28th June, 2019

The General Manager
Department of Corporate Services – Listing
Corporate Relationship Department
BSE Ltd.
Mumbai.

Scrip Code : 501301

Asst. Vice President
National Stock Exchange of India Ltd
Bandra Kurla Complex
Bandra (East)
Mumbai.

Code: TATAINVEST

Dear Sir,

Sub: Notice of 82nd Annual General Meeting

Pursuant to Regulation 30 read with Schedule III Part A Paragraph A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 82nd Annual General Meeting of the Company to be held on Tuesday, 30th July, 2019 at 10.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai 400 020.

Thanking you,

Yours faithfully,
TATA INVESTMENT CORPORATION LIMITED

(MANOJ KUMAR C V)
CHIEF FINANCIAL OFFICER
COMPANY SECRETARY

Encl: as above

NOTICE

Notice is hereby given that the **EIGHTY SECOND ANNUAL GENERAL MEETING (AGM) OF TATA INVESTMENT CORPORATION LIMITED** will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC) IMC Building, IMC Marg, Churchgate, Mumbai 400 020, on **Tuesday, 30th July, 2019 at 10.30 a.m.** to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon.
3. To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2019.
4. To appoint a Director in place of Mr. Noel N. Tata (DIN 00024713), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

5. **Re-appointment of Mr. Zubin Dubash as an Independent Director :**

   To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Zubin Dubash (DIN 00026206), who was appointed as an Independent Director at the seventy-seventh Annual General Meeting of the Company and who holds office up to 4th August, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing with effect from 5th August, 2019 upto 16th March, 2020."

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of the business under Item No. 5 above is annexed hereto. The relevant details of the Director seeking re-appointment under Item Nos. 4 and 5 above, pursuant to Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable.

Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the company, authorizing them to attend and vote on their behalf at the AGM.

Members, proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

3. A route map giving directions to reach the venue of the 82nd AGM of the Company is given at the end of the Report.

4. **Process and manner for Members opting for e-voting through electronic means :**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 82nd AGM by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Ltd. ("NSDL").

The process and manner to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below :

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' Section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below :

   a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve the 'initial password', you need to enter the 'initial password' and system will force you to change the password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file us your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) if your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password :

a) Click on **"Forgot user details/Password?"** (if you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b) **Physical User Reset Password?**(If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get your password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, click on Agree to "terms and conditions" by selecting the checkbox.

8. Now, you will have to click on "login" button.

9. After you click on the "login" button, Home page of your e-voting will open.

Details on Step 2 are given below :

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote The EVEN for Tata Investment Corporation Limited is 110825.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders :

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized

signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to ticl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

   In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

5. **General instructions/information for Members for voting on the Resolutions :**

   a) Members holding shares in either physical or dematerialised form as on **Tuesday, 23rd July, 2019**, (**"Cut-Off Date"**), may cast their votes electronically. The e-voting period for the Members who hold shares as on the Cut-Off Date commences on **Friday, 26th July, 2019 (9.00 a.m. IST)** and ends on **Monday, 29th July, 2019 (5.00 p.m. IST)**. The e-voting module shall be disabled by NSDL for voting thereafter.

   Facility of voting through ballot paper shall be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

   b) Members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.

   A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes than the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

   c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on Cut–Off Date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

   d) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-Off Date may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com

   e) Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him, Ms. Sarvari Shah (Membership No. FCS 9697) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.

   f) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, and thereafter unblock the votes cast through remote e-voting, in the presence of atleast two (2) witnesses not in the employment of the Company.

   g) The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make, not later than 48 hours from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

   h) The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's Registered Office, Company's website www.tatainvestment.com and on the website of NSDL

immediately after their declaration, and shall also be communicated to the Stock Exchanges where the Company is listed, viz. Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

i) Subject to the receipt of requisite number of votes, the Resolution forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. **Tuesday, 30th July, 2019**.

j) In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

6. **Book Closure and Dividend :**

a) **The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, 17th July, 2019 to Tuesday, 23rd July, 2019 (both days inclusive).**

b) If dividend on Equity Shares, as recommended by the Board, is approved by the shareholders at the AGM, it will be paid on or after Thursday, 1st August, 2019, as under:

(i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on the end of 16th July, 2019.

(ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid requests for transmission or transposition of shares lodged with the Company on or before the close of business hours on 16th July, 2019.

7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019 except in case of request received for transmission or transposition of securities, in view of this and to eliminate all risks associated with physical shares and for ease of portfolio managements, members holding shares in physical form are requested to consider converting their shares holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agent–TSR Darashaw Limited ("TSRDL") for assistance in this regard.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates to consolidate their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

8. **Payment of dividend through electronic means :**

a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance of dividend electronically through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Folio Number along with an original cancelled cheque, to the Company's Share Registrar and Transfer Agents, TSR Darashaw Ltd.). Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

c) In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to receive dividend.

9. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrar and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrar and Transfer Agents.

10. Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrar and Transfer Agents - TSRDL, for assistance in this regard.

