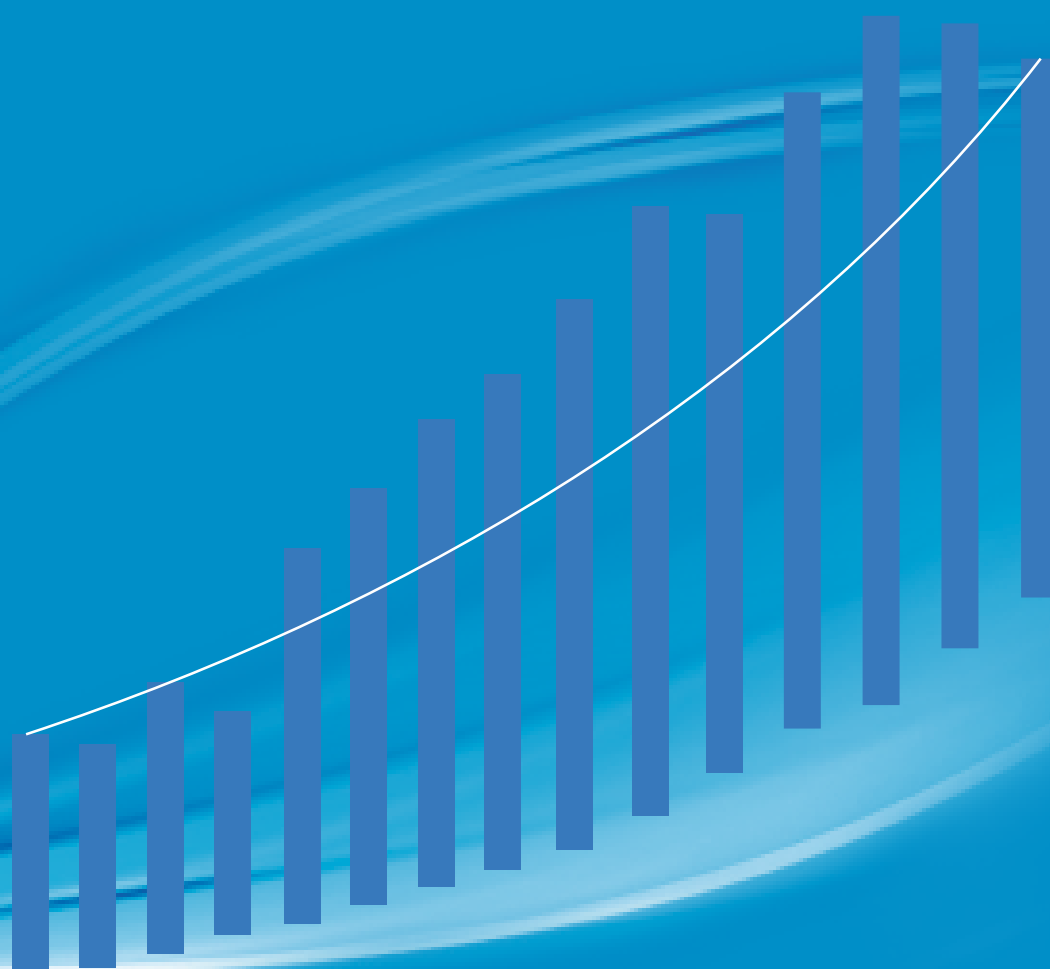




# **TATA INVESTMENT CORPORATION LIMITED**



*83<sup>rd</sup> Annual Report*  
*2019-2020*

## TATA INVESTMENT CORPORATION LIMITED

Eighty Third Annual Report 2019-2020

### CONTENTS

	Page (s)
Board of Directors .....	1
Notice .....	2-19
Board's Report .....	20-55
Report on Corporate Governance .....	56-75
<b>Standalone Financial Statements :</b>	
Auditor's Report .....	76-79
Annexure to Auditor's Report .....	80-83
Balance Sheet .....	84
Statement of Profit and Loss .....	85
Cash Flow Statement .....	86
Notes to the Financial Statements including Details of Investments .....	88-127
<b>Consolidated Financial Statements :</b>	
Auditor's Report .....	128-131
Annexure to Auditor's Report .....	132-133
Balance Sheet .....	134
Statement of Profit and Loss .....	135
Cash Flow Statement .....	136
Notes to the Financial Statements .....	138-173
Financial Statistics .....	174
Summary of Investments - Distribution among different Industries and classes of securities .....	174

### BOARD OF DIRECTORS :

Mr. N. N. Tata (*Chairman*)  
 Mr. F. N. Subedar (*Vice Chairman*)  
 Mr. H. N. Sinor (*upto 04.08.2019*)  
 Mr. P. P. Shah (*upto 04.08.2019*)  
 Mr. A. N. Dalal (*Executive Director*)  
 Mr. Z. Dubash (*upto 16.03.2020*)  
 Ms. V. Bhandarkar  
 Mr. Suprakash Mukhopadhyay  
 Mr. A. Sen (*w.e.f. 04.08.2019*)  
 Mr. J. M. Tata (*w.e.f. 04.08.2019*)  
 Mr. V. Chandrasekaran (*w.e.f. 16.03.2020*)

### Chief Financial Officer & Company Secretary :

Mr. Manoj Kumar C V

### 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  
 CIN : L67200MH1937PLC002622

### Principal Bankers :

ICICI Bank Ltd.  
 HDFC Bank Ltd.

### Auditors :

M/s. Kalyaniwalla & Mistry, LLP  
 Chartered Accountants

### Registrar & Transfer Agents :

TSR Darashaw Consultants Private Limited  
*(formerly known as TSR Darashaw Limited)*  
 6 Haji Moosa Patrawala Industrial Estate,  
 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011  
 (Tel : 022-66568484 Fax : 022-66568494)  
 E-mail : csg-unit@tsrdarashaw.com  
 Website : www.tsrdarashaw.com

**Annual General Meeting on Thursday, 16th July, 2020 through Video Conferencing/  
 Other Audio Visual Means at 11.00 a.m. (IST)**

**NOTICE**

Notice is hereby given that the **EIGHTY THIRD ANNUAL GENERAL MEETING (AGM) OF TATA INVESTMENT CORPORATION LIMITED** will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on, **Thursday, 16th July, 2020 at 11.00 a.m. (IST)** 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, 2020, 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, 2020, together with the Report of the Auditors thereon.
3. To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2020.
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 Mr. Amit N. Dalal (DIN: 00297603) as an Executive Director of the Company :**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company be and hereby approves the re-appointment and terms of remuneration of Mr. Amit N. Dalal (DIN: 00297603), as an Executive Director of the Company for a period of five years with effect from 1st January, 2020 upto 31st December, 2024, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board") to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board and Mr. Amit N. Dalal.

**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds and matters to give effect to this Resolution."

6. **Appointment of Mr. Abhijit Sen (DIN: 00002593) as an Independent Director :**

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

**"RESOLVED THAT** Mr. Abhijit Sen (DIN: 00002593) who was appointed as an Additional Director of the Company with effect from 4th August, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment 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, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Abhijit Sen, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 4th August, 2019 up to 3rd August, 2024, be and is hereby approved."

## 7. Appointment of Mr. Jimmy Tata (DIN: 06888364) as an Independent Director :

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

**"RESOLVED THAT** Mr. Jimmy Tata (DIN: 06888364) who was appointed as an Additional Director of the Company with effect from 4th August, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment 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, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Jimmy Tata, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 4th August, 2019 up to 3rd August, 2024, be and is hereby approved."

## 8. Appointment of Mr. V. Chandrasekaran (DIN: 03126243) as an Independent Director :

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

**"RESOLVED THAT** Mr. V. Chandrasekaran (DIN: 03126243) who was appointed as an Additional Director of the Company with effect from 16th March, 2020 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment 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, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Listing Regulations, 2015, ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. V. Chandrasekaran, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 16th March, 2020 up to 15th March, 2025, be and is hereby approved."

## 9. Payment of commission to Non-Whole-time Directors of the Company :

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

**"RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') including any statutory modifications or re-enactments thereof for the time being in force and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, a sum not exceeding one percent or three percent per annum of the net profits of the Company, as the case may be, calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each financial year, commencing 1st April, 2020."

### Notes :

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated 5th May, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated 8th April, 2020 and the General Circular No. 17/ 2020 dated 13th April , 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on

account of the threat posed by Covid-19" (collectively referred to as "MCA Circulars") and SEBI vide its circular dated 12th May, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("SEBI Listing Regulations")-Covid-19 pandemic". ("SEBI Circular") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Thursday, 16th July, 2020 at 11.00 a.m. (IST). The deemed venue for the Eighty Third AGM will be Elphinstone Building, 10 Veer Nariman Road, Fort, Mumbai 400 001.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the Eighty Third AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [ticl.scrutinizer@gmail.com](mailto:ticl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated 5th May, 2020, the matters of Special Business as appearing at Item Nos. 5 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No(s). 5 to 9 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.
8. In line with the MCA Circular dated 5th May, 2020 and SEBI Circular dated 12th May, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice convening the Eighty Third AGM has been uploaded on the website of the Company at [www.tatainvestment.com](http://www.tatainvestment.com), and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. **Book Closure and Dividend:**  
**The Register of Members and the Share Transfer Books of the Company will be closed from Friday, 3rd July, 2020 to Thursday, 9th July, 2020 (both days inclusive).** The dividend of ₹ 18 per equity share of ₹ 10 each (180%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Tuesday, 21st July, 2020 as under:
  - (a) To all the Beneficial Owners as at the end of the day on Thursday, 2nd July, 2020, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in

respect of the shares held in electronic form; and

- (b) To all Members in respect of shares held in physical form after giving effect to valid transfers, transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Thursday, 2nd July, 2020.
10. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. 1st April, 2020 and the Company is required to deduct Tax Deducted at Source from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents through email by Friday, 26th June, 2020.
- A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to Dividend@tatainvestment.com by 11:59 p.m. IST on or before 26th June, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to Dividend@tatainvestment.com.
- The aforesaid declarations and documents need to be submitted by the shareholders by email to Dividend@tatainvestment.com by 11:59 p.m. IST on or before 26th June, 2020.
11. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send a scanned copy of the following details/documents at Csg-KYC@tsrdarashaw.com latest by 26th June, 2020:
- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
    - i) Name and Branch of Bank and Bank Account type;
    - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
    - iii) 11 digit IFSC Code;
  - b. self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
  - c. self attested scanned copy of the PAN Card; and
  - d. self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

12. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance of dividend electronically through National Automated Clearing House (NACH). 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 along with an original cancelled cheque, to the Company's Share Registrars and Transfer Agent, TSR Darashaw Consultants Private Ltd.). Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.



The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, upon normalisation of postal services and other activities.

13. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited ('TCPL') at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) for assistance in this regard.
14. 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 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 transferred of all shares in respect of which dividend declared for the financial year 2011-12 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 transferred to IEPF Authority.

