medium / intermediate commercial segment where TAMO has 66% market share), lack of visibility on earnings potential of the small car project, and a drag on margins from increasing proportion of passenger cars (which have lower margins than commercial vehicles) in overall volume. Further, aggressive capex plans are expected to limit the free cash flow generation in the near term.

We are not rating the stock Underweight, as we believe TAMO's market-leading presence in the light commercial goods vehicle segment (66% market share) and increasing exports (11% of overall volumes by F2009) partially offset the decline in unit volumes from the turn in M&HCV domestic (goods) cycle. We could become more negative if the impact from declining sales in M&HCV is more severe than we estimated and / or believe the small car project is a huge drag on the free cash flow and overall profitability of the company.

We could become more positive on the stock if we see signs of successful execution and profitable volumes from the small car project, unlocking of value from subsidiaries (HV Axles Limited, HV Transmission Limited, Tata Technologies Limited and TELCON) and / or valuation becomes attractive.

TAMO currently trades at 17.3X F2008E earnings per share, a 35% premium over the historical average and 23% premium over our coverage universe.

Our target price is based on the F2008 forward market multiple of 14.8 and a relative P/E multiple of 1 (historical median value). We do not assign relative growth premium as we estimate TAMO to post 14.5% CAGR growth over F2006-09E, in line with market expectation. Therefore we arrive at a target price of Rs770, which is 13% downside from current levels of Rs885 and hence we rate the stock Equal-Weight with an In-line view for the industry. The key risks to our

target price are slowdown in industrial growth, a rise in interest rates and continuing increases in steel prices.

Exhibit 17

Target Price Computation

Rel P/E	1.0
Fwd P/E	14.8
Relative Growth Premium	0%
Target P/E	14.8
F2008E EPS (Rs)	52.0
Target Price (Rs)	770

Source: Morgan Stanley Research

Scenario Analysis

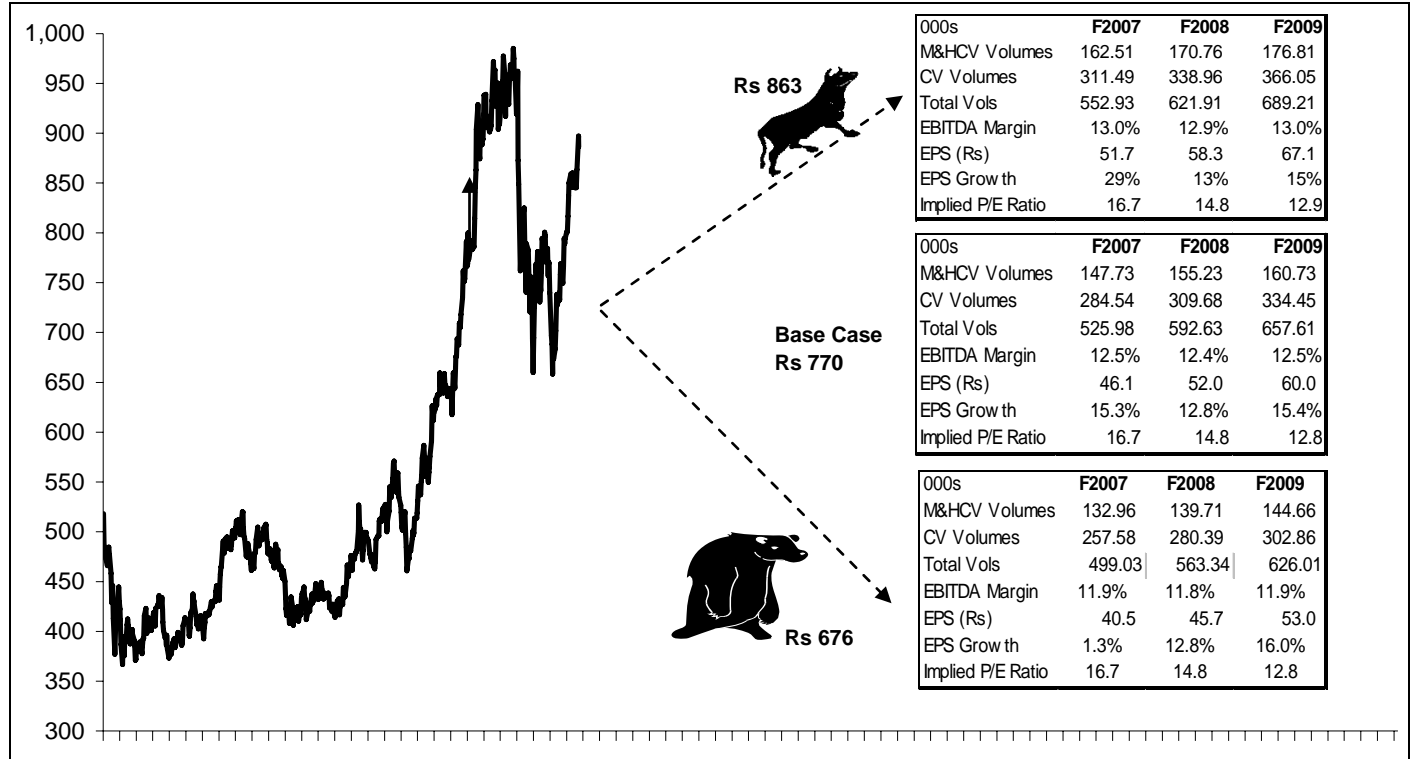
Our Base-case scenario (Rs770) assumes TAMO will post 5.2% CAGR growth over F2006-09E with TAMO CV volumes to grow by 11% CAGR and total unit volumes to grow by 13% over F2006-09E. We are assuming that sluggish growth in medium commercial vehicles will be offset by strong growth generated in heavy and light goods commercial vehicles. We assume the small car project will clock up modest volumes of 30,000 and 50,000 units in F2008 and F2009 respectively. EBITDA margins could be at 12.4% and 12.5% levels in F2008 and F2009 respectively.

