13th August, 2015

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza
Bandra-Kurla Complex
Mumbai 400 051

Dear Sirs,

Re: Disclosure of Voting Results at the 78th Annual General Meeting of the Company held on 13th August, 2015 as per Clause 35A of the Equity Listing Agreement

As per the requirement of Clause 35A of the Listing Agreement, we give below the details of voting results at the 78th Annual General Meeting of the Company held on 13th August, 2015 as per the format prescribed under the said clause.

Details of Voting Results:

Date of the AGM	13th August, 2015
Total number of shareholders on record date Book closure: 30th July,2015 to 13th August,2015 (both days inclusive) Cut-off date for e-voting : 6th August, 2015	25016
No. of Shareholders present in the meeting either in Person or through proxy: - Promoters and Promoter Group - Public	 4 43
No. of Shareholders attended the Meeting through video conferencing	Not applicable

....2/-

Agenda-wise:

Item No.	Details of Agenda	Resolutions Required (Ordinary/ Special)	Mode of Voting (Show of hands/poll/postal ballot/E-voting)	Remarks
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2015, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
2.	Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2015, together with the Report of the Auditors thereon.	Ordinary	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
3.	Declaration of dividend for the financial year 2014-15.	Ordinary	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
4.	Appointment of Mr. F.N. Subedar (DIN No.00028428), Director of the Company who retires by rotation and is eligible for re-appointment.	Ordinary	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
5.	Appointment of Auditors and to fix their remuneration.	Ordinary	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
6.	Appointment of Ms. Vedika Bhandarkar (DIN: 00033808) as an Independent Director of the Company.	Ordinary	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
7.	Re-appointment of Mr. A N Dalal (DIN No.00297603) as an Executive Director of the Company.	Ordinary	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority
8.	Payment of Commission to Non-Whole time Directors of the Company.	Ordinary	E-voting, Ballot & voting at AGM	The Resolution was passed with requisite majority

The combined results of voting through E-voting, Ballot Forms received through post and voting done at the Annual General Meeting through Ballot Papers are enclosed. The Scrutinizer's Report on the combined results is also enclosed.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Yours faithfully,
Tata Investment Corporation Limited

(Manoj Kumar C V)
Chief Financial Officer
& Company Secretary

TATA INVESTMENT CORPORATION LIMITED
Elphinstone Building 10 Veer Nariman Road Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 7917 e-mail ticl@tata.com
website www.tatainvestment.com CIN L67200MH1937PLC002622

TATA INVESTMENT CORPORATION LIMITED

Agenda-wise

In case of Poll/Postal ballot/E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 1 : To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / Evoting / Poll								
	Promoter/Public	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	40228931	40228931	100.00	40228931	0	100	0
2	Public - Institutional holders	3562267	2222523	62.39	2222523	0	100	0
3	Public-Others	11304098	216696	1.92	216693	3	100	0
	Grand Totals	**55095296**	**42668150**	**77.44**	**42668147**	**3**	**100**	**0**

TATA INVESTMENT CORPORATION LTD. MUMBAI

Tata Investment Corporation Limited

(Manoj Kumar C. V.)
Chief Financial Officer & Company Secretary

TATA INVESTMENT CORPORATION LIMITED

Agenda-wise

In case of Poll/Postal ballot/E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 2 : To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Report of the Auditors thereon. (Ordinary Resolution)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / Evoting / Poll								
	Promoter/Public	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	40228931	40228931	100.00	40228931	0	100	0
2	Public - Institutional holders	3562267	2222523	62.39	2222523	0	100	0
3	Public-Others	11304098	216441	1.91	216438	3	100	0
	Grand Totals	**55095296**	**42667895**	**77.44**	**42667892**	**3**	**100**	**0**

