30th July, 2019.

Department of Corporate Services -Listing
Corporate Relationship Department
BSE Ltd.
Mumbai.
Scrip Code : 501 301

National Stock Exchange of India Ltd.
Bandra Kurla Complex
Bandra (East)
Mumbai.
Scrip Code : TATAINVEST

Dear Sir/Madam,

Sub: Proceedings and Voting Results of the 82nd Annual General Meeting (AGM) of Tata Investment Corporation Ltd. ('the Company')

The 82nd AGM of the Company was held today at 10-30 a.m. at the Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Building, IMC Marg, Churchgate, Mumbai 400 020, to transact the following business as stated in the Notice dated 10th May, 2019, convening the AGM.

In this regard, please find enclosed the following:-

1) Summary of the proceedings of the AGM of the Company as required under Regulation 30 read with Part A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations')- **Annexure A**;

2) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure B**;

3) The Scrutinizer's Report dated 30th July, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 **–Annexure C**.

The Meeting concluded at 12.30 p.m.

The Voting Results along with the Scrutinizer's Report is available on the Company's website at www.tatainvestment.com

This is for your information and records.

Yours faithfully,
TATA INVESTMENT CORPORATION LIMITED

(MANOJ KUMAR C V)
CHIEF FINANCIAL OFFICER
& COMPANY SECRETARY

Encls:

ANNEXURE A

Summary of proceedings of the 82nd Annual General Meeting

The 82nd Annual General Meeting (AGM) of Tata Investment Corporation Limited ("the Company") was held today, i.e. Tuesday, 30th July, 2019 at 10-30 a.m at the Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Building, IMC Marg, Churchgate, Mumbai 400 020.

Mr. Noel N. Tata chaired the Meeting. All the Directors of the Company as on date of the Meeting were present at the meeting (including Mr. H.N. Sinor, Chairman of the Audit Committee, Mr. Zubin Dubash, Chairman of the Nomination & Remuneration Committee and Mr. F.N. Subedar, Chairman of the Stakeholders' Relationship Committee). The Representatives of Kalyaniwalla & Mistry LLP., Statutory Auditors, were also present at the meeting. After declaring the requisite quorum to be present, the Chairman called the Meeting to order.

With the consent of the Shareholders present at the meeting, the Notice convening the AGM and the Auditor's Report for the year ended 31st March, 2019 was taken as read. The Chairman then made his opening remarks with respect to Company's performance, Global / Domestic Economic conditions and future outlook.

The Chairman informed the Members that in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations'), the Company has provided to the Members the facility to cast their vote through remote e-voting. Further, the Chairman informed the Members that the facility of voting through Ballot is also made available at the venue of the Meeting for Members who have not cast their vote through the remote e-voting.

The Chairman informed the Members, that the Board of Directors appointed Ms. Sarvari Shah of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting to be conducted at the venue of the AGM.

The Chairman informed the Members about the business to be transacted at the meeting. As per Notice dated 10th May, 2019, convening the 82nd AGM of the Company, the following business was transacted at the Meeting. The following Resolutions set out in the Notice convening the Annual General Meeting were proposed and seconded by members and the voting had been done by remote e-voting and by ballot at the AGM. Resolution Nos. 1 to 4 were Ordinary Resolutions and Resolution No.5 was Special Resolution

1.	Adoption of Audited Standalone Financial Statements for the Financial Year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon.
2.	Adoption of Audited Consolidated Financial Statements for the Financial Year ended 31st March, 2019 and the report of the Auditors thereon.
3.	Declaration of Dividend for the Financial Year 2018-19 as given below : Rs.20/- per ordinary share of face value of Rs.10/- each.
4.	Re-appointment of Mr. Noel N. Tata (DIN: 00024713) as a Director of the Company.
5.	Re-appointment of Mr. Zubin Dubash (DIN: 00026206) as an Independent Director of the Company.

Members present at the Meeting were given an opportunity to ask questions and seek clarification(s). The Chairman appropriately responded to the questions raised.

Post the question and answer session, the Chairman thanked all the Members present at the Meeting and then concluded the Meeting by authorising the Company Secretary to carry out the voting process and declare the voting results. He informed the Members that the voting results will be sent to the Stock Exchanges on which the Company's shares are listed and will also be made available on the website of the Company and the National Securities and Depositories Limited within 48 hours of the conclusion of the Meeting.

Post the conclusion of the voting at the venue, the Scrutinizers' Report was received.

All the Resolutions have been passed with requisite majority.

Yours faithfully,
TATA INVESTMENT CORPORATION LIMITED

(MANOJ KUMAR C V)
CHIEF FINANCIAL OFFICER
& COMPANY SECRETARY

Agm;pro2019

Annexure B

DETAILS OF THE PROCEEDINGS OF THE MEETING

Sr. No.	Particulars	Details
1.	Date of AGM	Tuesday,30th July,2019
2.	Total Number of Shareholders on Record Date	As of Cut- Off date i.e. 23rd July,2019 34262
3.	No. of Shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group: Public:	 5 92
4.	No. of Shareholders attended the meeting through Video Conferencing : Promoters and Promoter Group : Public:	 - -