Our Bull-case scenario (Rs863) assumes strong growth in heavy commercial vehicles. This would enable TAMO to post 9% CAGR growth over F2006-09E, in turn leading to higher capacity utilization of its plant. Its plant should be flexible enough to make more heavy than medium trucks, whose growth is expected to be sluggish. Therefore CV volumes for TAMO should grow by 14% CAGR with EBITDA margins improving by 50 bps to 13% in F2009. We also assume that the small car project is successful and TAMO is able to derive strong volumes from the project, which is being set up with an initial capacity of 1.35 Mn units. However we are not factoring any success of the small car project in our Bull valuations, due to a paucity of information

Our Bear-case scenario (Rs676) assumes that the growth in M&HCV is subdued and TAMO capacity utilization declines, as the plant is not flexible enough to shift production between medium and heavy commercial vehicles. Therefore TAMO would post CAGR growth of 2% in M&HCV with total CV volumes growing 7% CAGR over F2006-09E. This would lead to decline in EBITDA margins of 60 bps to 11.9% by F2009. We also assume that the small car project is not successful and is unable to clock up desired volumes, which would further erode margins for F2009 (first full year of operation for small car).

Exhibit 18

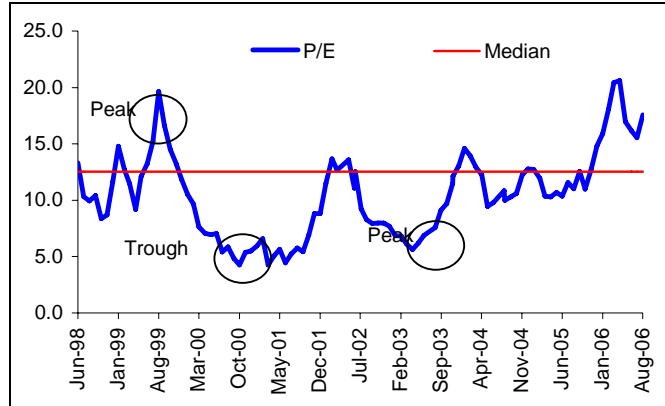
Bull, Bear and Base Cases, F2007-F2009E



Source: Company data, Morgan Stanley Research

Exhibit 19

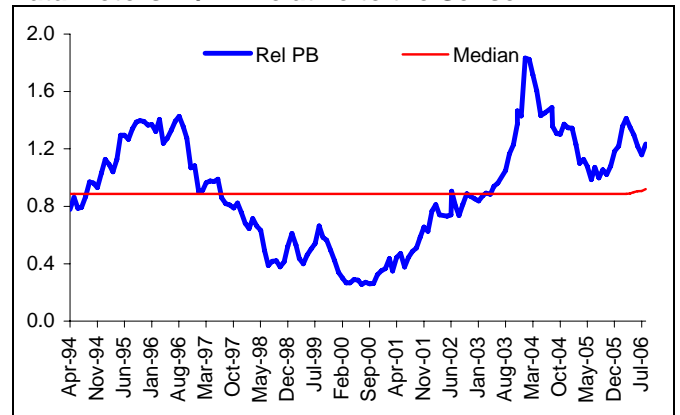
Tata Motors: One-Year Forward P/E



Source: Bloomberg, Morgan Stanley Research
 Note: Peak Trough Cycle calculated based on Industry Note: India Commercial Vehicles Exhibit 1