The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2011-12, 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.mca.gov.in>.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2013 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of the dividend/shares to the Fund/IEPF Authority

Members/claimants whose shares, unclaimed dividend, sales proceeds of fractional shares etc. have been transferred to the IEPF Authority or the Fund, as the case maybe, 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](http://iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members 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 a fresh nomination, he may submit the same in Form SH-14. The said forms can be downloaded from the Company's website under the section 'Investor Information' and also attached to this Annual Report. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company's Share Registrar and Transfer Agents – TCPL at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) in case the shares are held in physical form, quoting your folio number.
17. The format of the Register of Members prescribed by the MCA under the Act requires the Company / Share Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company's website under the section 'Investor Information' and also attached to this Annual Report. Members holding shares in physical form are

requested to submit the filled in form to the Company or to its Share Registrar and Transfer Agents - TCPL in physical mode, after restoring normalcy or in electronic mode at [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or TCPL.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. During the Eighty Third AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
20. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [ticl@tata.com](mailto:ticl@tata.com) upto date of this Meeting.
21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with TCPL/Company in case the shares are held by them in physical form.
23. Process for registering email addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:
  - (i) Registration of email addresses with TCPL: The Company has made special arrangements with TCPL for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to TCPL **on or before 5:00 p.m. IST on Thursday, 9th July, 2020.**

Process to be followed for registration of e-mail address is as follows:

a)	Visit the link <a href="https://green.tsrdarashaw.com/green/events/login/ic">https://green.tsrdarashaw.com/green/events/login/ic</a>
b)	Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate numbers.
c)	If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation and authentication.
d)	Enter your e-mail address and mobile number
e)	The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2019-20 along with the e-Voting user ID and password. In case of any queries, Members may write to [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- (ii) Registration of e-mail address permanently with Company/DP: Members are requested to register the same with their concerned DPs, in respect of electronic holding and with TCPL, in respect of physical holding, by writing to TCPL. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs / TCPL to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.
- (iii) Alternatively, those Shareholders who have not registered their email addresses are required to send an email request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:



- In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
  - In case shares are held in **demat mode**, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.
25. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of **Thursday, 9th July, 2020** may cast their vote by remote e-Voting. The remote e-Voting period commences on **Monday, 13th July, 2020 at 9.00 a.m. (IST)** and ends on **Wednesday, 15th July, 2020 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and remote e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of **Thursday, 9th July, 2020**.
26. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.
27. 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 before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e. Thursday, 9th July, 2020, may obtain the User ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
28. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
29. Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him, Ms. Sarvari Shah (Membership No. FCS 9697), of Parikh & Associates, Practicing 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.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting from the e-voting system and make, not later than 48 hours from the conclusion of the Meeting, a 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.

The Chairman or the person authorised by him in writing shall forthwith on receipt of the 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](http://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.

30. Subject to the receipt of requisite number of votes, the Resolution forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Thursday, 16th July, 2020.
31. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below:

#### A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/members login by using the remote e-voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM and submit votes on announcement by the Chairman. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the Eighty-Third AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at [ticl@tata.com](mailto:ticl@tata.com) on or before 15th July, 2020. The same will be replied by the Company suitably. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
- iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [ticl@tata.com](mailto:ticl@tata.com) between Tuesday, 7th July, 2020 (9:00 a.m. IST) and Thursday, 9th July, 2020 (5:00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- v. Members who need assistance before or during the AGM may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact any of the following:

Sr. No.	Name of the concerned person	Contact details
1.	Ms. Pallavi Mhatre, Manager - NSDL	<a href="mailto:pallavid@nsdl.co.in">pallavid@nsdl.co.in</a> / 022-2499 4545
2.	Mr. Amit Vishal, Senior Manager - NSDL	<a href="mailto:amitv@nsdl.co.in">amitv@nsdl.co.in</a> / 022-2499 4360

#### B. INSTRUCTIONS FOR E-VOTING BEFORE / DURING THE AGM

##### I INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM ARE AS UNDER:

The way 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/>

How to Log-in to NSDL e-Voting website?

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under Shareholders' / Members' section.

- C. 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.

- D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) 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*****
ii) 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*****
iii) 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***

- E. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.

- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- 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](http://www.evoting.nsdl.com).
- 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

- H. Now, you will have to click on 'Login' button.

- I. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- A. 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.

- B. After clicking 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.
- C. Select 'EVEN' of the company for which you wish to cast your vote. The EVEN for Tata Investment Corporation Limited is 112992.
- D. Now you are ready for e-Voting as the Voting page opens.
- E. 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.
- F. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## II INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

### General Guidelines for Members:

- i. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRIs, 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](mailto:ticl.scrutinizer@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- ii. 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](http://www.evoting.nsdl.com) to reset the password.
- iii. In case of any queries/grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number : 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

By Order of the Board of Directors

**MANOJ KUMAR C V**  
**Chief Financial Officer &**  
**Company Secretary**  
**ACS 15140**

Mumbai, 27th May, 2020

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](mailto:ticl@tata.com)

Website: [www.tatainvestment.com](http://www.tatainvestment.com)

**EXPLANATORY STATEMENT**

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business under Item No. 5 to 9 of the accompanying Notice dated 27th May, 2020.

**ITEM NO. 5:**

Mr. Amit N. Dalal, was re-appointed as the Executive Director of the Company by the Board of Directors of the Company ("the Board"), subject to the approval of the shareholders, for a period of five years with effect from 1st January, 2020 upto 31st December, 2024.

Mr. Amit N. Dalal has obtained his MBA from the University of Massachusetts, USA and is a Director on the Boards of various companies and is associated with certain charitable institutions.

On the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board, has approved the terms and conditions of the re-appointment including remuneration of Mr. Dalal as the Executive Director, subject to the approval of the Members. The principal terms and conditions of Mr. Dalal's appointment as Executive Director are as follows :

**A. Tenure of Appointment :**

For a period of five years commencing from 1st January, 2020.

**B. Nature of Duties :**

- (i) The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.
- (ii) The Executive Director shall not exceed the powers so delegated by the Board pursuant to clause (i) above.
- (iii) The Executive Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**C. Remuneration :**

- (i) Basic Salary ₹ 856,000 per month (within a grade upto a maximum of ₹ 1,200,000 per month).
- (ii) Allowances aggregating ₹ 1,786,000 per month.

The annual increments in Basic and / or increase in Allowances will be effective from 1st April of each year, as may be decided by the Board on the recommendation of the NRC, based on merit, taking into account the Company's performance.

(iii) Benefits and Perquisites :

- a. Contribution to Provident Fund @12% of Basic Salary as per the Rules of the Company.
- b. Contribution to Gratuity Fund as per the Rules of the Company.
- c. Hospitalisation and major medical expenses for self, spouse and dependent children, as per the Rules of the Company.
- d. Leave and encashment of unavailed leave in accordance with the Rules of the Company.

e. Telecommunication facilities including Broadband, Internet and Fax.

(iv) Commission:

In addition to Salary, Allowances, Benefits and Perquisites, Mr. Dalal could be paid such remuneration by way of Commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to Mr. Dalal will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually, after the Annual Accounts have been approved by the Board.

(v) Incentive Remuneration:

Incentive Remuneration could be paid annually, at the discretion of the Board, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

The Board, on recommendation of the NRC, will take appropriate decision on payment of commission or incentive remuneration, after taking into consideration the performance of the Company on certain defined qualitative and quantitative parameters (as decided by the Board from time to time), industry benchmarks of remuneration and individual performance of Mr. Dalal which will be maximum of 100% of Basic Salary plus Allowances.

**Minimum Remuneration :**

Where, in any financial year during the currency of the tenure of Mr. Dalal, the Company has no profits or its profits are inadequate, the Company, at the discretion of the Board, will pay to Mr. Dalal remuneration by way of basic salary, allowances and incentive remuneration, as specified above.

- D. The terms and conditions of the appointment of the Executive Director also include clauses pertaining to adherence with the Tata Code of Conduct, intellectual property, non-competition, non-solicitation, conflict of interest with the Company and maintenance of confidentiality.
- E. The Executive Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
- F. The terms and conditions of the appointment of the Executive Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- G. This appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of notice.
- H. The employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice :
  - (i) If the Executive Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or
  - (ii) In the event of any serious breach or non-observance by the Executive Director of any of the stipulations contained in the Agreement; or
  - (iii) In the event the Board expresses its loss of confidence in the Executive Director.
- I. Upon the termination by whatever means of his employment under the Agreement:



- (i) the Executive Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
  - (ii) the Executive Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associate companies.
- J. In the event the Executive Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate this contract on such terms as the Board may consider appropriate in the circumstances.
- K. The Executive Director is appointed by virtue of his employment in the Company and his appointment is subject to the provisions of Section 167(1)(h) of the Act.
- L. If and when this Agreement expires or is terminated for any reason whatsoever, Mr. Dalal will cease to be the Executive Director and also cease to be a Director. If at any time, the Executive Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director and this Agreement shall forthwith terminate. If at any time, the Executive Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Executive Director of the Company.

A copy of the draft Agreement to be executed between the Company and Mr. Dalal for his re-appointment as the Executive Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request at [ticl@tata.com](mailto:ticl@tata.com).

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice in relation to re-appointment of Mr. Dalal as an Executive Director for approval by the Members.

Except Mr. Dalal and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution at Item No. 5 of the Notice.

Mr. Dalal is not related to any other Director of the Company. The details of the Director along with a brief resume are given in the Annexure to the Notice.

**ITEM NO. 6:**

At the Board Meeting of the Company held on 11th July, 2019, the Board had, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Abhijit Sen (DIN: 00002593) as an Additional director of the Company with effect from 4th August, 2019 subject to the approval of the Members. Mr. Abhijit Sen was also appointed as an Independent Director of the Company, for a term of 5 consecutive years from 4th August, 2019 to 3rd August, 2024, not liable to retire by rotation. In terms of Section 161(1) of the Act, Mr. Sen, being an Additional Director, holds office upto the date of forthcoming AGM but is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Abhijit Sen held the position of CFO in India Subcontinent Citigroup for over 18 years. On retirement from Citi, Mr. Sen is associated with E & Y, as a part-time Senior Advisor, to provide broad strategic support for their activities in the Banking and Financial Services Sector. He is also associated with several other boards of well-known companies. Mr. Sen has a B.Tech

(Hons) degree from the Indian Institute of Technology, Kharagpur and a Post-graduate Diploma in Management from the Indian Institute of Management, with Majors in Finance & Information Systems. Throughout his academic career, he was a recipient of numerous academic awards and distinctions.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience (including the proficiency), the association of Mr. Abhijit Sen would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Abhijit Sen as an Independent Director is being placed before the Members at this AGM for approval. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request at [ticl@tata.com](mailto:ticl@tata.com).

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 6 of the accompanying Notice in relation to appointment of Mr. Abhijit Sen as an Independent Director for a period of 5 Years commencing from 4th August, 2019 to 3rd August, 2024 for approval by the Members.

Except Mr. Abhijit Sen and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution at Item No. 6 of the Notice.

Mr. Abhijit Sen is not related to any other Director or Key Managerial Personnel of the Company. The details of the Director along with a brief resume are given in the Annexure to the Notice.

#### **ITEM NO. 7:**

At the Board Meeting of the Company held on 11th July, 2019, the Board had, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Jimmy Tata (DIN: 06888364) as an Additional director of the Company with effect from 4th August, 2019 subject to the approval of the Members. Mr. Jimmy Tata was also appointed as an Independent Director of the Company, for a term of 5 consecutive years from 4th August, 2019 to 3rd August, 2024 not liable to retire by rotation. In terms of Section 161(1) of the Act, Mr. Jimmy Tata, being an Additional Director, holds office upto the date of forthcoming AGM but is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Jimmy Tata is a Chartered Financial Analyst (CFA) and a Master of Financial Management from Jamnalal Bajaj Institute of Management and currently is employed as a Chief Risk Officer with HDFC Bank Ltd. He is also a Trustee of the M.K. Tata Trust, First Dastur Meherjirana Library Trust and HDFC Bank Employees Welfare Trust.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience (including the proficiency), the association of Mr. Jimmy Tata would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Jimmy Tata as an Independent Director is being placed before the Members at this AGM for approval. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request at [ticl@tata.com](mailto:ticl@tata.com).

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 7 of the accompanying Notice in relation to appointment of Mr. Jimmy Tata as an Independent Director for a period of 5 Years commencing from 4th August, 2019 to 3rd August, 2024, for approval by the Members.

Except Mr. Jimmy Tata and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution at Item No. 7 of the Notice.

Mr. Jimmy Tata is not related to any other Director or Key Managerial Personnel of the Company. The details of the Director along with a brief resume are given in the Annexure to the Notice.

