27th June, 2018

Ms. Netra Sahani
Department of Corporate Services – Listing
Corporate Relationship Department
BSE Ltd.
Mumbai.

Scrip Code : 501301

Mr. Avinash Kharkar
National Stock Exchange of India Ltd
Bandra Kurla Complex
Bandra (East)
Mumbai.

Code: TATAINVEST

Dear Sir,

Sub: Notice of 81st 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 81st Annual General Meeting of the Company to be held on Monday, 30th July, 2018 at 11.00 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 FIRST ANNUAL GENERAL MEETING 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 Monday, 30th July, 2018 at 11:00 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, 2018, 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, 2018, together with the Report of the Auditors thereon.

3. To declare a Dividend on Ordinary Shares for the financial year ended 31st March, 2018.

4. To appoint a Director in place of Mr. F. N. Subedar (DIN 00028428), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

5. **Re-appointment of Ms. Vedika Bhandarkar as an Independent Director :**

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

   "RESOLVED THAT Ms. Vedika Bhandarkar (DIN: 00033808), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 24th March, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company.

   RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions, if any, of the Act read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), as amended from time to time, the appointment of Ms. Vedika Bhandarkar, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from 24th March, 2018 to 23rd March, 2023, be and is hereby approved."

6. **Appointment of Mr. Suprakash Mukhopadhyay as a Director :**

   To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution :

   "**RESOLVED THAT** Mr. Suprakash Mukhopadhyay (DIN: 00019901), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th June, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), who is eligible for appointment and has consented to act as a Director of the Company 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 a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 5 and Item No. 6 above is annexed hereto. The relevant details of the Directors seeking appointment / re-appointment under Item Nos. 4, 5 & 6 above, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   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.

   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.

3. A route map giving directions to reach the venue of the 81st Annual General Meeting 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 Companies Act, 2013 (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 Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 81st Annual General Meeting (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 e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services 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 your 'initial password', you need enter the 'initial password' and the system will force you to change your 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 is 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 the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is 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 108505.
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 dematerialized form as on, **Monday**, **23rd July, 2018**, ("**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, 27th July, 2018 (9.00 a.m. IST)** and ends on **Sunday, 29th July, 2018 (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 Ballot 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" 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) of M/s. Parikh & Associates, Practising 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, thereafter unblock the votes cast through remote e-voting, in the presence of at least 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 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. BSE Ltd. and National Stock Exchange of India Ltd.

(i) Subject to the receipt of requisite numbers of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Monday, 30th July, 2018.

6. **Book Closure and Dividend :**

(a) **The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 17th July, 2018 to Monday 23rd July, 2018 (both days inclusive).**

(b) If dividend on Ordinary Shares, as recommended by the Board, is approved at the AGM, it will be paid on or after Wednesday, 1st August, 2018, 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, 2018.

(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 transfers in respect of transfer requests lodged with the Company as of the close of business hours on 16th July, 2018.

7. **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 National Automated Clearing House (NACH) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. 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, to the Company's Share Registrars 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 Registrars 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.

8. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars 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 Registrars and Transfer Agents.

9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

10. **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 Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

11. **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 the 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 initiated necessary action for transfer of 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 liable for transfer in the name of IEPF Authority.

The Company has transferred the unpaid or unclaimed dividends declared up to 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 the Company on the website of the Company and the same can be accessed through the link: http://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 their dividend/ shares to the Fund/ IEPF Authority.

Members/ Claimants whose shares, unclaimed dividend, sales proceed of fractional shares etc. have been transferred to the IEPF Authority or the Fund, as the case may be, 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.

12. 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 Registrars and Transfer Agents.

13. **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 Registrars 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 Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

14. Electronic copy of the Annual Report for 2017-18 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 2017-18 are being sent in the permitted mode.

15. 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 Registrars and Transfer Agents. Members holding shares in electronic form are requested to register their email IDs with their Depository Participants.

16. 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, 15th June, 2018

Registered Office :
Tata Investment Corporation Limited
CIN L67200MH1937PLC002622
Elphinstone Building
10 Veer Nariman Road
Mumbai 400 001
Tel. No. 6665 8282, Fax No. 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) set out all material facts relating to the business under Item No. 5 and Item No. 6 of the accompanying Notice dated 15th June, 2018.