Exhibit 22

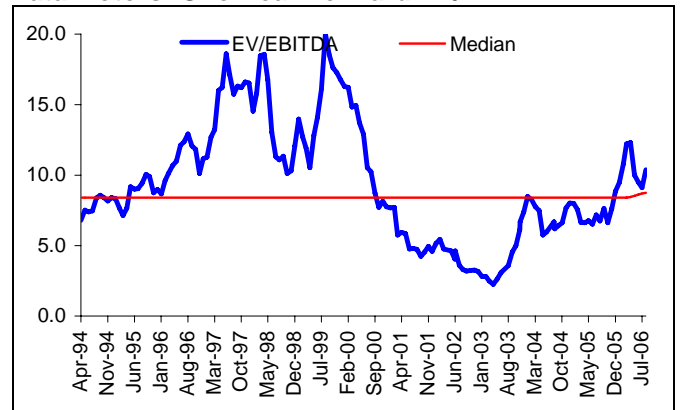
Tata Motors: P/BV Relative to the Sensex



Source: Bloomberg, Morgan Stanley Research

Exhibit 23

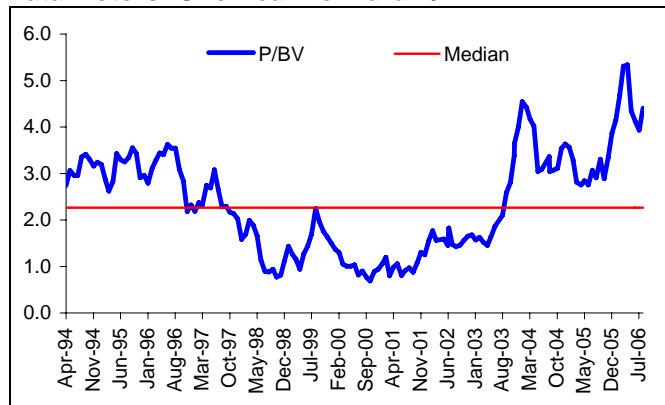
Tata Motors: One-Year Forward EV/EBITDA



Source: Bloomberg, Morgan Stanley Research

Exhibit 20

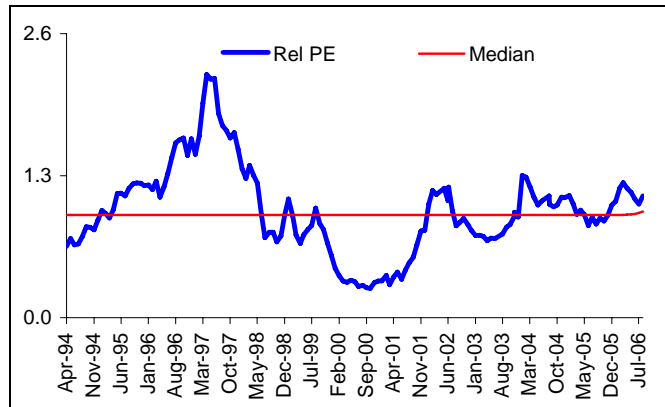
Tata Motors: One-Year Forward P/BV



Source: Bloomberg, Morgan Stanley Research

Exhibit 21

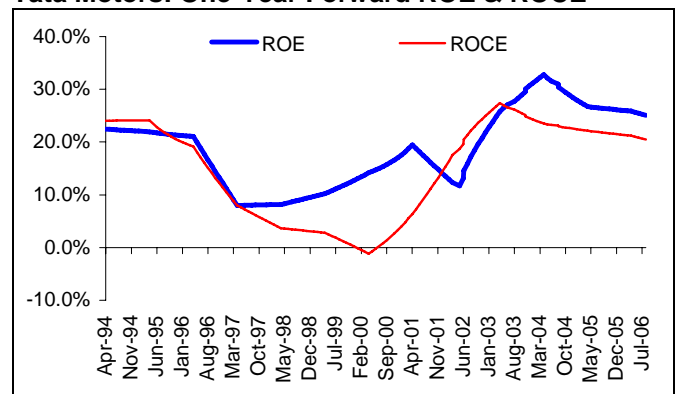
Tata Motors: P/E Relative to the Sensex



Source: Bloomberg, Morgan Stanley Research

Exhibit 24

Tata Motors: One-Year Forward ROE & ROCE



Source: Bloomberg, Morgan Stanley Research

Exhibit 25

Auto Valuations, 6 Sept, 2006

	MS		P/E			P/B			EV/EBITDA		
	Price (Rs)	Rating	F2006	F2007E	F2008E	F2006	F2007E	F2008E	F2006	F2007E	F2008E
Mahindra & Mahindra	645	OW	15.0	12.4	10.0	4.8	3.7	2.8	15.7	12.7	10.0
Maruti	893	EW	20.8	17.8	16.2	4.7	3.8	3.2	12.1	10.3	8.9
Tata Motors	884	EW	22.1	19.2	17.0	5.9	5.0	4.0	13.6	11.4	10.0
Ashok Leyland	44	OW	18.8	15.6	12.1	4.1	3.6	3.2	10.4	8.6	6.5
4 Wheeler Sector		Attractive	19.2	16.1	13.9	5.0	4.0	3.3	13.2	11.0	9.3

	Price	Market	EBITDA Margin			ROE (%)			ROCE (%)		
	Target	Cap (\$Mn)	F2006	F2007E	F2008E	F2006	F2007E	F2008E	F2006	F2007E	F2008E
Mahindra & Mahindra	800	3,440	12.0%	12.3%	12.8%	23.6	20.7	19.5	17.2	16.8	16.8
Maruti	760	5,601	15.8%	15.8%	16.0%	24.5	23.1	20.9	22.8	22.0	20.3
Tata Motors	770	6,941	12.5%	12.5%	12.4%	26.7	23.7	20.2	18.0	17.0	15.5
Ashok Leyland	50	1,272	10.1%	11.1%	12.2%	24.2	24.8	28.0	14.3	16.6	19.9
4 Wheeler Sector		17,253	13.0%	13.2%	13.4%	25.9	24.9	23.5			

E = Morgan Stanley Research estimates. Source: Morgan Stanley Research

Appendix A: Subsidiaries

Key Subsidiaries:

Tata Daewoo has captured nearly 25% market share in the Korean market, posting 35% and 160% growth in revenues and net earnings in F2006. It seems poised for strong growth in Korean markets. We estimate Tata Daewoo to post 28% growth in earnings over F2006-09E