**ITEM NO. 8 :**

At the Board Meeting of the Company held on 13th March, 2020 the Board had, based on the recommendations of the Nomination and Remuneration Committee appointed Mr. V. Chandrasekaran (DIN: 03126243) as an Additional director of the Company with effect from 16th March, 2020 subject to the approval of the Members. Mr. V. Chandrasekaran was also appointed as an Independent Director of the Company, for a term of 5 consecutive years from 16th March, 2020 to 15th March, 2025, not liable to retire by rotation. In terms of Section 161(1) of the Act, Mr. V. Chandrasekaran, being an Additional Director, holds office upto the date of forthcoming AGM but is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. V. Chandrasekaran, is a qualified Chartered Accountant, having more than three decades of experience in Life Insurance Finance, Housing Finance and Mutual Fund Investment with adequate exposure to a gamut of investment and process involved in investment decision making, Investment Monitoring & Accounting and Investments Research and Risk Management. His key competencies include Treasury functions in Equity, Debt and Money Markets, Investment Strategies and Analysis, Credit Review and Monitoring, project Finance, Equity Research Credit Appraisal in Housing Finance including both retail and project finance. He has worked nearly 32 years in finance and investments functions of Life Insurance, Housing finance and Mutual funds in Life Insurance Corporation of India.

Prior to his retirement as Executive Director Investment Research & Risk Management in October 2017, he held the position of an Executive Director (Investment Operations) in the Central Office of LIC of India.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience (including the proficiency), the association of Mr. V. Chandrasekaran would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

Further details and current directorships have been given in the Annexure to this Notice In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. V. Chandrasekaran as an Independent Director is being placed before the Members at this AGM for approval. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request at [ticl@tata.com](mailto:ticl@tata.com).

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 8 of the accompanying Notice in relation to appointment of Mr. V. Chandrasekaran as an Independent Director for a period of 5 Years commencing from 16th March, 2020 to 15th March, 2025, for approval by the Members.

Except Mr. V. Chandrasekaran and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution at Item No. 8 of the Notice.

Mr. V. Chandrasekaran is not related to any other Director or 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. 9 :**

At the Annual General Meeting of the Company held on 13th August, 2015, the members had approved of the payment of commission to Non-Whole time Directors of the Company not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from 1st April, 2015. Considering the enhanced responsibilities cast on the Non-Whole time Directors (including the Independent Directors), it is proposed to continue with the payment of commission to Non-Whole Time Directors of the Company. Accordingly, it is proposed that in terms of Section 197 of the Act, the Directors (apart from Managing Director / Executive Director) be paid, commencing from 1st April, 2020, remuneration not exceeding one percent or three percent per annum of the net profits of the Company, as the case may be, computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Directors in accordance with the directions given by the Board. All the Directors of the Company except the Executive Director are concerned or interested in the Resolution at Item No. 9 of the Notice to the extent of the remuneration that may be received by each of them. The relatives of the Non-Executive Directors may be deemed to be interested in the Resolution at Item No. 9 to the extent of their shareholding interest, if any, in the Company. Key Managerial Personnel of the Company or their respective relatives are not concerned or interested in the Resolution at Item No. 9.

By Order of the Board of Directors

**MANOJ KUMAR C V**  
**Chief Financial Officer &**  
**Company Secretary**  
**ACS 15140**

Mumbai, 27th May, 2020

*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](mailto:ticl@tata.com)

Website: [www.tatainvestment.com](http://www.tatainvestment.com)

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

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

<b>Name of the Director</b>	<b>Mr. F. N. Subedar</b>	<b>Mr. Amit N. Dalal</b>	<b>Mr. Abhijit Sen</b>	<b>Mr. Jimmy Tata</b>	<b>Mr. V. Chandrasekaran</b>
Director Identification Number (DIN)	00028428	00297603	00002593	06888364	03126243
Date of Birth	24.9.1955	31.1.1963	17.11.1950	13.7.1966	11.10.1957
Date of first Appointment	11.3.2005	19.6.2008	4.8.2019	4.8.2019	16.3.2020
Expertise in specific functional areas	Taxation, Finance and Corporate Law areas	Investment & Finance	Investment & Finance	Investment & Finance	Investment & Finance
Qualifications	B.Com., ACA, ACS	B.Com., MBA (Massachusetts USA.)	MBA - Finance and Information Systems (IIM Calcutta) Engineering Technology (Honors) (IIT Kharagpur)	MFM (Jamnalal Bajaj Institute of Management), CFA	ACA
No. of Shares held in the Company (as on 31.3.2020)	2,455 Ordinary Shares	Nil	Nil	4,299 Ordinary shares	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None	None	None	None	None
Directorships held in other public companies (excluding Section 8, private and foreign companies) (as on 31.3.2020)	Tata Capital Ltd. Tata Capital Financial Services Ltd. Tata AIG General Insurance Company Ltd. Tata Asset Management Ltd. Tata Realty and Infrastructure Ltd. Tata Industries Ltd.	Sutlej Textiles & Industries Ltd. The Phoenix Mills Ltd. Simto Investment Company Ltd.	Trent Ltd. Ujjivan Financial Services Ltd. Kalyani Forge Ltd. Ugro Capital Ltd. (Formerly Known as Chokhani Securities Ltd.) Manappuram Finance Ltd. Pramerica Life Insurance Ltd.	HDB Financial Services Ltd. International Asset Reconstruction Company Ltd.	CARE Ratings Ltd. Tamil Nadu Newsprint & Papers Ltd. LIC HFL AMC Ltd. Legal Entity Identifier (LEI) Ltd. Tata Asset Management Company Ltd. Aditya Birla Housing Finance Ltd. Aditya Birla Renewables SPV 1 Ltd. Aditya Birla Renewables Subsidiary Ltd.

Notice	Board's Report	Report on Corporate Governance	Standalone Financial Statements	Consolidated Financial Statements
--------	----------------	--------------------------------	---------------------------------	-----------------------------------

Position held in mandatory Committees of other companies	<p>Tata Capital Ltd. (Member: Audit Committee, Corporate Social Responsibility Committee)</p> <p>Tata Capital Financial Services Ltd. (Chairman: Stakeholders' Relationship Committee, Corporate Social Responsibility Committee) (Member: Audit Committee)</p> <p>Tata AIG General Insurance Company Ltd. (Member: Audit Committee)</p> <p>Tata Realty and Infrastructure Ltd. (Chairman: Audit Committee)</p> <p>Tata Asset Management Ltd. (Chairman: Nomination and Remuneration Committee) (Member: Corporate Social Responsibility Committee)</p>	<p>Sutlej Textiles &amp; Industries Ltd. (Chairman: Stakeholders' Relationship Committee) (Member: Audit Committee, Corporate Social Responsibility Committee)</p>	<p>Trent Ltd. (Chairman: Audit Committee, Risk Management Committee, Corporate Social Responsibility Committee) (Member: Nomination and Remuneration Committee)</p> <p>Ujjivan Financial Services Ltd. (Chairman: Nomination and Remuneration Committee, Risk Management Committee) (Member: Audit Committee, Corporate Social Responsibility Committee)</p> <p>Kalyani Forge Ltd. (Chairman: Audit Committee) (Member: Stakeholders' Relationship Committee, Nomination and Remuneration Committee)</p> <p>Ugro Capital Ltd. (Chairman: Audit Committee) (Member: Nomination and Remuneration Committee, Risk Management Committee)</p> <p>Manappuram Finance Ltd. (Chairman: Audit Committee, Risk management Committee)</p>	<p>HDB Financial Services Ltd. (Member: Risk Management Committee, Corporate Social Responsibility Committee)</p>	<p>Care Ratings Ltd. (Chairman: Stakeholders' Relationship Committee) (Member: Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee)</p> <p>Tamil Nadu Newsprint &amp; Papers Ltd. (Chairman: Audit Committee, Nomination and Remuneration Committee) (Member: Stakeholders' Relationship Committee)</p> <p>Aditya Birla Housing Finance Ltd. (Chairman: Audit Committee, Risk Management Committee) (Member: Nomination and Remuneration Committee)</p> <p>Aditya Birla Renewables Subsidiary Ltd. (Chairman: Audit Committee) (Member: Nomination and Remuneration Committee)</p> <p>Aditya Birla Renewables SPV 1 Ltd. (Chairman: Audit Committee) (Member: Nomination and Remuneration Committee)</p> <p>LIC HFL AMC Ltd. (Member: Audit Committee, Corporate Social Responsibility Committee)</p> <p>Tata Asset Management Ltd. (Member: Nomination and Remuneration Committee, Corporate Social Responsibility Committee)</p>
--	---	--	--	---	--

For other details such as number of meetings of the Board attended during the year and remuneration drawn in respect of the above Directors, please refer to the Corporate Governance Report.



## BOARD'S REPORT

TO  
THE MEMBERS,

The Directors present their Eighty Third Annual Report with the Audited Financial Statements for the year ended 31st March, 2020.

## 1. FINANCIAL RESULTS (under Ind AS) :

	Standalone		Consolidated	
		Previous Year		Previous Year
	(₹ in crore)	(₹ in crore)	(₹ in crore)	(₹ in crore)
Dividend, Interest, Net gain on Fair Value changes & Others .....	<b>149.47</b>	181.74	<b>143.89</b>	177.05
Other Income .....	<b>0.09</b>	0.10	<b>0.09</b>	0.10
Total Income .....	<b>149.56</b>	181.84	<b>143.98</b>	177.15
Total Expenses .....	<b>20.35</b>	21.21	<b>37.70</b>	21.31
Share in Profit and Loss of Associates .....	-	-	<b>(5.52)</b>	(8.90)
Profit before tax .....	<b>129.21</b>	160.63	<b>100.76</b>	146.94
Less: Provision for tax .....	<b>10.57</b>	12.98	<b>10.67</b>	13.12
Profit after tax .....	<b>118.64</b>	147.65	<b>90.09</b>	133.82
Non-Controlling Interest .....	-	-	<b>0.44</b>	(0.04)
Profit attributable to equity holder of the Company .....	<b>118.64</b>	147.65	<b>90.53</b>	133.78
Earnings Per Share Basic and Diluted (Rupees) .....	<b>23.45</b>	27.02	<b>17.89</b>	24.48
Opening balance of retained earnings .....	<b>677.54</b>	577.45	<b>757.81</b>	669.33
Profits for the year .....	<b>118.64</b>	147.65	<b>90.53</b>	133.78
Other Comprehensive Income .....	<b>0.49</b>	(0.49)	<b>0.49</b>	(0.44)
Realised gains on equity shares carried at fair value through OCI .....	<b>126.55</b>	118.78	<b>162.13</b>	118.72
The Directors have made the following appropriations -				
-Dividend (including tax on dividend) (Refer Para 3)* ....	<b>121.99</b>	132.85	<b>121.99</b>	132.85
-Buy Back expenses .....	-	3.47	-	3.47
-Transfer to Statutory Reserve & Other Reserves .....	<b>23.80</b>	29.53	<b>23.80</b>	29.87
Closing balance of retained earnings .....	<b>777.43</b>	677.54	<b>865.48</b>	757.81

\* Pertaining to dividend for the Financial Year 2018-19, paid in 2019-20

## 2. OPERATIONS:

The Standalone Operating Income of the Company is derived from a mix of dividend, interest income and other income. The profit from the sale of long-term equity investments (post tax) for the year ended 31st March, 2020 is ₹ 126.55 crores as compared to ₹ 118.78 crores for the FY 2018-19 which have been carried at Fair Value through Other Comprehensive Income. The standalone profit before tax for the year under review is ₹ 129.21 crores as against ₹ 160.63 crores for the FY 2018-19, whereas the profit after tax for the year under review stands at ₹ 118.64 crores as against ₹ 147.65 crores for the FY 2018-2019. The Consolidated profit after tax for the year amounted to ₹ 90.09 crores as compared to ₹ 133.82 crores for the FY 2018-19.

The total number of companies held in the equity / bond portfolio of the Company stands at 88 as on 31st March, 2020, out of which 69 are Quoted and 19 are Unquoted companies.

