

## NOTICE

THE SEVENTY-SEVENTH ANNUAL GENERAL MEETING OF TATA INVESTMENT CORPORATION LIMITED will be held at Rangaswar Auditorium, Y. B. Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021, on Tuesday, the 5th August, 2014 at 3.30 p.m. to transact the following business :-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Ordinary Shares.
3. To appoint a Director in place of Mr. Noel N. Tata (DIN No. 00024713), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS

#### 5. Appointment of Mr. A. B. K. Dubash as Independent Director

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. A. B. K. Dubash (DIN No. 00040958), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 5th August, 2014 upto 21st September, 2018."

#### 6. Appointment of Mr. H. N. Sinor as Independent Director

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. H. N. Sinor (DIN No. 00074905), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 5th August, 2014 upto 4th August, 2019."

#### 7. Appointment of Mr. P. P. Shah as Independent Director

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. P. P. Shah (DIN No. 00066242), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 5th August, 2014 upto 4th August, 2019."

#### 8. Appointment of Mr. Z. Dubash as Independent Director

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Z. Dubash (DIN No. 00026206), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 5th August, 2014 upto 4th August, 2019."

#### 9. Appointment of Mr. Amit Chandra as Independent Director

To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act, as amended from

time to time, Mr. Amit Chandra (DIN No. 00009797), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 5th August, 2014 upto 4th August, 2019.”

*Notes:*

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 5 to 9 above is annexed hereto. The relevant details of Directors seeking re-appointment/appointment under Item Nos. 3 and 5 to 9, pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges are annexed.
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. **Process and manner for members opting for e-voting are as under:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 77th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

- A. In case a member receives an email from NSDL (for Members whose email IDs are registered with the Company/ Depository Participants):
  - (i) Open the email and open PDF file “Tata Investment e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that this password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - (iii) Click on Shareholder – Login
  - (iv) Put User ID and password as initial password / PIN noted in step (i) above. Click Login.
  - (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email ID, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on e-voting > Active Voting Cycles.
  - (vii) Select the “EVEN” i.e. Tata Investment Corporation Limited. Now you are ready for e-voting as Cast Vote page will open.
  - (viii) The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on 20th June, 2014 (“Cut-Off Date”).
  - (ix) On the voting page, you may cast your vote by selecting an appropriate option “For” or “Against” and click “**SUBMIT**”. A confirmation box will be displayed. Click “**OK**” to confirm or “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
  - (x) You can similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, members can login any number of times till they have voted on all the Resolutions.

- (xi) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on “**RESET**” for those resolutions for which you have not yet cast the vote.
  - (xii) Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer through email to [ticl.scrutinizer@gmail.com](mailto:ticl.scrutinizer@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The scanned image of the above mentioned documents should be in the naming format: Corporate Name\_EVEN NO.
- B. In case of Members whose email IDs are not registered with the Company/Depository Participants, their User ID and initial password/PIN is provided on the Ballot Form sent with the Annual General Meeting Notice. Please follow all steps from Sr. No. (ii) to (xii) as mentioned in (A) above, to cast your vote.
- C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/PIN for casting their votes.
- D. The e-voting period commences on 28th July, 2014 (9.00 a.m IST) and ends on 30th July, 2014 (6.00 p.m IST). During this period, Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 20th June, 2014, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- E. In case of any query pertaining to e-voting, members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- F. Mr. P. N. Parikh, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- H. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website [www.tatainvestment.com](http://www.tatainvestment.com) and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
4. (a) For the benefit of Members who do not have access to e-voting facility, a Ballot Form is being sent along with the Notice of the Annual General Meeting, to enable them to send their assent or dissent by post. Detailed instructions on voting through post are given on the reverse of the Ballot Form.
- (b) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- (c) A Member can opt for only one mode of voting, i.e. either by post or through e-voting. In case of Member(s) who cast their votes by both modes, then voting done through e-voting shall prevail and physical ballot shall be treated as invalid.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
6. Members/Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.
7. **Book Closure and Dividend:**
- (a) **The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 22nd July, 2014 to Saturday, 26th July, 2014 (both days inclusive).**
- (b) If dividend on Equity Shares, as recommended by the Directors, is approved at the Meeting, the payment of such dividend will be made on or after 7th August, 2014 as under:
- (i) In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on Monday, 21st July, 2014, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Ltd.
  - (ii) To all Members in respect of shares held in physical form to the Members, whose names are on the Company’s Register of Members on 26th July, 2014.