TATA INVESTMENT CORPORATION LTD. MUMBAI

Tata Investment Corporation Limited

(Manoj Kumar C. V.)
Chief Financial Officer & Company Secretary

TATA INVESTMENT CORPORATION LIMITED

Agenda-wise

In case of Poll/Postal ballot/E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 3 : To declare a dividend on Ordinary Shares for the year ended 31st March, 2015.(Ordinary Resolution)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / Evoting / Poll								
	Promoter/Public	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	40228931	40228931	100.00	40228931	0	100	0
2	Public - Institutional holders	3562267	2222523	62.39	2222523	0	100	0
3	Public-Others	11304098	216441	1.91	216441	0	100	0
	Grand Totals	**55095296**	**42667895**	**77.44**	**42667895**	**0**	**100**	**0**

TATA INVESTMENT CORPORATION LTD. MUMBAI

Tata Investment Corporation Limited

(Manoj Kumar C. V.)
Chief Financial Officer & Company Secretary

TATA INVESTMENT CORPORATION LIMITED

Agenda-wise

In case of Poll/Postal ballot/E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 4 : To appoint a Director in place of Mr. F.N. Subedar (DIN No.00028428), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / Evoting / Poll								
	Promoter/Public	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	40228931	40228931	100.00	40228931	0	100	0
2	Public - Institutional holders	3562267	2211379	62.08	2206311	5068	99.77	0.23
3	Public-Others	11304098	216151	1.91	215753	398	99.82	0.18
	Grand Totals	**55095296**	**42656461**	**77.42**	**42650995**	**5466**	**99.99**	**0.01**

TATA INVESTMENT CORPORATION LTD. MUMBAI

Tata Investment Corporation Limited

(Manoj Kumar C. V.)
Chief Financial Officer & Company Secretary

TATA INVESTMENT CORPORATION LIMITED

Agenda-wise

In case of Poll/Postal ballot/E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 5 : To appoint Auditors and to fix their remuneration. (Ordinary Resolution)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / Evoting / Poll								
	Promoter/Public	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	40228931	40228931	100.00	40228931	0	100	0
2	Public - Institutional holders	3562267	1464960	41.12	1459892	5068	99.65	0.35
3	Public-Others	11304098	216411	1.91	216351	60	99.97	0.03
	Grand Totals	**55095296**	**41910302**	**76.07**	**41905174**	**5128**	**99.99**	**0.01**

TATA INVESTMENT CORPORATION LTD. MUMBAI

Tata Investment Corporation Limited

(Manoj Kumar C. V.)
Chief Financial Officer & Company Secretary

TATA INVESTMENT CORPORATION LIMITED

Agenda-wise

In case of Poll/Postal ballot/E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 6 : To appoint Ms. Vedika Bhandarkar as an Independent Director. (Ordinary Resolution)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / Evoting / Poll								
	Promoter/Public	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	40228931	40228931	100.00	40228931	0	100	0
2	Public - Institutional holders	3562267	1464660	41.12	1464660	0	100	0
3	Public-Others	11304098	214363	1.90	212333	2030	99.05	0.95
	Grand Totals	**55095296**	**41907954**	**76.06**	**41905924**	**2030**	**100.00**	**0**

TATA INVESTMENT CORPORATION LTD. MUMBAI

Tata Investment Corporation Limited

(Manoj Kumar C. V.)
Chief Financial Officer & Company Secretary

TATA INVESTMENT CORPORATION LIMITED

Agenda-wise

In case of Poll/Postal ballot/E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 7 : To re-appoint of Mr. A.N. Dalal as an Executive Director of the Company. (Ordinary Resolution)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / Evoting / Poll								
	Promoter/Public	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	40228931	40228931	100.00	40228931	0	100	0
2	Public - Institutional holders	3562267	1464956	41.12	1464956	0	100	0
3	Public-Others	11304098	214514	1.90	214061	453	99.79	0.21
	Grand Totals	**55095296**	**41908401**	**76.07**	**41907948**	**453**	**100**	**0**

TATA INVESTMENT CORPORATION LTD. MUMBAI

Tata Investment Corporation Limited

(Manoj Kumar C. V.)
Chief Financial Officer & Company Secretary

TATA INVESTMENT CORPORATION LIMITED

Agenda-wise

In case of Poll/Postal ballot/E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 8 : Payment of Commission to Non-Whole time Directors of the Company (Ordinary Resolution)