## 3. DIVIDEND:

The Directors are pleased to recommend a dividend of ₹ 18 per share (180%) [previous year ₹ 20 per share (200%)] on the paid-up capital of ₹ 50.59 crores aggregating ₹ 91.07 crores based on the parameters laid down in the Dividend Distribution Policy. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961.

## 4. TRANSFER TO RESERVES:

The closing balance of the retained earnings of the Company for FY 2019-20, after all appropriation and adjustments, was ₹ 777.43 crores (as on 31st March, 2019 ₹ 677.54 crores).

## 5. VALUE CREATED:

Shareholders will recall that for the first time in the Annual Report of 31st March, 2015 the Company had shared the "Value Created" over a 15-year period. The table below analyses the performance of the Company's portfolio rolling over the period to the 15 years prior to the closing of the current financial year 31st March 2020. "Value Created" is a measure which evaluates the wealth created net of the capital invested by the shareholders. "Value Created" is the Realisable Value of Investments as on 31st March to which is added Net Other Assets and Fixed assets while any contribution from shareholders is reduced (i.e. equity and share premium). The following table shows the Value Created over 15-year period and comparative returns to the Benchmark.

Year End (31st March)	Realisable Value of Investments (A) (₹ crs)	Net Current Assets (B) (₹ crs)	Shareholder Funds (Equity + Share Premium) (C) (₹ crs)	Value Created (A)+(B)-(C) (₹ crs)	BSE 200
2005	1,490.05	(23.64)	80.31	1,386.10	868
2020	8,049.47	(75.52)	355.62	7,618.33	3,610
Nos of times (X)				5.50	4.16
CAGR				12.03%	9.97%

Shareholders will be pleased to note that the "Value Created" has recorded a compounded annual growth rate (CAGR) of 12.03 % vis-à-vis the BSE 200 CAGR of 9.97 % for the 15-year period 31st March, 2005 to 31st March, 2020. It is heartening that this performance has been achieved while the management has endeavoured to reduce risk of the portfolio with a prudent allocation to unlisted equity and fixed income securities.

The Company has consistently declared dividend which over the last 15 years has aggregated ₹ 1,430 crores.

**6. MANAGEMENT DISCUSSION & ANALYSIS:**

A summarised position of the company's portfolio of investments is given below:-

	As on 31.03.2020 (₹ in crore)	As on 31.03.2019 (₹ in crore)
<b>QUOTED INVESTMENTS</b>		
Net Book Value .....	<b>1,896.02</b>	1,784.40
Market Value .....	<b>7,287.26</b>	8,511.32
<b>UNQUOTED INVESTMENTS</b>		
Net Book value. (including Mutual Funds) .....	<b>439.80</b>	435.17
Estimated value .....	<b>762.21</b>	829.59
<b>TOTAL BOOK VALUE</b>		
Net Book value of all investments .....	<b>2,335.82</b>	2,219.57
<b>TOTAL REALISABLE VALUE</b>		
Total market value of quoted investments and estimated value of unquoted investments (subject to tax as applicable) .....	<b>8,049.47</b>	9,340.91
<b>BANK DEPOSITS AND INTERCORPORATE DEPOSITS</b> .....	<b>25.40</b>	10.00
<b>TOTAL NUMBER OF COMPANIES</b> (excluding Mutual Funds) .....	<b>88</b>	91
<b>TOTAL EQUITY PER SHARE</b>		
After tax (₹) .....	<b>1,576</b>	1,546

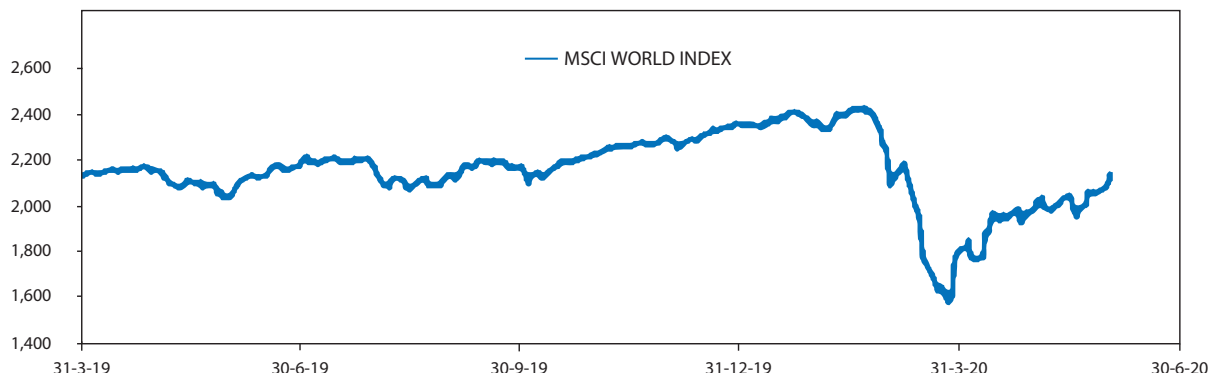
The Directors confirm that all the investments have been made with the intent to hold for long term appreciation, to enhance the income from dividends and are not held for trade.

The Company continues to remain invested in leaders in sectors, which we believe have the potential to remain value accretive over the long term. The Company continues to invest for the long term while availing opportunities to realize gains endeavouring to maintain its policy of consistent dividend distribution.

The Company invests in Tata and Non-Tata companies, both listed and unlisted, though investments in Tata companies constitute a larger portion and may be considered for a longer term and are strategic in nature.

The Company endeavours to evaluate opportunities considering the macroeconomics conditions both globally and domestically.

## GLOBAL EQUITY MARKETS DURING THE FINANCIAL YEAR 2019-20:



In this Covid-19 impacted environment that we are in today, it is indeed difficult to comprehend that just a few months ago the MSCI world Index rose to its all-time high of 2,435 as late as 12th February, 2020. Thereafter, in March almost simultaneously all nations of the world reacted to the potential health risk arising from the spread of Coronavirus, Covid-19. Every border was locked down for travel and the nervousness in global sentiment drove markets into a steep correction with the MSCI World Index falling vertically down to 1,602 points on 23rd March, 2020. The damage to the world economies may have been higher in this lockdown than that experienced during the Financial Crisis in 2009.

It is now an accepted paradigm - the world changed in March 2020. As things stand in May 2020 the world is enveloped with lower demand for many products and industries, excess and growing leverage in the balance sheets of the Central Banks, governments, and companies and unprecedented unemployment and finally a spiral rise in bankruptcies.

Without doubt, the War against Covid-19 is the most expensive war ever fought in the history of mankind. The world at large against one unseen enemy. The World Leaders have chosen lockdown as the defence against the Weapon of Mass Destruction - Covid-19. Historians and scientists will one day compute the cost-benefit of choosing Lockdown to save lives against loss of livelihood.

The landscape of industries like Airlines, Hotels, Online Booking aggregators, Oil & Gas has been marred for a long time to come. According to market research by IBIS World, a leading business intelligence firm, the total revenues for the oil and gas drilling sector (upstream) came to approximately \$3.3 trillion in 2019 or approximately 3.8% of the global economy. The exploration and production sector employs approximately 4 million people across 350,000 businesses. Even when activity resumes in the world to a New Normal demand for oil will be much lower than 2019. Fortunately, the price of oil has moved up to above US\$30 per barrel.

A similar negative outlook is for the Hospitality Industry. Until a vaccine is invented and all travellers vaccinated the demand for Travel and Hotel stays may remain subdued.

### Indian Equity Markets

The Indian equity indices have tracked the global markets with near perfect correlation. The Sensex peaked to its all-time high on 20th January, 2020 to 42,274 level and thereafter corrected sharply to 25,639 on 24th March, 2020 (a fall of 39% in two months). The Index has moved up from those lows to around 32,000 in the month of May, 2020. Many read this up move as a "Bear market rally", which is always also sharp upwards but may not sustain over the year. Many others believe that with the opening up of the economy, a promising monsoon, substantially higher global liquidity, the financial support of the RBI and the Finance Ministry, the markets may remain in an uptrend for the better part of the year.

**Indian Economy**

India has had, at least till this report was written, globally the lowest per capita number of Covid-19 cases and deaths. Perhaps, China can only compare their per capita impacted cases to India. In India, it could have been a healthcare calamity, if the government had not imposed a complete lockdown. On an optimistic note, this will mean that the gradual opening up of the lockdown may result in a relatively faster normalization of activity having averted what may have been substantially higher pain of loss and hopelessness.

Perhaps, the biggest opportunity for India could be that many manufacturers want to move out of China as a strategy for de-risking. Japan has announced a USD 2 billion subsidy for such shifts of capacity. Government of India must invite foreign companies with open hands and lay out the red carpet for them. In all areas of government which work with business i.e. Taxation, FDI, Judiciary and Labour, India must become as competitive as Vietnam, Thailand, Malaysia and Indonesia. The Asian Tigers cannot be the sole winners in this mega metamorphosis of manufacturing relocation. India has to endeavour to become the most attractive destination.

CMIE report says that early estimates of jobs data indicate that the coronavirus effect may have left a devastating impact on the economy, sending the urban unemployment rate soaring to 30.9%, and overall unemployment rose to 23.4%.

It is imperative that India creates employment opportunities and higher distributable income in the hands of individuals, especially millennials, for consumption to grow. Manufacturing must make a comeback in India if GDP growth has to once again rise above 7%.

The sudden breakdown in employment opportunities has shown that leveraged consumption growth can be harmful to both borrowers and lenders. India has far higher interest rates than the developed world. Thus, growth in demand for discretionary consumption goods, which may result in higher unsecured loan exposures, may remain subdued.

Needless to say that some of the Investee companies in our portfolio will suffer in these circumstances for the better part of the year. The share prices of these companies may also suffer underperformance.

It is very heartening to note that in a year when the market suffered the worst correction experienced since 2009, your Company's Total Equity (which includes Other Comprehensive Income) has marginally gone up from ₹ 7,820.21 crores as on 31.03.2019 to ₹ 7,973.95 crores as on 31.03.20. On a per share basis, the Total Equity has increased from ₹ 1,546 as on 31.03.2019 to ₹ 1,576 as on 31.03.2020.

What is our strategy going forward? Your company has continued to reduce the number of companies in its portfolio while retaining India's market leaders amongst other competitive and financially strong companies. Your company will allocate its capital between listed equity, fixed income and unlisted equity. Management will evaluate and select investments based on high quality governance, sustainability and balance sheets. In this disruption, we will look for emerging sectors and companies which may become the leaders in the next decade.

**7. FIXED DEPOSITS:**

The Company has not accepted any public deposits under the provisions of the Companies Act, 2013 ('Act').

**8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The provisions of section 186 of the Act pertaining to investment and lending activities are not applicable to the company since the company is a Non Banking Financial Company ("NBFC") whose principal business is acquisitions of securities. During the year under review, the Company has not provided any guarantee.

**9. CONSOLIDATED FINANCIAL STATEMENTS:**

The Consolidated Financial Statements of the Company form part of the Annual Report.

The annual accounts of the subsidiary company and related detailed information are available on the website of the Company and the same may be obtained by writing to the Company Secretary at the Registered e-mail ID of the Company: [ticl@tata.com](mailto:ticl@tata.com).

The consolidated financial results reflect the operations of Simto Investment Company Ltd. ("Simto") (Subsidiary), and the following Associate Companies namely Tata Asset Management Ltd., Tata Trustee Company Ltd. and Amalgamated Plantations Private Ltd.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The Policy, as approved by the Board, is uploaded on the Company's website: <https://tatainvestment.com/images/Policy%20on%20Material%20Subsidiaries.pdf>

### **Subsidiary Company**

The Company has a subsidiary Simto which is registered as an NBFC with the Reserve Bank of India. In terms of Regulation 16 (1) (c) of the SEBI Listing Regulations, Simto is not a material unlisted subsidiary. Simto is engaged in investment activities which allocates capital in the markets to participate in activities other than making investments for the long term which has been the primary activity of the Company for many decades.