**8. National Electronic Clearing Service (NECS):**

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) 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 Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, TSR Darashaw Pvt. 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.
9. 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.
10. 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.

**11. Nomination Facility:**

As per the provisions of the Companies Act, 2013 facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Share Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

**12. Unclaimed Dividends:**

Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st March, 1998 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrants for the said period, are requested to forward their claims in the prescribed Form No.II to the Registrar of Companies, Central Government Office Bldg., "A" Wing, 2nd floor, next to Reserve Bank of India, CBD Belapur 400 614.

Pursuant to Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2008 onwards, are requested to make their claims to the Company accordingly, without any delay.

13. 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.
14. 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.

By Order of the Board of Directors

**MANOJ KUMAR C V**  
**Chief Financial Officer**  
**& Company Secretary**

Dated: 29th May, 2014

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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 5 to 9 of the accompanying Notice dated 29th May, 2014.

**Item No.5:**

Mr. A. B. K. Dubash has been a Non-Executive Director of the Company since 28th August, 1984, and is considered as an Independent Director for the purpose of Clause 49 of the Listing Agreement. Mr. Dubash is a leading businessman and a Director of several Companies and a Trustee of various Charitable Organisations and NGOs. He has wide experience in business and industry.

As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. A. B. K. Dubash has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding the appointment of Mr. Dubash as an Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as Independent Director upto 21st September, 2018, i.e. the date of retirement of Mr. Dubash in accordance with the retirement age policy for Directors of the Company. In the opinion of the Board, Mr. Dubash fulfils the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Dubash as an Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. A. B. K. Dubash, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. A. B. K. Dubash is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mr. Dubash, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

**Item No.6:**

Mr. H. N. Sinor has been a Non-Executive Director of the Company since 1st April, 2005, and is considered as an Independent Director for the purpose of Clause 49 of the Listing Agreement. Mr. Sinor is a graduate in Commerce & Law and started his banking career in 1965 with Central Bank of India and in 1969 moved to Union Bank of India where he worked for 28 years. In 1996, he was appointed as Executive Director of Central Bank of India and thereafter joined ICICI Bank in July 1997. Effective June 01, 1998, he took over as Managing Director and CEO of ICICI Bank. Post the merger of ICICI with ICICI Bank in March 2002, he became the Joint Managing Director for domestic business till he retired on 31st May, 2003. Thereafter, he joined Indian Banks' Association as the Chief Executive on 1st June, 2003 and held this position till 31st July, 2008. Currently, he is the Chief Executive of Association of Mutual Funds in India to which post he was appointed on 24th February, 2010.

Mr. Sinor holds Board position as an Independent Director in various Tata Companies, ICICI Group Companies, CRISIL, JM Financial ARC, IFMR Rural Channels, 3i Infotech and Themis Medicare. He is also on the Governing Council of Banking Codes and Standards Board of India. He is associated with various charitable and other trusts engaged in social welfare. Being a veteran banker, Mr. Sinor has worked on a number of Committees at a policy level during his long banking career.

As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. H. N. Sinor has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding the appointment of Mr. Sinor as Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as Independent Director upto 4th August, 2019.

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

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sinor as an Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. H. N. Sinor, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. H. N. Sinor is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mr. Sinor, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

**Item No.7:**

Mr. P. P. Shah has been a Non-Executive Director of the Company since 19th June, 2008, and is considered as an Independent Director for the purpose of Clause 49 of the Listing Agreement. Mr. Pradip Shah holds an MBA from Harvard Business School and is a qualified Chartered and Cost Accountant. Mr. Shah is the Chairman of IndAsia Fund Advisors Pvt. Limited, a corporate finance and investment advisory business which he started in April 1998. Before that, he helped to establish Indocean Fund, a private equity fund, in association with affiliates of Chase Capital Partners and Soros Fund Management, and thereafter the AMP IndAsia India Fund, in association with AMP of Australia. Prior to that he was the Founder Managing Director of CRISIL, India's first and largest credit rating agency. Before founding CRISIL, Mr. Shah assisted in founding Housing Development Finance Corporation Ltd. in 1977, where he was deputed from ICICI Ltd. Mr. Shah has also served as a Consultant to USAID, the World Bank and the Asian Development Bank. Mr. Shah serves on the boards of several companies and non-profit organizations and has served as a member of various expert committees set up by the state and central governments.

As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. P.P. Shah has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding the appointment of Mr. Shah as Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director upto 4th August, 2019.