Item No. 5 :

At the Seventy Eighth Annual General Meeting (AGM) of the Company, the Members had appointed Ms. Vedika Bhandarkar as a Non- Executive Independent Director of the Company for a term commencing from 24th March, 2015 to 23rd March, 2018. Accordingly, the first term of Ms. Bhandarkar as an Independent Director concluded on 23rd March, 2018.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Vedika Bhandarkar as an Additional Director (Non-Executive) and also as an Independent Director, not being liable to retire by rotation, for a second term commencing from 24th March, 2018 to 23rd March, 2023, subject to the approval of the Members.

The Nomination and Remuneration Committee of the Board of Directors, as on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Vedika Bhandarkar as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background, experience and contributions made by her during her tenure, the continued association of Ms. Vedika Bhandarkar would be beneficial to the Company. Accordingly, it is proposed to re-appoint Ms. Vedika Bhandarkar as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5(five) consecutive years on the Board of the Company.

As per Section 161(1) of the Act, Ms. Bhandarkar being an Additional Director, holds office up to the forthcoming AGM of the Company to be held on 30th July, 2018 and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from a Member of the Company under Section 160(1) of the Act proposing the candidature of Ms. Bhandarkar for the office of a Director of the Company. Ms. Bhandarkar has consented to act as a Director of the Company.

In terms of Section 149 and other applicable provisions of the Act and as per the criteria set out under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Regulations"), Ms. Bhandarkar, is eligible to be re-appointed as an Independent Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and under the Regulation 16 (1)(b) of the SEBI Regulations.

Ms. Bhandarkar had been Vice Chairman of Credit Suisse India and Head of Investment Banking Department and Global Market Solution Group. She has an experience in Investment Banking, Structured Finance and Capital Market. She had also served as Managing Director and Head of Indian Investment Banking business of J P Morgan in India. She is a B.Sc. graduate and MBA from Indian Institute of Management, Ahmedabad.

In the opinion of the Board, Ms. Bhandarkar fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and is independent of the management.

The terms and conditions of re-appointment of Ms. Bhandarkar shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company and also at the AGM during its duration.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Ms. Bhandarkar as an Independent Director is now being placed before the Members in general meeting for their approval.

The Board commends the resolution as set out at Item No. 5 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

Except Ms. Bhandarkar and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested in the Resolution mentioned at Item No. 5 of the accompanying Notice.

Ms. Bhandarkar 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.

Item No. 6 :

Pursuant to Section 161 and other applicable provisions, if any, of the Act, the Board of Directors had appointed Mr. Suprakash Mukhopadhyay (DIN No. 00019901) as an Additional Director with effect from 14th June, 2018.

In terms of Section 161(1) of the Act, Mr. Mukhopadhyay, being an Additional Director, holds office upto the date of forthcoming AGM but is eligible for appointment as a Director, liable to retire by rotation. Pursuant to Section 160 of the Act, the Company has received notice from a member proposing candidature of Mr. Mukhopadhyay for the office of Director of the Company.

Mr. Mukhopadhyay is a Commerce graduate, Chartered Accountant, Cost Accountant and a Company Secretary. He holds the position of the Company Secretary and Group Corporate Secretary at Tata Sons Ltd. Prior to joining Tata Sons, he was the Senior Vice President and Company Secretary of Tata Consultancy Services Ltd. Mr. Mukhopadhyay has an overall experience of 30 years in various roles in many Tata companies. He has exposure and rich experience in dealings in Treasury, Investor Relations and Compliance and Governance issues.

The matter regarding the appointment of Mr. Suprakash Mukhopadhyay as Director was placed before the Nomination & Remuneration Committee on which found him fit and proper for appointment and recommended his appointment as a Director of the Company.

In the opinion of the Board, Mr. Mukhopadhyay fulfils the conditions specified in the Act and the Rules made there under for appointment as a Director. Considering the experience and expertise of Mr. Mukhopadhyay, the Board is of the opinion that his induction as Director would immensely benefit the Company.