Details for reporting as per Clause 35A of listing agreement based on result of Ballot / Evoting / Poll								
	Promoter/Public	**No. of Shares Held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes - in favour**	**No. of Votes - against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	40228931	40228931	100.00	40228931	0	100	0
2	Public - Institutional holders	3562267	1464660	41.12	1464660	0	100	0
3	Public-Others	11304098	214514	1.90	213253	1261	99.41	0.59
	Grand Totals	**55095296**	**41908105**	**76.06**	**41906844**	**1261**	**100**	**0**

TATA INVESTMENT CORPORATION LTD. MUMBAI

Tata Investment Corporation Limited

(Manoj Kumar C. V.)
Chief Financial Officer & Company Secretary

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

AGM

To,
The Chairman
Tata Investment Corporation Limited
Elphinstone Building, 10 Veer Nariman Road,
Mumbai-400001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Tata Investment Corporation Limited held on Thursday, August 13, 2015 at 10.30 a.m.

I, Mitesh Dhabliwala, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Investment Corporation Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of Tata Investment Corporation Limited held on Thursday, August 13, 2015 at 10.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 13, 2015.

The Notice dated May 25, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Ltd. (NSDL) for conducting remote e-voting by the Shareholders of the Company.

TATA INVESTMENT CORPORATION LTD. MUMBAI

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility or by physical ballot.

The shareholders of the company holding shares as on the "cut-off" date of August 6, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Monday, August 10, 2015 at 09:00 a.m. (IST) and ended on Wednesday, August 12, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized. Votes cast through Physical ballot forms received upto Saturday, August 08, 2015 were also considered.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Ltd. (NSDL) e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.





Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
182	4,26,68,147	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
5	1,409

TATA INVESTMENT CORPORATION LTD. MUMBAI

PARIKH & ASSOCIATES COMPANY SECRETARIES MUMBAI

Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Report of the Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
181	4,26,67,892	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	3	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	1,664

PARIKH & ASSOCIATES * COMPANY SECRETARIES * MUMBAI

TATA INVESTMENT CORPORATION LTD. * MUMBAI

Resolution 3: Ordinary Resolution

To declare a dividend on Ordinary Shares for the year ended 31st March, 2015.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
182	4,26,67,895	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	1,664

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

TATA INVESTMENT CORPORATION LTD. MUMBAI

Resolution 4: Ordinary Resolution

To appoint a Director in place of Mr. F.N. Subedar (DIN No. 00028428), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
175	4,26,50,995	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7	5,466	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
4	1,594

TATA INVESTMENT CORPORATION LTD. MUMBAI

PARIKH & ASSOCIATES COMPANY SECRETARIES MUMBAI

Resolution 5: Ordinary Resolution

To appoint Auditors and to fix their remuneration.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
175	4,19,05,174	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	5,128	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	1,664

TATA INVESTMENT CORPORATION LTD. MUMBAI

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 6 : Ordinary Resolution

Appointment of Ms. Vedika Bhandarkar (DIN No. 00033808) as an Independent Director.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
174	4,19,05,924	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	2,030	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	3,231

PARIKH & ASSOCIATES COMPANY SECRETARIES MUMBAI

INDIA INVESTMENT CORPORATION LTD. MUMBAI

Resolution 7: Ordinary Resolution

Re-appointment of Mr. A.N. Dalal as an Executive Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
172	4,19,07,948	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	453	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	3,231

TATA INVESTMENT CORPORATION LTD. MUMBAI

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 8: Ordinary Resolution

Payment of Commission to Non-Whole time Directors of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
159	4,19,06,844	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	1,261	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
6	3,231

Thanking you,
Yours faithfully,

Mitesh Dhabliwala
Parikh & Associates
Practicing Company Secretaries
ACS: 24539 CP No.: 9511
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp.Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai
Dated: August 13, 2015