Simto has an Issued Capital of ₹ 1.53 crores with a net worth of ₹ 48.53 crores as on 31st March, 2020.

### **Associate Companies**

#### **1. Tata Asset Management Ltd.**

The Company holds 32.09% of the equity share capital of Tata Asset Management Ltd. whose principal activity is to act as an investment manager to Tata Mutual fund and the company is registered with Securities Exchange Board of India ("SEBI") under the SEBI (Mutual Fund) Regulations 1996. The consolidated turnover of the company during the year was ₹ 216.55 crores and Profit after tax for the year was ₹ 22.25 crores. The company has a net worth of ₹ 272.78 crores as on 31st March 2020.

#### **2. Tata Trustee Company Ltd.**

The Company holds 50% of the equity share capital of Tata Trustee Company Ltd. which is acting as the Trustees to Tata Mutual Fund. During the year, the turnover of the company was ₹ 7.09 crores and Profit after tax for the year was ₹ 3.66 crores. The Company has a net worth of ₹ 12.83 crores as on 31st March, 2020.

#### **3. Amalgamated Plantations Private Ltd.**

The Company holds 24.61% of the equity share capital of Amalgamated Plantations Private Ltd. ("APPL") which is engaged in the business of cultivation and manufacturing of tea and other allied agricultural products and packaging services. The turnover of APPL during the year was ₹ 701.02 crores and registered a loss of ₹ 54.80 crores during the financial year 2019-20.

A statement containing the salient features of the financial statements of the subsidiary company and associate companies is annexed to the Financial Statements in Form AOC-1 "Annexure A".

## **10. BOARD AND COMMITTEE MEETINGS:**

During the year under review, Eight Board Meetings and Eighteen other Committee Meetings were held. The details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings are provided in the Corporate Governance Report. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

## **11. DIRECTORS' RESPONSIBILITY STATEMENT:**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019-20.



Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that: –

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **12. RISK MANAGEMENT:**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 17(9) of the SEBI Listing Regulations. It establishes various levels of risks with its varying levels of probability, the likely impact on the business and its mitigation measures.

The Internal Auditor evaluates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Asset Liability Risk Management and IT Strategy and Steering Committee oversees the Risk Management and reports to the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status from time to time.

## **13. INTERNAL CONTROL SYSTEMS:**

The Company maintains appropriate systems of internal controls, including monitoring procedures, to ensure that all assets and investments are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

The Internal Auditors review the efficiency and effectiveness of these systems and procedures. Added objectives include evaluating the reliability of financial and operational information and ensuring compliances with applicable laws and regulations. The Internal Auditors submit their Report periodically which is placed before and reviewed by the Audit Committee.

## **14. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has revised the Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

## **15. RELATED PARTY TRANSACTIONS:**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations.

There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions, if any.

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: <https://tatainvestment.com/images/Policy%20on%20Related%20Party%20Transactions.pdf>

Given all the Related Party Transactions during the year under review, were at arm's length and in the ordinary course of business and the Company did not enter into any material transaction with any related party and hence, Form AOC-2 does not form part of this report.

The details of the transactions with Related Parties are provided in the accompanying financial statements.

## 16. CORPORATE SOCIAL RESPONSIBILITY (CSR):

In terms of Section 135 and Schedule VII of the Act, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee under the Chairmanship of Mr. F N. Subedar. Mr. A. N. Dalal, Mr. S. Mukhopadhyay and Mr. V. Chandrasekaran are the other members of the Committee.

Mr. Z. Dubash, Independent Director of the Company and a member of the Corporate Social Responsibility (CSR) Committee has retired with effect from 17th March, 2020 and the Company has reconstituted the Committee by inducting Mr. Suprakash Mukhopadhyay and Mr. V. Chandrasekaran as the members of the CSR Committee.

The CSR committee of the Board has framed a CSR policy and uploaded it on the website of the company: [http://www.tatainvestment.com/images/CSR\\_Policy.pdf](http://www.tatainvestment.com/images/CSR_Policy.pdf)

The Annual Report on CSR activities is annexed herewith as "Annexure B".

## 17. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 and the Rules thereunder. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment ("POSH") Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the financial year 2019-2020.

## 18. DIVIDEND DISTRIBUTION POLICY:

In term of Regulations 43A of SEBI Listing Regulations, the Board of Directors of the Company has adopted a Dividend Distribution Policy, which is annexed herewith as "Annexure C". The Policy is also available on the website of the Company: <http://www.tatainvestment.com/images/Dividend%20Distribution%20Policy.pdf>

## 19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**20. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions of the Act and the Company's Articles of Association, Mr. F. N. Subedar, Director, retires by rotation and, being eligible, offers himself for re-appointment.

During the year under review, Mr. H. N. Sinor and Mr. P. P. Shah ceased to be the Directors of the Company w.e.f 5th August, 2019 and Mr. Zubin Dubash also ceased to be the Director of the Company w.e.f 17th March, 2020. The Board of Directors places on record its appreciation of their valuable support and guidance to the Board during their tenure.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee ("NRC"), has re-appointed Mr. A. N. Dalal as an Executive Director of the Company for a term of five years with effect from 1st January, 2020 upto 31st December, 2024, subject to the approval of members.

During the year under review, the Company appointed Mr. Abhijit Sen and Mr. Jimmy Tata as Independent Directors for a period of five consecutive years w.e.f. 4th August, 2019 and the Company also appointed Mr. V. Chandrasekaran as an Independent Director for a period of five consecutive years w.e.f. 16th March, 2020, subject to the approval of the Members at the ensuing AGM by way of Ordinary Resolutions.

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations there has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company. Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31st March, 2020 are: Mr. Amit N Dalal, Executive Director and Mr. Manoj Kumar CV, Chief Financial Officer and Company Secretary.

Brief particulars and expertise of Directors seeking appointment/re-appointment together with their other directorships and committee membership have been given in the annexure to the Notice of the AGM in accordance with the requirements of the SEBI Listing Regulations and Secretarial Standards.

**21. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and individual Directors, including the Chairman of the Company. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5th January, 2017.

For evaluating the Board as a whole, views were sought from the Directors on various aspects of the Board's functioning such as degree of fulfilment of key responsibilities, Board Structure and composition, establishment, delineation of responsibilities to various committees, the effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of the relationship between the Board and the management.

Similarly, views from the Directors were also sought on the performance of individual Directors covering various aspects such as attendance and contribution at the Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings. In addition, the chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and promoting effective relationships and open communication, communicating effectively with all stakeholders and motivating and providing guidance to the Executive Director.

Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition, the effectiveness of meetings, Committee dynamics and quality of the relationship of the Committee with the Board and the Management.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the individual Directors.

## 22. REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Appointment and Remuneration Policy is stated in the Corporate Governance Report.

## 23. AUDITORS:

### STATUTORY AUDITORS:

M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No. 104607W/W-100166), were appointed as Statutory Auditors of the Company from the conclusion of the Eightieth Annual General Meeting held on 21st August, 2017 till the conclusion of the Eighty-fifth Annual General Meeting to be held in the year 2022.

As per the provisions of Section 139 of the Act, they have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Audit Report of M/s Kalyaniwalla & Mistry LLP on the Financial Statements of the Company for the Financial Year 2019-20 is a part of the Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

### SECRETARIAL AUDITORS:

Pursuant to provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Parikh & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure D". The Secretarial Audit Report for the financial year ended 31st March, 2020 do not contain any qualification, reservation, adverse remark or disclaimer.

### COST RECORDS AND COST AUDITORS:

The provisions of Cost Audit and Records as prescribed under Section 148 of the Act, are not applicable to the Company.

## 24. SECRETARIAL STANDARDS OF ICSI:

The Company is in compliance with relevant provisions of the Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government.

## 25. CORPORATE GOVERNANCE:

The Annual Report contains a separate section on the Company's corporate governance practices, together with a certificate from the Company's Auditors confirming compliance, as per SEBI Listing Regulations.

## 26. BUSINESS RESPONSIBILITY REPORTING:

A separate section on Business Responsibility forms part of this Annual Report as required under Regulation 34(2)(f) of SEBI Listing Regulations is annexed herewith as "Annexure E".

**27. EXTRACT OF ANNUAL RETURN:**

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the annual return for FY 2019-20 is given in "Annexure F" in the prescribed Form No. MGT-9, which is a part of this report.

Further, the extract to the Annual Return of the Company can also be accessed on the Company's website at <http://www.tatainvestment.com>.

**28. REPORTING FRAUD :**

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

**29. CONSERVATION OF ENERGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Being an investment company and not involved in any industrial or manufacturing activities, the Company's activities involve very low energy consumption and has no particulars to report regarding conservation of energy and technology absorption. However, efforts are made to further reduce energy conservation.

During the year, the Company's expenditure in foreign exchange is ₹ 3.81 lacs and the Company did not have any foreign exchange earnings during the year.

**30. PARTICULARS OF EMPLOYEES AND REMUNERATION:**

The information required under Section 197 (12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as "Annexure G".

The information required under section 197(12) of the Act read with Rules 5 (2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report. In terms of the first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Shareholders excluding the aforesaid Annexure. Any Shareholder interested in obtaining the same may write to the Company Secretary at the Registered e-mail ID of the Company: [ticl@tata.com](mailto:ticl@tata.com). None of the employees listed in the said Annexure is related to any Director of the Company.

**On behalf of the Board of Directors,**

**NOEL N. TATA**  
**Chairman**  
**DIN: 00024713**

Mumbai, May 27, 2020

## ANNEXURE A TO THE BOARD'S REPORT

### FORM AOC-1

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

#### Part A : SUBSIDIARIES

(₹ in lacs)

	Particulars	Simto Investment Company Limited
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A
3.	Date of acquiring subsidiary	31-08-2012
4.	Share capital	152.99
5.	Other Equity	4,699.54
6.	Total assets	6,413.82
7.	Total Liabilities	1,561.29
8.	Investments	5,575.20
9.	Turnover	116.13
10.	Profit before taxation	(1,807.10)
11.	Provision for taxation	9.64
12.	Profit after taxation	(1,816.74)
13.	Total Comprehensive Income	(511.43)
14.	Proposed Dividend	-
15.	% of shareholding	97.57

#### PART B : ASSOCIATES AND JOINT VENTURES

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

(₹ in lacs)

	Name of the Associates/ Joint Ventures	Tata Asset Management Ltd.	Tata Trustee Company Ltd.	Amalgamated Plantations Pvt Ltd.
		(Associate)	(Associate)	(Associate)
1.	Latest audited Balance Sheet Date	31.3.2020	31.3.2020	31.3.2020
2.	Date of acquiring associate	27-03-1995	05-01-2010	31-03-2009
3.	Shares of Associate/ Joint Venture held by the Company on the year end			
	No of Shares	5,265,457	275,000	36,600,000
	Amount of Investment in Associates/Joint Venture	1,950.09	2.62	3,660.00
	Extent of Holdings %	32.09%	50.00%	24.61%



(₹ in lacs)

	Name of the Associates/ Joint Ventures	Tata Asset Management Ltd.	Tata Trustee Company Ltd.	Amalgamated Plantations Pvt Ltd.
		(Associate)	(Associate)	(Associate)
4.	Description of how there is significant influence	There is significant influence due to percentage (%) of Share Capital		
5.	Reason why the associate/ joint venture is not consolidated	-	-	-
6.	Net worth attributable to Shareholding as per latest Balance Sheet	9,745.15	639.38	498.97
7.	Profit/ Loss for the year	-	-	-
	(i) Considered in Consolidation	667.53	120.80	(1,913.98)
	(ii) Not Considered in Consolidation	-	-	-

For and on behalf of the Board

N. N. TATA

F. N. SUBEDAR

Chairman

Vice Chairman

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN

Directors

Mumbai, May 27, 2020

## ANNEXURE B TO THE BOARD'S REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

1. A brief outline of the Company's CSR Policy
 

Tata Investment Corporation Limited is committed to contributing to the improvement in the quality of life of individuals and empowerment of institutions which serve the community. The Company aims to involve itself in projects and programmes, with due consideration to the environment and existing conditions. Whilst all communities may benefit from the Company's CSR activities, it would focus on those groups that are socially and economically weaker sections.