Mr. Mukhopadhyay is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. Mukhopadhyay and his relatives, no other Director, Key Managerial Personnel or their respective relatives, in any way, is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

Ms. Mukhopadhyay 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, 15th June, 2018

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

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

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

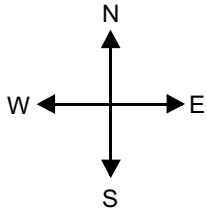
Name of the Director	**Mr. F. N. Subedar**	**Ms. V. Bhandarkar**	**Mr. Suprakash Mukhopadhyay**
Date of Birth	24.09.1955	19.12.1967	21.11.1964
Date of Appointment	11.03.2005	24.03.2015	14.06.2018
Expertise in specific functional areas	Taxation, Finance and Corporate.	Investment Banking, Structured Finance and Capital Market	Finance, Treasury and Governance
Qualifications	B.Com, ACA, ACS	B.Sc, MBA	B.Com, ACA, ACS, AICWA
No. of Shares held in the Company (as on 31.3.2018)	2,455 Ordinary Shares	Nil	Nil (as on 14.06.2018)
Relationships between Directors inter-se	None	None	None
Directorships held in other Body Corporates (as on 31.3.2018)	Tata Services Ltd. (Chairman) Tata Sky Ltd. Tata Petrodyne Ltd. Tata Capital Ltd. Tata Capital Financial Services Ltd. Tata AIG General Insurance Company Ltd. Tata Industries Ltd. Tata Asset Management Ltd.(Chairman) Tata Reality and Infrastructure Ltd. Zoroastrian Investment Corp. Pvt. Ltd. Bombay Chamber of Commerce and Industry Tata Asset Management (Mauritius) Pvt. Ltd. Tata Indian Infrastructure Fund Tata Indian Sharia Equity Fund Tata India Debt Fund Tata India Fixed Income Fund Tata Indian Opportunities Fund Tata Limited, London	Tata Autocomp Systems Ltd. L&T Infotech Ltd. Tata Motors Finance Solutions Ltd. Tata Sky Ltd. Northern Arc Capital Ltd. Tata Motors Finance Ltd. Jai Vakeel Foundation Foundation for Accessible Aquanir and Sanitation	Tata Asset Management Ltd. Jamshedpur Football and Sporting Pvt. Ltd. (Directorships as on 14.06.2018)
Position held in mandatory Committees (i.e., Audit Committee and Stakeholders' Relationship Committee) of other companies	**Tata Services Ltd.** (Chairman- Audit Committee) **Tata Sky Ltd.** (Chairman- Audit Committee) **Tata Capital Ltd.** (Member: Audit Committee) **Tata Capital Financial Services Ltd.** (Chairman- Stakeholders' Relationship Committee) (Member- Audit Committee) **Tata AIG General Insurance Co. Ltd.** (Member- Audit Committee) **Tata Industries Ltd.** (Chairman- Audit Committee) **Tata Asset Management Ltd.** (Member: Audit Committee)	**Tata Autocomp System Ltd.** (Member- Audit Committee) **L&T Infotech Ltd.** (Member- Audit Committee) (Chairman- Stakeholders' Relationship Committee) **Tata Motors Finance Solutions Ltd.** (Member- Audit Committee) (Chairman- Stakeholders' Relationship Committee) **Tata Sky Ltd.** (Member- Audit Committee) **Northern Arc Capital Ltd.** (Member- Audit Committee) **Tata Motors Finance Ltd.** (Chairman- Audit Committee) (Chairman- Stakeholders' Relationship Committee)	None

For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. F. N. Subedar and Ms. V. Bhandarkar, please refer to the Corporate Governance Report.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING
ON MONDAY, 30TH JULY, 2018 AT 11.00 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-13
Nomination Form
[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) 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 _____ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF SECURITIES (in respect of which nomination is being made) :

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

(2) PARTICULARS OF NOMINEE/S –
- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail Id. & Telephone No :
- (h) Relationship with the security holder(s) :

(3) IN CASE NOMINEE IS A MINOR –
- (a) Date of birth :
- (b) Date of attaining majority :
- (c) Name of guardian :
- (d) Address of guardian :

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --
- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail Id. & Telephone No :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

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

Name and Address of Witness Signature

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 First Annual General Meeting of the Company, to be held on Monday, 30th July, 2018 at 11.00 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, 2018, 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, 2018, together with the Report of the Auditors thereon.
3.	To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2018.
4.	To appoint a Director in place of Mr. F. N. Subedar (DIN 00028428), who retires by rotation and being eligible offers himself for re-appointment.
Special Business	
5.	Re-appointment of Ms. Vedika Bhandarkar (DIN 00033808) as an Independent Director.
6.	Appointment of Mr. Suprakash Mukhopadhyay (DIN 00019901) as a Director.

Signed this _____ day of _____ 2018

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 First 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

81ST ANNUAL GENERAL MEETING ON MONDAY, THE 30TH JULY, 2018 AT 11.00 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 FIRST 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 Monday, 30th July, 2018 at 11.00 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.