TATA INVESTMENT CORPORATION LIMITED

(MANOJ KUMAR C V)
CHIEF FINANCIAL OFFICER
& COMPANY SECRETARY

TATA INVESTMENT CORPORATION LIMITED									
Resolution (1)									
Resolution required: (Ordinary / Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					NO				
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.									
	Promoter/Public	Mode of Voting	Total 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	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2544491	1475600	57.99	1475600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1475600	57.99	1475600	0	100.00	0.00
3	Public-Others	E-Voting	10921858	53195	0.49	53093	102	99.81	0.19
		Poll		89017	0.82	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		142212	1.30	142110	102	99.93	0.07
	Total	E-Voting	**50595296**	38657742	76.41	38657640	102	100.00	0.00
		Poll		89017	0.18	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		**38746759**	**76.58**	**38746657**	**102**	**100.00**	**0.00**

Tata Investment Corporation Limited

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

TATA INVESTMENT CORPORATION LIMITED										
Resolution (2)										
Resolution required: (Ordinary / Special)					ORDINARY					
Whether promoter/ promoter group are interested in the agenda/resolution?					NO					
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.										
	Promoter/Public	**Mode of Voting**	**Total 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	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2544491	1475600	57.99	1475600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1475600	57.99	1475600	0	100.00	0.00
3	Public-Others	E-Voting	10921858	53195	0.49	53093	102	99.81	0.19
		Poll		89017	0.82	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		142212	1.30	142110	102	99.93	0.07
	Total	E-Voting	**50595296**	38657742	76.41	38657640	102	100.00	0.00
		Poll		89017	0.18	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		**38746759**	**76.58**	**38746657**	**102**	**100.00**	**0.00**

Tata Investment Corporation Limited

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

TATA INVESTMENT CORPORATION LIMITED									
Resolution (3)									
Resolution required: (Ordinary / Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					NO				
To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2019.									
	Promoter/Public	**Mode of Voting**	**Total 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	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2544491	1475600	57.99	1475600	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1475600	57.99	1475600	0	100.00	0.00
3	Public-Others	E-Voting	10921858	53200	0.49	53132	68	99.87	0.13
		Poll		89017	0.82	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		142217	1.30	142149	68	99.95	0.05
	Total	E-Voting	**50595296**	38657747	76.41	38657679	68	100.00	0.00
		Poll		89017	0.18	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		**38746764**	**76.58**	**38746696**	**68**	**100.00**	**0.00**

Tata Investment Corporation Limited

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

TATA INVESTMENT CORPORATION LIMITED									
Resolution (4)									
Resolution required: (Ordinary / Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					NO				
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									
	Promoter/Public	**Mode of Voting**	**Total 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	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2544491	1475600	57.99	1446567	29033	98.03	1.97
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1475600	57.99	1446567	29033	98.03	1.97
3	Public-Others	E-Voting	10921858	53200	0.49	52676	524	99.02	0.98
		Poll		89017	0.82	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		142217	1.30	141693	524	99.63	0.37
	Total	E-Voting	**50595296**	38657747	76.41	38628190	29557	99.92	0.08
		Poll		89017	0.18	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		**38746764**	**76.58**	**38717207**	**29557**	**99.92**	**0.08**

Tata Investment Corporation Limited

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

TATA INVESTMENT CORPORATION LIMITED									
Resolution (5)									
Resolution required: (Ordinary / Special)					SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?					NO				
Re-appointment of Mr. Zubin Dubash (DIN 00026206) as an Independent Director									
	Promoter/Public	**Mode of Voting**	**Total 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	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2544491	1475600	57.99	110478	1365122	7.49	92.51
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1475600	57.99	110478	1365122	7.49	92.51
3	Public-Others	E-Voting	10921858	53200	0.49	41705	11495	78.39	21.61
		Poll		89017	0.82	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		142217	1.30	130722	11495	91.92	8.08
	Total	E-Voting	**50595296**	38657747	76.41	37281130	1376617	96.44	3.56
		Poll		89017	0.18	89017	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		**38746764**	**76.58**	**37370147**	**1376617**	**96.45**	**3.55**

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

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 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 and voting through Ballot Paper at the 82nd Annual General Meeting of Tata Investment Corporation Limited held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai 400020 on Tuesday, July 30, 2019 at 10.30 a.m.

I, Sarvari Shah, of M/s. Parikh & Associates, Practising Company Secretaries, was 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, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 82nd Annual General Meeting (AGM) of Tata Investment Corporation Limited on Tuesday, July 30, 2019 at 10.30 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 30, 2019.

The notice dated May 10, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



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

The Company had also provided voting through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Tuesday, July 23, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday, July 26, 2019 at 09:00 a.m. (IST) and ended on Monday, July 29, 2019 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through ballot paper at the meeting was generated in my presence and the voting was diligently scrutinized.

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 AGM 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 NSDL e-voting system and voting through ballot paper at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through ballot paper at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my Consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said resolutions.

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 1: Ordinary Resolution

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.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
209	3,87,46,657	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	102	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	780

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 2: Ordinary Resolution

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.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
209	3,87,46,657	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	102	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	780

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

Resolution 3: Ordinary Resolution

To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2019.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
213	3,87,46,696	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	68	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	780

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 4: Ordinary Resolution

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.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
203	3,87,17,207	99.92

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	29,557	0.08

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	780

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Resolution 5: Special Resolution

Re-appointment of Mr. Zubin Dubash (DIN: 00026206) as an Independent Director.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
178	3,73,70,147	96.45

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
38	13,76,617	3.55

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	780

Thanking you,
Yours faithfully,

PARIKH & ASSOCIATES ★ MUMBAI ★ COMPANY SECRETARIES

Sarvari Shah
Parikh & Associates
Practising Company Secretaries
FCS: 9697 CP No.: 11717
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: July 30, 2019

Tata Investment Corporation Limited

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