



11th January, 2019

Department of Corporate Services -Listing
Corporate Relationship Department
BSE Ltd.
Mumbai.

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

Scrip Code : 501 301

Code : TATAINVEST

Dear Sirs,

Sub : Compliance Report on Corporate Governance

We attach herewith the Quarterly compliance report on Corporate Governance as per Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended 31st December, 2018.

Yours faithfully,

TATA INVESTMENT CORPORATION LIMITED

A handwritten signature in blue ink, appearing to read 'Manoj Kumar C V'.

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

TATA INVESTMENT CORPORATION LIMITED

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website www.tatainvestment.com CIN L67200MH1937PLC002622

Corporate Governance Report

1. Name of Listed Entity : TATA INVESTMENT CORPORATION LIMITED

2. Quarter ending : 31st December, 2018

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	N. N. Tata	PAN - AAAPT5602P DIN – 00024713	Chairperson Non-Executive Non-Independent	09-06-2004	-	1	3	1
Mr.	F. N. Subedar	PAN - AAGPS8433B DIN – 00028428	Non-Executive Non-Independent	11-03-2005	-	-	9	4
Mr.	H. N. Sinor	PAN - AAKPS9544B DIN – 00074905	Independent	05-08-2014	4 Years & 4 Months	4	5	2
Mr.	P. P. Shah	PAN - AAEPS0592F DIN – 00066242	Independent	05-08-2014	4 Years & 4 Months	7	8	1
Mr.	A. N. Dalal	PAN - AABPD3938R DIN – 00297603	Executive Director	08-07-2009	-	3	3	1



Mr.	Z. Dubash	PAN - AADPD3169N DIN – 00026206	Independent	05-08-2014	4 Years & 4 Months	2	1	-
Ms.	V. Bhandarkar	PAN - AEUPB2687J DIN – 00033808	Independent	24-03-2018	9 Months & 8 days	4	10	5
Mr.	S. Mukhopadhyay	PAN - AEZPM4911M DIN – 00019901	Non- Executive Non- Independent	14-06-2018	6 Months & 18 days	-	-	-

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees				
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Mr. H. N. Sinor	Chairperson (Independent)	04.06.2007	
	Mr. F. N. Subedar	Member (Non-Executive, Non-Independent)	11.03.2005	
	Mr. P. P. Shah	Member (Independent)	24.06.2010	
2. Nomination & Remuneration Committee	Mr. Z. Dubash	Chairperson (Independent)	03.03.2010	
	Mr. N. N. Tata	Member (Non-Executive, Non-Independent)	22.07.2005	
	Mr. F. N. Subedar	Member (Non-Executive, Non-Independent)	09.12.2009	
	Ms. V. Bhandarkar	Member (Independent)	10.10.2016	
3. Corporate Social Responsibility Committee	Mr. F. N. Subedar	Chairperson (Non-Executive, Non-Independent)	05-02-2014	
	Mr. A. N. Dalal	Member (Executive)	05-02-2014	
	Mr. Z. Dubash	Member (Independent)	02-11-2018	
4. Risk Management Committee (if applicable)	NA	-		
5. Stakeholders' Relationship Committee	Mr. F. N. Subedar	Chairperson (Non-Executive, Non Independent)	12.12.2016	
	Mr. A. N. Dalal	Member (Executive)	24.06.2010	
	Mrs. V. Bhandarkar	Member (Independent)	02.08.2017	



& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen .

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
23rd August, 2018	2nd November, 2018 16th November, 2018	70 days (23rd August, 2018 to 2nd November 2018) 13 days (2nd November 2018 to 16th November 2018)

IV. Meeting of Committees

Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	2 nd November, 2018	Yes (All members present)	23 rd August, 2018	70 Days
Nomination & Remuneration Committee	No Meeting Held	-	No Meeting Held	-
Risk Management Committee	-	-	-	-
Stakeholders Relationship Committee'	No Meeting Held	-	12th September, 2018	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
 - a. Audit Committee- **Yes**
 - b. Nomination & remuneration committee- **Yes**
 - c. Stakeholders relationship committee- **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities)- **NA**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. **Yes**
Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation : Manoj Kumar C V

Chief Financial Officer & Company Secretary / Compliance Officer / Managing Director / CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