In the opinion of the Board, Mr. Shah fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Shah as an Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. P. P. Shah, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. P. P. Shah is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Other than Mr. Shah, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

**Item No.8:**

Mr. Zubin Dubash has been a Non-Executive Director of the Company since 17th March, 2010, and is considered as an Independent Director for the purpose of Clause 49 of the Listing Agreement. Mr. Dubash holds a Bachelor's Degree in Commerce from Mumbai University and a Masters in Business Administration from The Wharton School, Philadelphia. He is also a Chartered Accountant from the Institute of Chartered Accountants in England and Wales and has over 24 years of International experience in finance and business development. Mr. Dubash is at present Group Executive President & Director of ATC Tires Pvt. Ltd. Prior to this, Mr. Dubash was the Managing Director and Head India, DSP Merrill Lynch Ltd., Global Private Equity, and was also the Group CFO and a key member of the leadership team of WNS Holdings Ltd. (NYSE Listed Company). He was also associated with Tatas prior to the year 2000.

As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Z. Dubash has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding the appointment of Mr. Dubash as an Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director upto 4th August, 2019.

In the opinion of the Board, Mr. Dubash fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Dubash as an Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Z. Dubash, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Z. Dubash is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. Other than Mr. Z. Dubash, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

**Item No.9:**

Mr. Amit Chandra has been a Non-Executive Director of the Company since 29th March, 2010, and was considered as an Independent Director for the purpose of Clause 49 of the Listing Agreement. Mr. Amit Chandra is the Managing Director of Bain Capital, one of the oldest and leading global private investment firms, and founder of its Indian office. He has previously spent over 13 years at DSP Merrill Lynch, a leading investment bank in India, from where he retired in 2007 as its Board Member & Managing Director. Mr. Chandra started his professional career as an engineer at India's leading engineering & construction firm, Larsen & Toubro.

As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Chandra has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding the appointment of Mr. Chandra as an Independent Director was placed before the Nomination and Remuneration Committee, which commends his appointment as an Independent Director upto 4th August, 2019.

In the opinion of the Board, Mr. Chandra fulfils the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Chandra as an Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Chandra, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any member during normal business hours on any working day of the Company.

Mr. Chandra is interested and concerned in the Resolution mentioned at Item No. 9 of the Notice. Other than Mr. Chandra, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

By Order of the Board of Directors

**MANOJ KUMAR C V**

**Chief Financial Officer  
& Company Secretary**

Dated: 29th May, 2014

*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 Clause 49 of the Listing Agreement)**

Name of the Director	<b>Mr. Noel N. Tata</b>	<b>Mr. A.B.K. Dubash</b>	<b>Mr. H.N. Sinor</b>
Date of Birth	12.11.1956	22.09.1943	05.12.1944
Date of Appointment	09.06.2004	28.08.1984	01.04.2005
Expertise in specific functional areas	Marketing, Administration & Investments	Business & Industry	Banking, Finance and Investments
Qualifications	B.A. (Economics) University of Sussex IEP, INSEAD, France	Businessman	B.Com., LL.B.
No. of Shares held in the Company	19,145 Ordinary Shares	2,265 Ordinary Shares	Nil
Directorships held in other companies (excluding private and foreign cos.)	Trent Ltd. (Chairman) Trent Hypermarket Ltd. (Chairman) Drive India Enterprises Solutions Ltd. (Chairman) Tata International Ltd. (Managing Director) Voltas Ltd. Titan Industries Ltd. Kansai Nerolac Paints Ltd. Bachi Shoes Ltd.	NIL	3i Infotech Ltd. (Chairman) Themis Medicare Ltd. (Non-Executive Chairman) ICICI Venture Funds Management Co. Ltd. ICICI Lombard General Insurance Co. Ltd. CRISIL Ltd. Tata Capital Ltd. Tata Motors Finance Ltd. Zoroastrian Co-operative Bank Ltd. Tata Capital Financial Services Ltd. Tata Securities Ltd.
Position held in mandatory committees of other companies	Trent Ltd. (Member: Audit Committee) Voltas Ltd. (Chairman: Shareholders'/ Investors Grievance Committee) Trent Hypermarket Ltd. (Member : Audit Committee) Kansai Nerolac Paints Ltd. (Member: Audit Committee) (Member: Stakeholders' Relationship Committee)	NIL	ICICI Lombard General Insurance Co. Ltd. (Member: Audit Committee) Themis Medicare Ltd. (Member: Audit Committee) ICICI Venture Funds Management Company Ltd. (Member: Audit Committee) CRISIL Ltd. (Chairman: Audit Committee) Tata Capital Ltd. (Member: Audit Committee) (Member: Investors Grievance Committee) Tata Motors Finance Ltd. (Chairman: Audit Committee) Tata Securities Ltd. (Member: Audit Committee) Tata Capital Financial Services Ltd. (Member: Audit Committee) (Chairman: Investors Grievance Committee)