11. **Nomination Facility :**

As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No.SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrar and Transfer Agents - TSRDL. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

12. **Unclaimed Dividends :**

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government.

Further attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to Unpaid Dividend Account of the Company.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred all shares in respect of which dividend declared for the financial year 2010-11 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the website of the Company to ascertain details of shares transferred to IEPF Authority.

The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2010-11, from time to time, to the Fund. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with Company on the website of the Company and the same can be accessed through the link: https://www.tatainvestment.com/images/Details-of-Unpaid-Unclaimed-Dividend.pdf. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2012 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of the dividend/shares to the Fund/IEPF Authority.

Members/Claimants whose shares, unclaimed dividend, sales proceeds of fractional shares etc. have been transferred to the IEPF Authority or the Fund, as the case maybe, may claim the shares or apply for the refund by making an application to the IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

13. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrar and Transfer Agent.

14. **Updation of Member's Details :**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company / Share Registrar and Transfer Agents to record additional details of members, including their PAN details,

email address, bank details for payment of dividend etc. A form for capturing the additional details is appended in this Annual Report.

Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrar and Transfer Agents - TSRDL. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

15. Electronic copy of the Annual Report for 2018-19 is being sent to all Members whose email addresses are registered with the Company / Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent through the permitted mode.

16. To support the "Green Initiative", Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrar and Transfer Agent - TSRDL. Members holding shares in electronic form are requested to register their email IDs with their Depository Participants.

17. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at www.tatainvestment.com

By Order of the Board of Directors

MANOJ KUMAR C V
Chief Financial Officer &
Company Secretary

Mumbai, 10th May, 2019

Registered Office:
Tata Investment Corporation Limited
CIN L67200MH1937PLC002622
Elphinstone Building
10 Veer Nariman Road
Mumbai 400 001
Tel. No. 022 6665 8282, Fax No. 022 6665 7917
E-mail address: ticl@tata.com
Website: www.tatainvestment.com

EXPLANATORY STATEMENT

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business under Item No.5 of the accompanying Notice dated 10th May, 2019.

ITEM NO. 5:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Zubin Dubash (DIN 00026206) as Independent Director, not liable to retire by rotation, for a second term from 5th August, 2019 to 16th March, 2020. Mr. Dubash was appointed as Independent Director at the seventy seventh Annual General Meeting ("AGM") of the Company and holds office up to 4th August, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Zubin Dubash would be beneficial

to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Zubin Dubash holds a Bachelor's Degree in Commerce from Mumbai University and has done Masters in Business Administration from The Wharton School, Philadelphia. He is a Chartered Accountant from the Institute of Chartered Accountants, England and Wales and has over 39 years of international experience in finance and business development. Mr. Zubin Dubash was Executive President of ATC Tires Private Limited. He was the Managing Director and Head India, DSP Merrill Lynch Limited., Global Private Equity and the Group CFO and a key member of the leadership team of WNS Holdings Limited (NYSE listed company). Presently, he is Chief Operating Officer of Warburg Pincus India Private Limited.

Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Zubin Dubash as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. Zubin Dubash and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

Mr. Zubin Dubash is not related to any other Directors and Key Managerial Personnel of the Company. The details of the Director along with a brief resume is given in the Annexure to the Notice.

By Order of the Board of Directors

MANOJ KUMAR C V
Chief Financial Officer &
Company Secretary

Mumbai, 10th May, 2019

Registered Office:
Tata Investment Corporation Limited
CIN L67200MH1937PLC002622
Elphinstone Building
10 Veer Nariman Road
Mumbai 400 001
Tel. No. 022 6665 8282, Fax No. 022 6665 7917
E-mail address: ticl@tata.com
Website: www.tatainvestment.com

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

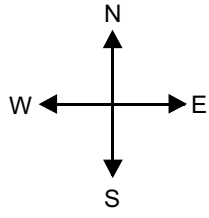
Name of the Director	**Mr. Noel N. Tata**	**Mr. Zubin Dubash**
Director Identification No. (DIN)	00024713	00026206
Date of Birth	12.11.1956	16.08.1959
Date of first Appointment	09.06.2004	17.03.2010
Expertise in specific functional areas	Marketing, Administration & Investments	Investment & Finance
Qualifications	B.A. (Economics) University of Sussex IEP, INSEAD, France	B.Com., (Hons.) ACA (England and Wales), MBA (Wharton)
No. of Shares held in the Company (as on 31.3.2019)	19,145 Ordinary Shares	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None	None
Directorships held in other public companies (excluding Section 8, private and foreign companies) (as on 31.3.2019)	Trent Ltd. (Chairman) Tata International Ltd. (Managing Director) Voltas Ltd. Titan Company Ltd. Kansai Nerolac Paints Ltd. The Cricket Club of India Ltd.	Trent Ltd.
Position held in mandatory Committees (i.e., Audit Committee and Stakeholders' Relationship Committee) of other public companies	Trent Ltd. (Member: Audit Committee) Voltas Ltd. (Chairman: Shareholders'/Investors Grievance Committee) Kansai Nerolac Paints Ltd. (Member: Audit Committee)	Trent Ltd. (Member: Audit Committee)

For other details such as number of meetings of the Board attended during the year and remuneration drawn in respect of Mr. Noel N. Tata and Mr. Zubin Dubash, please refer to the Corporate Governance Report.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING
ON TUESDAY, 30TH JULY, 2019 AT 10.30 a.m.