Tata Construction (Telcon), a 60:40 JV with Hitachi Construction Company (HCV). TAMO recently divested 20% of its stake to HCV. It has posted 39% and 113% YoY growth revenues and net earnings in F2006. We expect growth momentum for the company to accelerate with HCV planning to outsource machine and components to Telcon for its global network as Telcon and HCV set up a joint product development facility in India. Some of the newer products that could be introduced by the company include bulldozers, compactors and cranes. We expect Telcon to post 18% growth over F2006-09E

With the acquisition of Incat International Plc, **Tata Technologies (TTL)** posted Rs8.5 Bn of revenues in F2006. TTL now has broader presence in markets in North America,

Europe and Asia Pacific with customer bases in automotive, aerospace and manufacturing industries. Prior to this acquisition, approximately 60-65% of Tata Technologies' revenues were derived from Tata Motors; post acquisition, these could decline to 10-15%. We expect TTL to post 25% growth over F2006-09E.

Tata Motors Finance (TMF) has posted 61% growth in disbursements in F2006 and has increased its market share to 24% in the vehicle financing industry, becoming the third largest player in vehicle finance in the country. TMF at present finances 24% of domestic sales of TAMO and TAMO is looking at increasing it to 40% by F2010. TMF has also started financing Fiat vehicles, in the wake of the tie-in between Fiat and TAMO for passenger cars. TAMO is forming an NBFC to move the vehicle financing business, which would release capital from TAMO's books to follow the aggressive capex planned over F2006-09E. We estimate the NBFC to post net earnings of Rs2.1 Bn and Rs3.3 Bn in F2008E and F2009E and contribute 10-12% of consolidated earnings in F2008 and F2009 respectively.



ModelWare is Morgan Stanley's new system for helping investors and analysts to uncover value, free from the distortions and ambiguities created by accounting data. Morgan Stanley has dissected and fundamentally redefined the components of corporate valuation, giving clients more consistent definitions, more comparable data, and more flexible analytic tools. ModelWare makes investment insights easier by making value more visible.