The Company has framed its CSR Policy in compliance with the provisions of the Companies Act 2013 and the same is placed on the Company's website at weblink: [http://www.tatainvestment.com/images/CSR\\_Policy.pdf](http://www.tatainvestment.com/images/CSR_Policy.pdf)
2. Composition of CSR Committee:  
(as on 31.03.2020)
 

Mr. F. N. Subedar, Chairman  
Mr. A. N. Dalal  
Mr. Suprakash Mukhopadhyay  
Mr. V. Chandrasekaran
3. Average net profit of the company for last three financial years.
 

₹ 20,035 lacs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above)
 

₹ 400.71 lacs
5. Details of CSR spent during the financial year :
  - a. Total amount to be spent for the financial year
 

₹ 415.20 lacs
  - b. Amount unspent, if any;
 

NIL
  - c. Manner in which the amount spent during the financial year is detailed below:
 

The manner in which the amount is spent is annexed.
6. In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.
 

Not Applicable
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.
 

The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

(A. N. Dalal)  
Executive Director

(F. N. Subedar)  
Chairman-CSR Committee

Mumbai, May 27, 2020

## Annexure to CSR Report point 5 (c) of the CSR Report

(₹ in lacs)

Sr. No.	CSR projects / activities identified	Sector in which the project is covered	Projects Or programs (1) Local area or other (2) Specify the State and district where projects or Programs Was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the project or programs Subheads: (1)Direct expenditure on projects or programs. (2)Overhead	Cumulative Expenditure upto reporting period	Amount spent : Direct or through implementing agency
1.	Contribution to Charitable Trust	Health Care/ Education	Mumbai	160.00	₹80-Corpus ₹80- Objects	160.00	Through Implementing Agency
2.	Towards purchase of hospital requirements and Ventilators	Medical	Mumbai	140.45	140.45	140.45	Direct
3.	Contribution towards education of children with impaired intellectual functioning	Health Care/ Education	Mumbai	11.00	11.00	11.00	Through Implementing Agency
4.	Contribution towards training programs for developing skills and financial independence of children suffering from intellectual disabilities	Education and Promoting livelihood enhancement projects	Mumbai	7.50	7.50	7.50	Through Implementing Agency
5.	Upgrading the standard of living of underprivileged women	Women empowerment	Mumbai	3.00	3.00	3.00	Through implementing agency
6.	Towards purchase of equipments for providing e-learning facility	Education	Mumbai	5.00	5.00	5.00	Through Implementing Agency
7.	Providing assistance to families of children undergoing cancer treatment	Promotion of healthcare including preventive healthcare	Mumbai	15.75	15.75	15.75	Through Implementing Agency

(₹ in lacs)

Sr. No.	CSR projects / activities identified	Sector in which the project is covered	Projects Or programs (1) Local area or other (2) Specify the State and district where projects or Programs Was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the project or programs Subheads: (1)Direct expenditure on projects or programs. (2)Overhead	Cumulative Expenditure upto reporting period	Amount spent : Direct or through implementing agency
8.	Towards overall development of village and implementation of Water and Solar System	Poverty alleviation, Livelihood enhancement & infrastructure Support	Palghar, Mumbai	18.00	18.00	18.00	Through Implementing Agency
9.	Towards development of Smart Class Rooms and upgrading other facilities in schools	Education	Navasari, Gujarat	12.00	12.00	12.00	Through Implementing Agency
10.	Providing scholarships to deserving female students	Women empowerment and education.	Mumbai	10.00	10.00	10.00	Through Implementing Agency
11.	Towards construction of community toilets & bathing facilities	Health Care	Udvada, Gujarat	22.50	22.50	22.50	Through Implementing Agency
12.	Vocational training, assistance for providing education and overall development	Education and Promoting livelihood enhancement projects.	Puducherry, Tamil Nadu	10.00	10.00	10.00	Through Implementing Agency

**ANNEXURE C TO THE BOARD'S REPORT****DIVIDEND DISTRIBUTION POLICY****1. SCOPE AND PURPOSE**

As per Regulation 43A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, top 500 listed entities (based on market capitalization as calculated as on 31st March of every financial year) are required to frame dividend distribution policy and disclose the same in their annual report and on their websites. Since the Company falls within the aforesaid class, it is required to formulate and disclose its Dividend Distribution Policy in its Annual Report and on its website. Accordingly, this Dividend Distribution Policy has been reviewed and adopted by the Board of Directors of the Company on 14th March 2017.

**2. OBJECTIVE**

The objective of this Policy is to provide a framework for distributing the profits of the Company by way of dividends in a way that shareholders can participate equitably in the company's growth, while maintaining the financial foundation of the company and ensure sustainable growth.

**3. KEY PARAMETERS TO BE CONSIDERED WHILE DECLARING THE DIVIDEND**

In line with the objective stated above, the Board of Directors of the Company shall consider the following parameters before the declaration of any interim dividend or recommendation of Annual Dividend to shareholders:

**A. Financial Parameters / Internal Factors**

- Profit after taxes earned during the year;
- Profit available for distribution;
- Investment Prospects;
- Operating Cash flow requirements of the Company;
- Earnings per Share;
- Liquidity position of the Company;
- Past Dividend Pay-out Ratio/trends.

**B. External Factors**

- General Economic environment and Market conditions;
- Prevailing legal requirements, regulatory conditions or restrictions laid down under the applicable laws including tax laws.

**4. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND**

As the company is an Investment company which is engaged in the long-term investments, the profits of the company may vary from year to year depending on the capital market conditions due to which its dividend pay-out can also vary from year to year. The Company having regard to the dividend and interest income earned by the Company and subject to profits & other financial parameters as per applicable legal provisions, the Board shall endeavour to maintain a reasonable dividend pay-out, to the extent possible, taking into consideration the past dividend pay-out history.

**5. UTILIZATION OF RETAINED EARNINGS**

The Board may retain its earnings in order to make better use of the funds available and increase the value of the stakeholders in the long run after having due regard to the parameters laid down in this Policy. The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or

out of the free reserves available for distribution of Dividend, in accordance with the provisions of the Companies (Declaration and Payment of Dividend) Rules, 2014, as amended from time to time, after having due regard to the parameters laid down in this Policy.

## **6. PARAMETERS ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES**

Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

## **7. PROCEDURE**

The agenda of the Board of Directors where Dividend declaration or recommendation is proposed shall contain the rationale of the proposal.

Pursuant to the provisions of applicable laws and this Policy, interim Dividend approved by the Board of Directors will be confirmed by the shareholders and final Dividend, if any, recommended by the Board of Directors, will be subject to shareholders approval, at the ensuing Annual General Meeting of the Company.

The Company shall ensure compliance of provisions of Applicable Laws and this Policy in relation to Dividend declared by the Company.

## **8. GENERAL :**

This Policy has been adopted by the Board of Directors of the Company. Going forward, the Board would review and may amend the Policy, as and when required. The Company in such a case shall disclose the changes along with the rationale for the same in its Annual Report and on its website.



**ANNEXURE D TO THE BOARD'S REPORT****FORM No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2020**

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**TATA INVESTMENT CORPORATION LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tata Investment Corporation Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs and The Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2020 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (vi) Other laws applicable specifically to the Company namely:-
  - (a) The Reserve Bank of India Act, 1934
  - (b) Directions issued under the Reserve Bank of India Act, 1934
  - (c) Non-Banking Financial Company-Systematically important non-deposit taking company (Reserve Bank) Directions, 2016

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For **Parikh & Associates**  
Company Secretaries

Place : Mumbai  
Date : May 27, 2020

**Sarvari Shah**  
Partner  
FCS No: 9697 CP No: 11717

*This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.*

**'Annexure A'**

To,  
The Members  
**Tata Investment Corporation Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh & Associates**  
Company Secretaries

Place : Mumbai  
Date : May 27, 2020

**Sarvari Shah**  
Partner  
FCS No: 9697 CP No: 11717

## ANNEXURE E TO THE BOARD'S REPORT

### BUSINESS RESPONSIBILITY REPORT

[Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations]

#### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company:** : L67200MH1937PLC002622
2. **Name of the Company** : Tata Investment Corporation Limited
3. **Registered address** : Elphinstone Building, 10 Veer Nariman Road, Mumbai – 400001
4. **Website** : www.tatainvestment.com
5. **E-mail id** : ticl@tata.com
6. **Financial Year reported** : 2019-20
7. **Sector(s) that the Company is engaged in (industrial activity code-wise)** : The Company is a Non-Banking Financial Company registered with Reserve Bank of India which is primarily engaged in long term investments (Code- 6430).
8. **List three key products/services that the Company manufactures/provides (as in Balance Sheet)**  
The Company is a Systemically Important Non-Deposit taking NBFC registered with Reserve Bank of India under 'Investment Company' category. The Company operates primarily as an Investment Company with investments in quoted and unquoted securities. The Company's primary sources of income consist of Dividends, Interest and Gains on sale of long term of investments.
9. **Total number of locations where business activity is undertaken by the Company**
  - (a) Number of International Locations : NIL  
(Provide details of major 5):
  - (b) Number of National Locations : The Company operates from one location from its Registered Office situated in Mumbai, India.
10. **Markets served by the Company - Local/ State/National/International** : Refer Point Nos 8 and 9 above

#### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (INR)** : ₹ 5,059.53 lacs
2. **Total Turnover (INR)** : ₹ 14,956 lacs
3. **Total profit after taxes (INR)** : ₹ 11,864 lacs
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)** : The details of CSR activities of the Company and the amount spent on CSR are provided as part of Director's Report.
5. **List of activities in which expenditure in 4 above has been incurred** : Refer 'Annexure B' of Directors' Report

**SECTION C: OTHER DETAILS**

- 1. Does the Company have any Subsidiary Company/ Companies? - Yes**
- 2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) - BR initiatives of parent company are generally supported by subsidiary company.**
- 3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] - No, given the limited nature of Company's operations and its size, the Company has minimal interactions with its vendors, suppliers.**

**SECTION D: BR INFORMATION****1. Details of Director/Directors responsible for BR****(a) Details of the Director/Directors responsible for implementation of the BR policy/policies.**

Sr.No.	Particulars		Details
1.	DIN Number (if applicable)	:	00297603
2.	Name	:	A. N. Dalal
3.	Designation	:	Executive Director
4.	Telephone	:	022 6665 8282
5.	E-mail id	:	amitdalal@tata.com

**(b) Details of the BR head**

Sr.No.	Particulars		Details
1.	DIN Number (if applicable)	:	Not Applicable
2.	Name	:	Manoj Kumar C V
3.	Designation	:	Chief Financial Officer & Company Secretary
4.	Telephone	:	022 6665 8282
5.	E-mail id	:	kvmanoj@tata.com

**2. Principle-wise (as per NVGs) BR Policy/policies:**

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

<b>P1</b>	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
<b>P2</b>	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
<b>P3</b>	Businesses should promote the well-being of all employees.
<b>P4</b>	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
<b>P5</b>	Businesses should respect and promote human rights.
<b>P6</b>	Businesses should respect, protect, and make efforts to restore the environment.
<b>P7</b>	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
<b>P8</b>	Businesses should support inclusive growth and equitable development.
<b>P9</b>	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

**(a) Details of compliance (Reply in Y/N)**

SN	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policy/policies for...?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? if yes, has it been signed by MD / owner / CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	<ul style="list-style-type: none"> <li>• Tata Code of Conduct (TCoC);</li> <li>• Corporate Social Responsibility Policy;</li> <li>• Whistle Blower Policy;</li> <li>• Sustainability Policy;</li> <li>• Policy on Prevention of Sexual Harassment of Women at Workplace;</li> <li>• Anti-Bribery and Anti-Corruption policy.</li> </ul> <p>All Mandatory policies are available on the website of the Company.</p>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to all the internal stakeholders. Tata Code of Conduct has been communicated to other external stakeholders based on their relevance.								
8	Does the company have in-house structure to implement the policy/ policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

**3. GOVERNANCE RELATED TO BR**

**(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year - Twice in a year**

**(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published? - The BR initiatives of the Company forms part of the Annual Report which is available at <https://tatainvestment.com/annual-report/>**



**SECTION E: PRINCIPLE-WISE PERFORMANCE****Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability. (P1)****1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/ NGOs/Others?**

Yes. The Company has adopted Tata Code of Conduct, Anti Bribery and Anti-Corruption Policy and Whistle Blower Policy which pertain to ethics, bribery and corruption and the above policies are applicable to all our major vendors.

