

TENDER FORM
FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM)

BUYBACK OPENS ON:	Monday, February 4, 2019
BUYBACK CLOSES ON:	Friday, February 15, 2019
For the Registrar to the Buyback	

Date:

To,
The Board of Directors
Tata Investment Corporation Limited
C/o. TSR Darashaw Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E Moses Road, Mahalaxmi,
Mumbai – 400011, Maharashtra, India
Tel: +91 22 6656 8484; Fax: +91 22 6656 8494

Status: Please tick appropriate box					
<input type="checkbox"/>	Individual	<input type="checkbox"/>	Foreign Institutional Buyer/ Foreign Portfolio Investors	<input type="checkbox"/>	Insurance Companies
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	Non Resident Indians / OCB	<input type="checkbox"/>	Other QIBs
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Financial Institution/ Bank	<input type="checkbox"/>	Other NIB
<input type="checkbox"/>	Mutual Fund	<input type="checkbox"/>	Foreign National	<input type="checkbox"/>	Other (specify)

Dear Sirs/Madam,

Subject: Letter of Offer dated January 25, 2019 in relation to the buyback up to 45,00,000 (Forty Five Lakhs) Equity Shares of ₹ 10/- each of Tata Investment Corporation Limited (“Company”) at a price of ₹ 1,000 (Rupees One Thousand only) per Equity Share (“Buyback Offer Price”) payable in cash (“Buyback”)

- I / We, having read and understood the Letter of Offer dated January 25, 2019, hereby tender my / our Equity Shares in response to the Buyback in accordance with the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to buy back the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Share certificates accepted.
- I / We hereby affirm that the Equity Shares comprised in this tender are offered for the buy back by me / us free from all liens, equitable interests, charges and encumbrances.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender / offer Equity Shares for the Buyback and that I / we am / are legally entitled to tender / offer for the Buyback.
- I / We agree that the Company is not obliged to accept any Equity Shares tendered / offered for Buyback where loss of Equity Share certificates has been notified to the Company.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I / We agree that the Company will pay the Buyback Offer Price only after due verification of the validity of the documents and that the consideration will be paid as per secondary market mechanism.
- I / We undertake to return to the Company any consideration in respect of the Buyback that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, the Buyback Regulations and any other applicable laws.

11. I / We authorize the Company to split the Equity Share certificates and issue a new consolidated Equity Share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
12. Details of the Equity Shares held and tendered/ offered in the Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date: 11/01/2019		
Number of Equity Shares entitled for Buyback (Buyback Entitlement)		
Number of Equity Shares offered for Buyback		

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Paragraphs 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

13. Details of Equity Share Certificate(s) enclosed: Total No. of Equity Share: Certificates Submitted:

Serial. No.	Folio No.	Equity Share Certificate No.	Distinctive No(s)		No. of Equity Shares
			From	To	
1.					
2.					
3.					
4.					
Total:					

In case the number of folios and Equity Share certificates enclosed exceed four, please attach a separate sheet giving details in the same format as above.

14. Details of other Documents (Please \surd as appropriate, if applicable) enclosed:

- | | |
|---|---|
| <input type="checkbox"/> Power of Attorney | <input type="checkbox"/> RBI approvals for acquiring the Equity Shares of Tata Investment Corporation Limited tendered in the Buyback |
| <input type="checkbox"/> Corporate authorizations | <input type="checkbox"/> Death Certificate |
| <input type="checkbox"/> Succession Certificate | <input type="checkbox"/> Self-attested copy of Permanent Account Number (PAN Card) |
| <input type="checkbox"/> TRS | <input type="checkbox"/> Others (please specify) |
| <input type="checkbox"/> Original Share Transfer Form SH4 duly executed and witnessed | |

15. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC Code	MICR Code	Account Number (indicate type of account)

16. Eligible Shareholders Details:

Particulars	First/Sole Holder	Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3
Full Name(s) of the Eligible Shareholder				
Signature(s)*				
PAN No.				
Address of the First/ Sole Eligible Shareholder				
Telephone No./ Email ID				

*Corporate must affix rubber stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

INSTRUCTIONS

1. The Buyback offer will open on Monday, February 4, 2019 and close on Friday, February 15, 2019.
2. This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer.
3. Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should submit the following documents to their Selling Member, who in turn would deliver the said documents along with the TRS to the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. Sunday, February 17, 2019 (by 5 p.m.); the documents should be sent to the Registrar to the Buyback only after the placement of a valid bid. Non-submission of the below mentioned documents directly to the Registrar to the Buyback shall result in the rejection of the tendered Equity Shares;
 - i. The relevant Tender Form duly signed by all Eligible Shareholders (in case shares are held in joint names) in the same order in which they hold the Equity Shares;
 - ii. Original Equity Share certificates;
 - iii. Self-attested copy of the Permanent Account Number (PAN) Card;
 - iv. Transfer deed (Form SH-4) duly signed (by all Eligible Shareholders in case Equity Shares are held jointly) in the same order in which they hold the Equity Shares and witnessed.
4. In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the offer by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name, address, folio number, number of Equity Shares held, Equity Share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, enclosing the original Equity Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents, reach the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date i.e. Sunday, February 17, 2019 (by 5 p.m.).
5. Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) duly attested power of attorney registered with the Registrar, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) duly attested death certificate / succession certificate in case any Eligible Shareholder is deceased; and (iii) necessary corporate authorisations, such as board resolution etc., in case of companies.
6. Eligible Shareholders to whom the Buyback is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement.
7. All documents sent by the Selling Member / custodian will be at their own risk and the Selling Member / custodian is advised to adequately safeguard their interests in this regard.
8. All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) if there is any other company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholder; (iii) if the Eligible Shareholders tender Equity Shares but the Registrar does not receive the Equity Share certificate; (iv) in case the signature on the Tender Form and Form SH-4 does not match as per the specimen signature recorded with Company/ Registrar of the Company and (v) In case the Transfer Form – SH4 is not witnessed.
9. By agreeing to participate in the Buyback the Non-Resident Shareholders give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reportings, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.

*For details, please also read and follow the procedures set out in the Paragraphs 19, 20 and 21 in the Letter of Offer.
All capitalised items shall have the meaning ascribed to them in the Letter of Offer.*

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK SHOULD BE ADDRESSED TO THE REGISTRAR AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NUMBER:

TSR Darashaw Limited

Unit: Tata Investment Corporation Limited

6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400 011, Maharashtra, India

Tel.: +91 22 6656 8484; **Fax:** +91 22 6656 8494

Email: TICL_Buyback2019@tsrdarashaw.com; Website: www.tsrdarashaw.com

Contact Person: Ms. Mary George

.....Tear along this line.....

ACKNOWLEDGEMENT SLIP FOR TATA INVESTMENT CORPORATION LIMITED – BUYBACK OFFER 2018

(To be filled by the Eligible Shareholder) (Subject to Verification)

Folio No.:

Received from M/s./Mr./Ms.

Tender Form, original TRS along with:

No. of Equity Shares offered for Buyback (in figures) _____

(in words) _____

Please quote Ledger Folio No. for all future correspondence

STAMP OF COLLECTION CENTRE