



21ST August, 2017.

BSE Limited
Department of Corporate Services
P.J. Towers
Dalal Street
Mumbai

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza
Bandra Kurla Complex
Mumbai.

Scrip Code : 501 301

Scrip Code : TATAINVEST

Dear Sirs,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Proceeding and details of the voting results of the 80th Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith the details regarding the proceedings of the 80th Annual General Meeting (AGM) of the Company held on Monday, 21st August, 2017 at 11-00 a.m. at Rangaswar Auditorium, Y.B. Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website.

Thanking you,

Yours faithfully,

TATA INVESTMENT CORPORATION LIMITED

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

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TATA INVESTMENT CORPORATION LIMITED

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



DETAILS OF THE PROCEEDINGS OF THE MEETING

Sr. No.	Particulars	Details
1.	Date of AGM	Monday, 21st August, 2017
2.	Total Number of Shareholders on Record Date	As of Cut- Off date i.e. 14 th August, 2017 28338
3.	No. of Shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public :	 4 94
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

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Tel 91 22 6665 8282 Fax 91 22 6665 7917 e-mail ticl@tata.com
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RESULTS OF THE MEETING

Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Report of the Auditors thereon.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
3.	To declare a Dividend on Ordinary Shares for the financial year ended 31st March, 2017.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
4.	To appoint a Director in place of Mr. N. N. Tata (DIN No. 00024713), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority
5.	Appointment of Statutory Auditors of the Company.	Ordinary	e-voting and ballot paper at the AGM	Passed with requisite majority

Tata Investment Corporation Limited

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

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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, 2017, 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	40227400	40227400	100.00	40227400	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		40227400	100.00	40227400	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2698918	1475028	54.65	1475028	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		1475028	54.65	1475028	0	100.00	0.00
3	Public-Others	E-Voting	12168978	184559	1.52	184345	214	99.88	0.12
		Poll*		16901	0.14	16901	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		201460	1.66	201246	214	99.89	0.11
Total	Total	E-Voting	55095296	41886987	76.03	41886773	214	100.00	0.00
		Poll*		16901	0.03	16901	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		41903888	76.06	41903674	214	100.00	0.00

* Voting through ballot paper at the AGM.

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, 2017, 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	40227400	40227400	100.00	40227400	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		40227400	100.00	40227400	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2698918	1475028	54.65	1475028	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		1475028	54.65	1475028	0	100.00	0.00
3	Public-Others	E-Voting	12168978	184059	1.51	183845	214	99.88	0.12
		Poll*		16901	0.14	16901	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		200960	1.65	200746	214	99.89	0.11
Total	Total	E-Voting	55095296	41886487	76.03	41886273	214	100.00	0.00
		Poll*		16901	0.03	16901	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		41903388	76.06	41903174	214	100.00	0.00

* Voting through ballot paper at the AGM.

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 a Dividend on Ordinary Shares for the financial year ended 31st March, 2017.

	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	40227400	40227400	100.00	40227400	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		40227400	100.00	40227400	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2698918	1475028	54.65	1475028	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		1475028	54.65	1475028	0	100.00	0.00
3	Public-Others	E-Voting	12168978	184569	1.52	184355	214	99.88	0.12
		Poll*		16901	0.14	16901	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		201470	1.66	201256	214	99.89	0.11
Total		E-Voting	55095296	41886997	76.03	41886783	214	100.00	0.00
		Poll*		16901	0.03	16901	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		41903898	76.06	41903684	214	100.00	0.00

* Voting through ballot paper at the AGM.

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. N. N. Tata (DIN No. 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]	$[3]=\frac{[2]}{[1]} \times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$
1	Promoter and Promoter Group	E-Voting	40227400	40227400	100.00	40227400	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		40227400	100.00	40227400	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2698918	1475028	54.65	1460250	14778	99.00	1.00
		Poll*		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1475028	54.65	1460250	14778	99.00	1.00
3	Public-Others	E-Voting	12168978	184569	1.52	184266	303	99.84	0.16
		Poll*		16901	0.14	16901	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		201470	1.66	201167	303	99.85	0.15
Total	Total	E-Voting	55095296	41886997	76.03	41871916	15081	99.96	0.04
		Poll*		16901	0.03	16901	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		41903898	76.06	41888817	15081	99.96	0.04

* Voting through ballot paper at the AGM.

Tata Investment Corporation Limited

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

TATA INVESTMENT CORPORATION LIMITED									
Resolution (5)									
Resolution required: (Ordinary / Special)							Ordinary		
Whether promoter/ promoter group are interested in the agenda/resolution?							No		
Appointment of Statutory Auditors of the Company.									
	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	40227400	40227400	100.00	40227400	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		40227400	100.00	40227400	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2698918	1475028	54.65	1475028	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		1475028	54.65	1475028	0	100.00	0.00
3	Public-Others	E-Voting	12168978	184729	1.52	184465	264	99.86	0.14
		Poll*		16552	0.14	16552	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		201281	1.65	201017	264	99.87	0.13
Total	Total	E-Voting	55095296	41887157	76.03	41886893	264	100.00	0.00
		Poll*		16552	0.03	16552	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		41903709	76.06	41903445	264	100.00	0.00

* Voting through ballot paper at the AGM.

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 by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the 80th Annual General Meeting of Tata Investment Corporation Limited held at Rangaswar Auditorium, Y. B. Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021, on Monday, 21st August, 2017 at 11.00 a.m. to transact the following business :

I, Mitesh Dhaliwala, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Investment Corporation Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 80th Annual General Meeting (AGM) of Tata Investment Corporation Limited on Monday, 21st August, 2017 at 11.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on 21st August, 2017.

The notice dated 24th May, 2017 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 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 Monday, 14th August, 2017 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, 18th August, 2017 at 09:00 a.m. (IST) and ended on Sunday, 20th August, 2017 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. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

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.



Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements for the Company for the financial year ended 31st March, 2017, 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
178	4,19,03,674	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
2	214	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, 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
177	4,19,03,174	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
2	214	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 3: Ordinary Resolution

Declaration of Dividend on Ordinary Shares for the financial year ended 31st March, 2017.

(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
179	4,19,03,684	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
2	214	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 4: Ordinary Resolution

Appointment of a Director in place of Mr. N. 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
174	4,18,88,817	99.96

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	15,081	0.04

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 5: Ordinary Resolution**Appointment of Statutory Auditors of the Company.**

(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	4,19,03,445	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	264	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	374

Thanking you,
Yours faithfully,

Mitesh Dhabliwala
Parikh & Associates
Practising Company Secretaries
 FCS: 8331 CP No.: 9511
 111,11th Floor, SaiDwar CHS Ltd
 Sab TV Lane, Opp. Laxmi Indl. Estate,
 Off Link Road, Above Shabari Restaurant,
 Andheri West, Mumbai - 400053



Place: Mumbai
 Dated: August 21, 2017