**Details of directors seeking appointment/ re-appointment at the  
forthcoming Annual General Meeting  
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	<b>Mr. P. P. Shah</b>	<b>Mr. Zubin Dubash</b>	<b>Mr. Amit Chandra</b>
Date of Birth	07.01.1953	16.08.1959	12.06.1968
Date of Appointment	19.06.2008	17.03.2010	29.03.2010
Expertise in specific functional areas	Investment Advisor	Investments and Finance	Investments and Capital Markets and Private Equity
Qualifications	B.Com., ACA, AICWA, M.B.A. (Harvard Business School)	B.Com (Hons.), ACA (England), MBA (Wharton)	B.Engineering - VJTI (Mumbai) MBA (Boston)
No. of Shares held in the Company	Nil	Nil	Nil
Directorships held in other companies (excluding private and foreign cos.)	Grindwell Norton Ltd. (Chairman) Shah Foods Ltd. (Chairman) Wyeth Ltd. (Chairman) Sonata Software Ltd. (Chairman) BASF India Ltd. Godrej & Boyce Mfg. Co. Ltd. Kansai Nerolac Paints Ltd. Panasonic Energy India Co. Ltd. Pfizer Ltd. KSB Pumps Ltd. Mukand Ltd.	Trent Ltd.	Piramal Healthcare Ltd.
Position held in mandatory committees of other companies	BASF India Ltd. (Member: Audit Committee) Kansai Nerolac Paints Ltd. (Chairman: Audit Committee) Panasonic Energy India Co. Ltd. (Member: Audit Committee) (Member: Investor Grievance Committee) Pfizer Ltd. (Member: Audit Committee) (Member: Shareholders Grievance Committee) Sonata Software Ltd. (Member: Audit Committee)	Trent Ltd. (Member: Audit Committee)	Nil

# TATA INVESTMENT CORPORATION LIMITED

CIN: L67200MH1937PLC002622

Registered Office: Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001.

(Tel. : 022-66658282 Fax: 022-66657917)

E-mail : ticl@tata.com Website : www.tatainvestment.com

## ATTENDANCE SLIP

(To be presented at the entrance)

Registered Folio / DP ID - Client ID	
Name and Address of the Shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I / We hereby record my / our presence at the **SEVENTY-SEVENTH ANNUAL GENERAL MEETING** of the Company at Rangaswar Auditorium, Y. B. Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021, on Tuesday, the 5th August, 2014 at 3.30 p.m.

\_\_\_\_\_  
Member's Folio/ DP ID-Client ID No.

\_\_\_\_\_  
Member's/ Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

- NOTES:**
1. Please complete the Folio/ DP ID-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.
  2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.





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## PROXY FORM

(Pursuant to Section105(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 :	

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 Seventy Seventh Annual General Meeting of the Company, to be held on Tuesday, the 5th August, 2014 at 3.30 p.m. at Rangaswar Auditorium, Y.B. Chavan Centre, General Jaganath Bhosle Marg, Nariman Point, Mumbai 400 021 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution(s)
	<b>Ordinary Business :</b>
1.	Adoption of Statement of Profit and Loss, Balance Sheet, Reports of Board of Directors and Auditors for the year ended 31 <sup>st</sup> March, 2014.
2.	Declaration of Dividend on Equity Shares for the financial year 2013-2014.
3.	Re-appointment of Mr. N. N. Tata who retires by rotation.
4.	Appointment of Auditors and fix their Remuneration.
	<b>Special Business :</b>
5.	Appointment of Mr. A.B.K. Dubash as an Independent Director.
6.	Appointment of Mr. H.N. Sinor as an Independent Director.
7.	Appointment of Mr. P.P. Shah as an Independent Director.
8.	Appointment of Mr. Z. Dubash as an Independent Director.
9.	Appointment of Mr. A. Chandra as an Independent Director.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Affix  
Revenue  
Stamp

### NOTE:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Seventy-Seventh Annual General Meeting.