The Tata Code of Conduct (TCoC) is the guiding document on principles of responsible business conduct for all employees. It is available on the Company's webpage and all employees adhere to the principles laid down in the TCoC.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

There was no case of violation of Tata Code of Conduct in 2019-20 and no case was reported under the Company's Whistle Blower Policy, Anti Bribery and Anti-Corruption Policy during the year.

**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle (P2)**

The Company is engaged only in investment activities as a Non-Banking Financial Company and does not have any goods and raw materials utilization as a part of its products and services. However, the Company is also cognizant of its role in supporting environmental sustainability. As part of the above initiative, the Company sources its office stationery which confirms with FSC certification and gradually increasing the LED power saving equipments.

**Principle 3: Businesses should promote the well-being of all employees (P3)**

The Company has a staff strength of 22 including three permanent woman employees as on 31st March, 2020. There are no contractual employees and no employees with disabilities in the Company. There is no employees' association. During the year, no complaint was received relating to child labour, forced labour, involuntary labour or Sexual harassment. Employees are encouraged to participate in skill development programmes as part of their professional and skill development.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized (P4)**

The Company has identified its internal and external stakeholders. There are no stakeholders who are disadvantaged, marginalized and vulnerable to the extent information available with the Company.

**Principle 5: Businesses should respect and promote human rights (P5)**

The Company respects the human rights of all its internal and external stakeholders, and ensures compliance with all applicable laws pertaining to human rights. No complaints of this nature were received in this financial year.

**Principle 6: Businesses should respect, protect, and make efforts to restore the environment (P6)**

The Company gives equal importance to protect the environment while conducting its business operations. Tata Code of Conduct includes respecting the environment, eliminating waste and conserving resources as working norms. All employees have affirmed to Tata Code of Conduct. Being into investment activities, the Company is not in physical resource intensive business. Environmental impacts of the organisation are mainly in the conduct of operations in its offices such as e-waste policy-handling, e-waste to certified handlers for proper disposal, maximum life utilisation of hardware, utilization of power saving through LED equipments, segregation of wet and dry waste, use of a digital app for the conduct of meetings. The Company is constantly re-engineering its processes to reduce consumption of paper by using digital infrastructure.

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner (P7)**

The Company is a member of various trade and chamber associations such as the Bombay Chamber of Commerce and Industries, Indian Merchants Association. The Company participates in putting forward its views on various Regulatory issues at the appropriate forums.

**Principle 8: Businesses should support inclusive growth and equitable development (P8)**

**1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The CSR philosophy of the Company has been formulated keeping in mind in creating shared value through fair and equitable business functioning. The Company had set up a Charitable Trust in 1997 which actively supports the needy people for their medical assistance and educational support.

The summary of initiative/projects undertaken are as under the following broad heads:

- a. Health and wellness
- b. Education and Skill building
- c. Disaster Relief
- d. Associate Volunteering

For more information, refer to the Report on CSR activities as contained in the Annual Report for Financial Year 2019-20.

**2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

The Company has several projects and many of them are carried out through Taveskor Charitable Trust. During the financial year, the Trust had extended medical relief to approximately 700 underprivileged people and approximately 250 people were granted educational grants through the above Trust. Apart from the above, the Company had directly engaged with various NGOs and Educational Institutions in meeting with their various requirements. The practices of affirmative action ensures there is no discrimination of any type against socially disadvantaged sections in the workplace.

**3. Have you done any impact assessment of your initiative? - Yes**

**4. What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?**

Refer to the Report on CSR activities as contained in the Annual Report for Financial Year 2019-20

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

Initiatives conducted under CSR are generally followed up to determine the outcomes and the benefits to the community. Internal tracking mechanisms, reports and follow-up through telephonic and email communications are regularly carried out.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner (P9)**

The Company being an Investment Company, it has no customer centric activities.

## ANNEXURE F TO THE BOARD'S REPORT

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31st March, 2020**

[Pursuant to section 92(3) of the Companies ACT, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

## Form No. MGT-9

**I. REGISTRATION AND OTHER DETAILS :**

i)	CIN	L67200MH1937PLC002622
ii)	Registration Date	5th March, 1937
iii)	Name of the Company	Tata Investment Corporation Limited
iv)	Category / Sub-Category of the Company	Company having Share Capital
v)	Address of the Registered office and contact details	Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001 Tel : 022-66658282 Fax : 022-66657917 E-mail : ticl@tata.com Website : www.tatainvestment.com
vi)	Whether listed company	Yes
vii)	Name, address and contact details of Registrar and Transfer Agent, if any :	TSR Darashaw Consultants Private Ltd. 6 Haji Moosa Patrawala Industrial Estate, 20 Dr. E Moses Road, Near Famous Studio, Mahalaxmi (West), Mumbai 400 011 Tel : 91 22 66568484 Fax : 91 22 6656 8494

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1.	Investment Company	6430	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE :**

Sr. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Tata Sons Private Ltd. Bombay House, 24 Homi Mody Street, Mumbai 400 001	U99999MH1917PTC000478	Holding	68.51	2(46)
2.	Simto Investment Company Ltd. Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001	U67120MH1983PLC031632	Subsidiary	97.57	2(87)
3.	Tata Asset Management Ltd. 1903 B Wing, Parinee Crescenzo, G Block, BKC, Bandra (E), Mumbai - 400051	U65990MH1994PLC077090	Associate	32.09	2(6)

Sr. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
4.	Tata Trustee Company Ltd. 1903 B Wing, Parinee Crescenzo, G Block, BKC, Bandra (E), Mumbai - 400051	U65991MH1995PLC087722	Associate	50.00	2(6)
5.	Amalgamated Plantations Private Ltd. Unit No. 302A, 3rd Floor, Elgin Chambers 1A, Ashutosh Mukherjee Road, Kolkata - 700020	U01132WB2007PTC112852	Associate	24.61	2(6)

#### IV. SHAREHOLDING PATTERN (Equity Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

Category of Shares	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A) Promoter and Promoter Group</b>									
<b>(1) Indian</b>									
(a) Individuals / HUF	-	-	-	-	-	-	-	-	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(c) State Govt. (s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	37,128,947	-	37,128,947	73.38	37,128,947	-	37,128,947	73.38	-
(e) Banks/FI	-	-	-	-	-	-	-	-	-
(f) Any Other (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (1)</b>	37,128,947	-	37,128,947	73.38	37,128,947	-	37,128,947	73.38	-
<b>(2) Foreign</b>									
(a) NRI - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks/FI	-	-	-	-	-	-	-	-	-
(e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	37,128,947	-	37,128,947	73.38	37,128,947	-	37,128,947	73.38	-
<b>(B) Public Shareholding</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	484,593	-	484,593	0.96	375,872	-	375,872	0.74	(0.22)
(b) Banks/FI	18,524	2,407	20,931	0.04	12,805	2,407	15,212	0.03	(0.01)
(c) Central Govt.	188,000	-	188,000	0.37	188,000	-	188,000	0.37	-
(d) State Govt (s)	500	217,618	218,118	0.43	500	217,618	218,118	0.43	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	564,657	300	564,957	1.12	533,303	300	533,603	1.06	(0.06)
(g) FIs	1,031,030	-	1,031,030	2.04	1,066,647	-	1,066,647	2.11	0.07
(h) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i) Any Other Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (1)</b>	2,287,304	220,325	2,507,629	4.96	2,177,127	220,325	2,397,452	4.74	(0.22)
<b>(2) Non-Institutions</b>									
(a) Bodies Corp.									
i) Indian	812,246	6,762	819,008	1.62	921,438	6,305	927,743	1.84	0.22
ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shares	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(b) Individuals -	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5,454,088	273,217	5,727,305	11.32	5,316,209	254,123	5,570,332	11.01	(0.31)
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3,486,358	-	3,486,358	6.89	3,614,073	-	3,614,073	7.14	0.25
(c) Any Other (specify)									
(i) Trusts	15545	-	15,545	0.03	15,464	-	15,464	0.03	-
(ii) Directors & their relatives	36,152	-	36,152	0.07	54,313	-	54,313	0.11	0.04
(iii) Clearing members	123,292	-	123,292	0.24	133,408	-	133,408	0.26	0.02
(iv) HUF	278,350	1	278,351	0.55	258,034	1	258,035	0.51	(0.04)
(v) LLP	104,233	-	104,233	0.21	105,450	-	105,450	0.21	-
(vi) NRI	327,565	300	327,865	0.65	347,974	300	348,274	0.69	0.04
(vii) BC-NBFC	1,015	-	1,015	-	100	-	100	-	-
(viii) BC-NONBFC	464	-	464	-	464	-	464	-	-
(ix) IEPF	39132	-	39,132	0.08	41,241	-	41,241	0.08	-
<b>Sub-total (B) (2)</b>	<b>10,678,440</b>	<b>280,280</b>	<b>10,958,720</b>	<b>21.66</b>	<b>10,808,168</b>	<b>260,729</b>	<b>11,068,897</b>	<b>21.88</b>	<b>0.22</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>12,965,744</b>	<b>500,605</b>	<b>13,466,349</b>	<b>26.62</b>	<b>12,985,295</b>	<b>481,054</b>	<b>13,466,349</b>	<b>26.62</b>	<b>-</b>
<b>TOTAL (A)+(B)</b>	<b>50,094,691</b>	<b>500,605</b>	<b>50,595,296</b>	<b>100.00</b>	<b>50,114,242</b>	<b>481,054</b>	<b>50,595,296</b>	<b>100.00</b>	<b>-</b>
(C) Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
<b>Promoter and Promoter Group</b>	-	-	-	-	-	-	-	-	-
<b>Public</b>	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>50,094,691</b>	<b>500,605</b>	<b>50,595,296</b>	<b>100.00</b>	<b>50,114,242</b>	<b>481,054</b>	<b>50,595,296</b>	<b>100.00</b>	<b>-</b>

**ii) Shareholding of Promoters (including Promoter Group)**

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares
1.	Tata Sons Private Ltd.(Promoter)	34,664,663	68.51	NIL	34,664,663	68.51	NIL
2.	Ewart Investments Ltd.*	805,843	1.59	NIL	805,843	1.59	NIL
3.	Af-taab Investment Co. Ltd.*	794,416	1.57	NIL	794,416	1.57	NIL
4.	Tata Chemicals Ltd.*	441,015	0.87	NIL	441,015	0.87	NIL
5.	Tata Steel Ltd*	228,015	0.46	NIL	228,015	0.46	NIL
6.	Tata Consumer Products Ltd.*	146,872	0.29	NIL	146,872	0.29	NIL
7.	Trent Ltd.*	31,793	0.06	NIL	31,793	0.06	NIL
8.	Trent Brands Ltd.*	16,330	0.03	NIL	16,330	0.03	NIL
	<b>TOTAL</b>	<b>37,128,947</b>	<b>73.38</b>	<b>NIL</b>	<b>37,128,947</b>	<b>73.38</b>	<b>NIL</b>