Walchand Hirachand Hall, 4th Floor,
Indian Merchants'Chamber (IMC) IMC Building,
IMC Marg, Churchgate, Mumbai 400 020
Landmark : Near Churchgate Railway Station



Map not to Scale

Form No. SH-14
Cancellation or Variation of Nomination
[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and Rule 19(9) of
The Companies (Share Capital and Debentures) Rules, 2014]

To,
TSR Darashaw Ltd.
Unit : Tata Investment Corporation Limited
6-10 Haji Moosa Patrawala Industrial Estate,
20 Dr. E. Moses Road, Mahalaxmi,
Mumbai 400 011.

I/We hereby cancel the nomination(s) made by me/us in favour of _____ (name(s) and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE/S –

i. Name :
ii. Date of Birth :
iii. Father's / Mother's / Spouse's name :
iv. Occupation :
v. Nationality :
vi. Address :
vii. E-mail Id. & Telephone No :
viii. Relationship with the security holder :

(b) IN CASE NEW NOMINEE IS A MINOR –

i. Date of birth :
ii. Date of attaining majority :
iii. Name of guardian :
iv. Address of guardian :

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --

i. Name :
ii. Date of Birth :
iii. Father's / Mother's / Spouse's name :
iv. Occupation :
v. Nationality :
vi. Address :
vii. E-mail id. & Telephone No :
viii. Relationship with the security holder(s) :
ix. Relationship with the minor nominee :

Name(s) and Address of Security holder(s) Signature(s)

Name and Address of Witness Signature

To,
TSR Darashaw Ltd.
Unit : Tata Investment Corporation Limited
6-10 Haji Moosa Patrawala Industrial Estate,
20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.

Updation of Shareholder Information

I/ We request you to record the following information against our Folio No :

General Information :

Folio No :	
Name of the first named Shareholder :	
PAN : *	
CIN/ Registration No : * (applicable to Corporate Shareholders)	
Tel No. with STD Code :	
Mobile No :	
E-mail Id :	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC : (11 digit)	MICR : (9 digit)
Bank A/c Type :	Bank A/c No : *
Name of the Bank :	
Bank Branch Address :	

* A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Signature of Sole/ First holder

Place :

Date :

TATA INVESTMENT CORPORATION LIMITED

CIN: L67200MH1937PLC002622

Registered Office: Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001

Tel. No : 022-66658282 Fax No : 022-66657917 E-mail : ticl@tata.com Website : www.tatainvestment.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of The Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	:	
Registered Address	:	
E-mail Id	:	
Folio No./ DP ID-Client ID No	:	

I/ We, being the Member(s) of ..... shares of the above named Company, hereby appoint:

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____or failing him;

(2) Name: _____ Address: _____

E-mail Id:_____ Signature: _____or failing him;

(3) Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/ our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eighty Second Annual General Meeting of the Company, to be held on Tuesday, 30th July, 2019 at 10.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC) IMC Building, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution
Ordinary Business	
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon.
3.	To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2019.
4.	To appoint a Director in place of Mr. Noel N. Tata (DIN 00024713), who retires by rotation and being eligible, offers himself for re-appointment.
Special Business	
5.	Re-appointment of Mr. Zubin Dubash (DIN 00026206) as an Independent Director

Signed this _____ day of _____ 2019

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix Revenue Stamp

NOTES :

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001 not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. For the Resolutions, and Notes, please refer to the Notice of the Eighty Second Annual General Meeting.

TATA INVESTMENT CORPORATION LIMITED

CIN : L67200MH1937PLC002622
Registered Office : Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001
Tel. No. : 022-66658282 Fax No. : 022-66657917 E-mail : ticl@tata.com Website : www.tatainvestment.com

ATTENDANCE SLIP

82ND ANNUAL GENERAL MEETING ON TUESDAY, THE 30TH JULY, 2019 AT 10.30 A. M.

at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC) IMC Building, IMC Marg, Churchgate, Mumbai 400 020.

I / We hereby record my / our presence at the EIGHTY SECOND ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC) IMC Building, IMC Marg, Churchgate, Mumbai 400 020, on Tuesday, 30th July, 2019 at 10.30 a.m.

Member's Folio / DP ID-Client ID No.	Member's / Proxy's name in Block Letters	Member's / Proxy's Signature

NOTES:

1. Only Member / Proxyholder can attend the Meeting.
2. Please complete the Folio / DP Client ID No. and name of the Member / Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder / Proxy holder desiring to attend the Meeting should bring his / her copy of the Annual Report for reference at the Meeting.