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	Count	% of Total	Count	% of Total IBC	% of Rating Category
Overweight/Buy	784	39%	294	44%	38%
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Underweight/Sell	332	17%	74	11%	22%
Total	2,004		665		

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Attractive (A): The analyst expects the performance of his or her industry coverage universe over the next 12-18 months to be attractive vs. the relevant broad market benchmark, as indicated below.

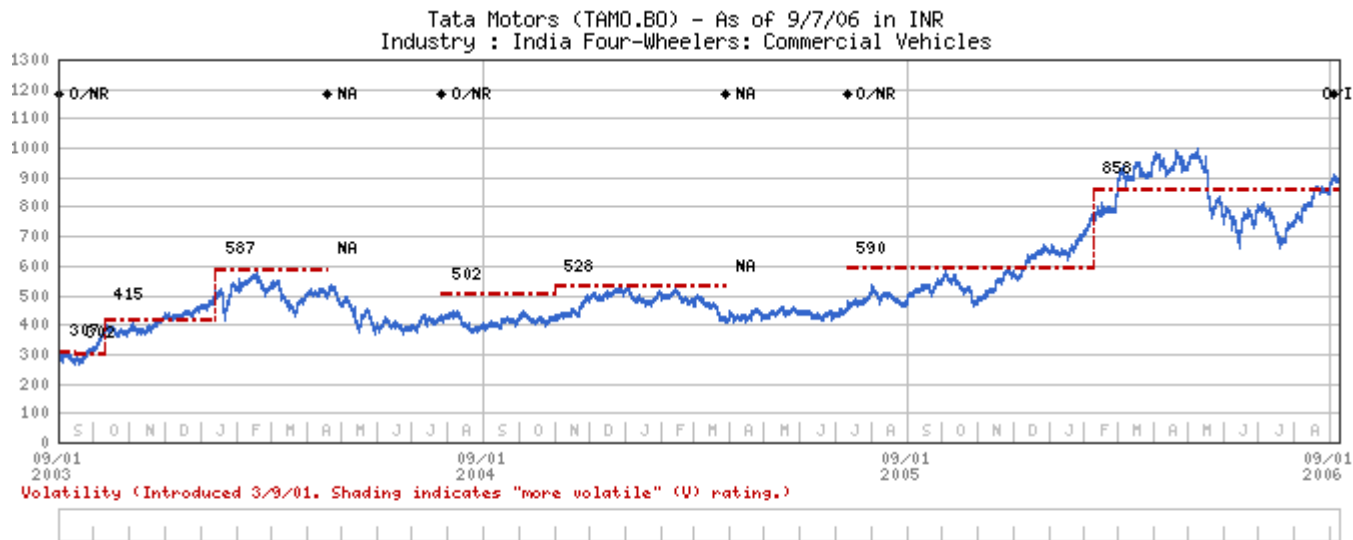
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Stock Price, Price Target and Rating History (See Rating Definitions)



Stock Rating History: 5/17/02 : O/NR; 4/20/04 : NA; 7/26/04 : O/NR; 3/28/05 : NA; 7/11/05 : O/NR; 9/4/06 : O/I
 Price Target History: 8/21/03 : 307; 9/15/03 : 302; 10/10/03 : 415; 1/14/04 : 587; 4/20/04 : NA; 7/26/04 : 502;
 11/1/04 : 528; 3/28/05 : NA; 7/11/05 : 590; 2/8/06 : 858

Source: Morgan Stanley Research Date Format : MM/DD/YY Price Target -- No Price Target Assigned (NA)
 Stock Price (Not Covered by Current Analyst) — Stock Price (Covered by Current Analyst) ■
 Stock Ratings abbreviated as below (Effective 3/18/02, ratings appear as Stock Ratings/Industry View) ♦
 Stock Ratings as of 3/18/02: Overweight (O) Equal-weight (E) Underweight (U) More Volatile (V) No Rating Available (NAU)
 Stock Ratings prior to 3/18/02: Strong Buy (SB) Outperform (OP) Neutral (N) Underperform (UP) No Rating Available (NAU)
 Industry View: Attractive (A) In-line (I) Cautious (C) No Rating (NR)

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**Industry Coverage: India Four-Wheelers:
Commercial Vehicles**

<u>Company (Ticker)</u>	<u>Rating (as of)</u>	<u>Price (09/07/2006)</u>
Balaji Jayaraman		
Ashok Leyland Ltd. (ASOK.BO)	O (09/08/2006)	Rs43.30
Mahindra & Mahindra (MAHM.BO)	O (09/08/2006)	Rs644.70
Tata Motors (TAMO.BO)	E (09/08/2006)	Rs897.35

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