\* Forms part of the promoter group

**iii) Change in Promoters' Shareholding (Please specify, if there is no change)**

Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
At the beginning of the year	No Change during the year			
Date wise Increase/Decrease in promoter shareholding during the year specifying the reason for increase/decrease (eg. Allotment, transfer, bonus, sweat equity, etc.)	No Change during the year			
At the end of the year	No Change during the year			

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name of the Shareholder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Templeton India Equity Income Fund	01-Apr-2019	At the beginning of the year	284,585	0.56	284,585	0.56
		31-Mar-2020	At the end of the year	-	-	284,585	0.56
2.	Franklin Templeton Mutual Fund A/C, Templeton India Value Fund	01-Apr-2019	At the beginning of the year	200,000	0.40	200,000	0.40
		10-May-2019	Decrease	(10,000)	(0.02)	190,000	0.38
		28-Jun-2019	Decrease	(10,000)	(0.02)	180,000	0.36
		05-Jul-2019	Decrease	(10,000)	(0.02)	170,000	0.34
		27-Sep-2019	Decrease	(889)	-	169,111	0.33
		04-Oct-2019	Decrease	(19,111)	(0.04)	150,000	0.30
		01-Nov-2019	Decrease	(10,000)	(0.02)	140,000	0.28
		06-Dec-2019	Decrease	(2,135)	-	137,865	0.27
		13-Dec-2019	Increase	120,000	0.24	257,865	0.51
		13-Dec-2019	Decrease	(137,865)	(0.27)	120,000	0.24
		03-Jan-2020	Decrease	(2,957)	(0.01)	117,043	0.23
		10-Jan-2020	Decrease	(7,043)	(0.01)	110,000	0.22
		17-Jan-2020	Decrease	(10,000)	(0.02)	100,000	0.20
		14-Feb-2020	Decrease	(10,000)	(0.02)	90,000	0.18
		31-Mar-2020	At the end of the year	-	-	90,000	0.18
3.	Hitesh Ramji Javeri	01-Apr-2019	At the beginning of the year	490,000	0.97	490,000	0.97
		20-Mar-2020	Increase	1,604	-	491,604	0.97
		27-Mar-2020	Increase	396	-	492,000	0.97
		31-Mar-2020	At the end of the year	-	-	492,000	0.97
4.	Harsha Hitesh Javeri	01-Apr-2019	At the beginning of the year	490,000	0.97	490,000	0.97
		31-Mar-2020	At the end of the year	-	-	490,000	0.97



Sr. No.	Name of the Shareholder	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
5.	Franklin Templeton Investment Funds	01-Apr-2019	At the beginning of the year	496,248	0.98	496,248	0.98
		11-Oct-2019	Decrease	(15,700)	(0.03)	480,548	0.95
		01-Nov-2019	Decrease	(27,314)	(0.05)	453,234	0.90
		08-Nov-2019	Decrease	(10,134)	(0.02)	443,100	0.88
		31-Mar-2020	At the end of the year	-	-	443,100	0.88
6.	Kusum Devi Jain	01-Apr-2019	At the beginning of the year	372,810	0.74	372,810	0.74
		01-Apr-2019	Increase	500	-	373,310	0.74
		01-Apr-2019	Increase	298	-	373,608	0.74
		31-Mar-2020	At the end of the year	-	-	373,608	0.74
7.	Life Insurance Corporation of India	01-Apr-2019	At the beginning of the year	287,609	0.57	287,609	0.57
		06-Mar-2020	Decrease	(15,698)	(0.03)	271,911	0.54
		31-Mar-2020	At the end of the year	-	-	271,911	0.54
8.	Micro Devices Private Ltd.	01-Apr-2019	At the beginning of the year	132,745	0.26	132,745	0.26
		10-May-2019	Increase	6,854	0.01	139,599	0.28
		14-Jun-2019	Increase	16,468	0.03	156,067	0.31
		12-Jul-2019	Increase	2,000	-	158,067	0.31
		08-Nov-2019	Increase	120	-	158,187	0.31
		28-Feb-2020	Increase	100	-	158,287	0.31
		06-Mar-2020	Increase	1,039	-	159,326	0.31
		13-Mar-2020	Increase	1,600	-	160,926	0.32
		27-Mar-2020	Increase	1,017	-	161,943	0.32
		31-Mar-2020	At the end of the year	-	-	161,943	0.32
9.	The Oriental Insurance Company Ltd.	01-Apr-2019	At the beginning of the year	220,232	0.44	220,232	0.44
		14-Feb-2020	Decrease	(63)	-	220,169	0.44
		28-Feb-2020	Decrease	(10,165)	(0.02)	210,004	0.42
		06-Mar-2020	Decrease	(5,428)	(0.01)	204,576	0.40
		31-Mar-2020	At the end of the year	-	-	204,576	0.40
10.	J M Financial and Investment Consultancy Services Private Ltd.	01-Apr-2019	At the beginning of the year	159,570	0.32	159,570	0.32
		31-Mar-2020	At the end of the year	-	-	159,570	0.32
11.	Andhra Pradesh Industrial Development	01-Apr-2019	At the beginning of the year	188,000	0.37	188,000	0.37
		31-Mar-2020	At the end of the year	-	-	188,000	0.37
12.	Governor of Andhra Pradesh	01-Apr-2019	At the beginning of the year	155,755	0.31	155,755	0.31
		31-Mar-2020	At the end of the year	-	-	155,755	0.31

## v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
Mr. N. N. Tata	19,145	0.03	19,145	0.03
Mr. F. N. Subedar	2,455	-	2,455	-
Mr. J. M. Tata*	4,299	0.01	4,299	0.01

\*Mr. J. M. Tata has been appointed as Independent director of the Company with effect from 4th August 2019.

For Each of the KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
At the beginning of the year	None of the KMP hold shares in the Company			
Date of increase / Decrease in shareholding During the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	None of the KMP had any transaction in the shares of the Company			
At the end of the year	None of the KMP hold shares in the Company			

## V. INDEBTEDNESS

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
	NIL	NIL	NIL	NIL

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount (₹)

Sr. No.	Particulars of Remuneration	Mr. A. N. Dalal Executive Director
1.	Gross Salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	31,690,800
	(b) Value of perquisites under section 17(2) of the Income Tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-
2.	Stock Options	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- others, specify (Performance based) for FY 2018-19 paid in FY 2019-20	16,200,000
5.	Others, please specify	-
	<b>Total (A)</b>	<b>47,890,800</b>

Note: Performance Bonus of ₹ 14,580,000 for FY 2019-20 payable in FY 2020-21

**B. Remuneration to other directors :****1. Independent Directors**

Sr. No.	Particulars of Remuneration	Name of Director			
		Mr. H. N. Sinor	Mr. P. P. Shah	Mr. Z. Dubash	Ms. V. Bhandarkar
1.	Fee for attending Board/ Committee Meetings	240,000	160,000	560,000	560,000
2.	Commission	900,000	625,000	1,750,000	1,550,000
3.	Others, please specify	-	-	-	-
<b>Total (B1)</b>		<b>1,140,000</b>	<b>7,85,000</b>	<b>2,310,000</b>	<b>2,110,000</b>

Sr. No.	Particulars of Remuneration	Name of Director			Total Amount (₹)
		Mr. A. Sen	Mr. J. M. Tata	Mr. V. Chandrasekaran	
1.	Fee for attending Board/ Committee Meetings	320,000	360,000	-	2,200,000
2.	Commission	900,000	900,000	100,000	6,725,000
3.	Others, please specify	-	-	-	-
<b>Total (B1)</b>		<b>1,220,000</b>	<b>1,260,000</b>	<b>100,000</b>	<b>8,925,000</b>

**2. Other Non-Executive Directors**

Sr. No.	Particulars of Remuneration	Name of Director			Total Amount (₹)
		Mr. N. N. Tata	Mr. F. N. Subedar	Mr. Suprakash Mukhopadhyay	
1.	Fee for attending Board/ Committee Meetings	560,000	720,000	400,000	1,680,000
2.	Commission	-**	1,700,000	-**	1,700,000
3.	Others, please specify	-	-	-	-
<b>Total (B2)</b>		<b>560,000</b>	<b>2,420,000</b>	<b>400,000</b>	<b>3,380,000</b>
<b>Total (B)= (B1)+ (B2)</b>					<b>12,305,000</b>
<b>Total Managerial Remuneration= Total (A) + (B)</b>					<b>60,195,800</b>
<b>Overall Ceiling as per the Act</b>					<b>167,717,400</b>

\*\* In line with the internal guidelines, no payment is made towards commission to the Non-Executive Director of the Company, who are in full time employment with any other Tata Company

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel Mr. Manoj Kumar C V (Chief Financial Officer & Company Secretary)
1.	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	10,822,904
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	286,200
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-
2.	Stock Options	-
3.	Sweat Equity	-
4.	Commission	-
	- as % of profit	-
	- others, specify	-
5.	Others, please specify	-
	<b>Total</b>	<b>11,109,104</b>

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made, If any (give details)
<b>A. COMPANY</b>					
Penalty	None				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	None				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	None				
Punishment					
Compounding					

On behalf of the Board of Directors,

**NOEL N. TATA**  
Chairman  
DIN: 00024713

Mumbai, 27th May 2020.

## ANNEXURE G TO THE BOARD'S REPORT

**[Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]**

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year 2019-20:

(Explanation: (i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

2. The percentage increase in remuneration of each Director, Chief Financial Officer & Company Secretary, if any, in the financial year:

Directors	Ratio to Median remuneration	Percentage Increase/ (decrease) (%)
Mr. N. N. Tata @	-	-
Mr. F. N. Subedar	1.83:1	3.42
Mr. H. N. Sinor*	-	-
Mr. P. P. Shah*	-	-
Mr. A. N. Dalal	37.20:1	4.59
Mr. Z. Dubash	1.75:1	16.67
Ms. V. Bhandarkar	1.60:1	15.93
Mr. Suprakash Mukhopadhyay @	-	-
Mr. A. Sen*	-	-
Mr. J. Tata*	-	-
Mr. V. Chandrasekaran*	-	-

@ In line with the internal guidelines, no payment is made towards commission to the Non-Executive Director of the Company, who are in full time employment with any other Tata Company.

\* Since the remuneration paid to these directors were only for the part of the year, hence not comparable.

The percentage increase in the remuneration of the Chief Financial Officer & Company Secretary is 5.13%

3. The percentage increase in the median remuneration of employees in the financial year: 3.07%.
4. The number of permanent employees on the rolls of Company: 22
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 5.36%, as against an increase of 4.59% in the salary of the Executive Director (managerial personnel as defined under the Act). The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparable basket of relevant companies in India.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees adopted by the Company.

**On behalf of the Board of Directors,**

**NOEL N. TATA**  
**Chairman**  
**DIN: 00024713**

Mumbai, 27th May 2020



**REPORT ON CORPORATE GOVERNANCE****Company's Philosophy on Code of Governance :**

The Company seeks to adopt good corporate governance practices and to ensure compliance with all relevant laws and regulations. The Company conducts its activities in a manner that is fair and transparent and also perceived to be such by others.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

**Board of Directors :**

As on 31st March, 2020, the Board of Directors of the Company comprised of Eight members, of whom Seven are Non-Executive Directors. In accordance with the provisions of the Companies Act, 2013 ("Act"), and the Company's Articles of Association, Mr. F. N. Subedar, Director, retires by rotation and is eligible for re-appointment. The Board of Directors has re-appointed Mr. A. N. Dalal as an Executive Director of the Company w. e. f. 1st January, 2020, for a period of five years subject to Member's approval at the ensuing Annual General Meeting ("AGM"). Mr. A. Sen and Mr. Jimmy Tata were appointed as Additional Directors (Non-Executive, Independent) by the Board of Directors with effect from 4th August, 2019 and Mr. V. Chandrasekaran was appointed as Additional Director (Non-Executive, Independent) by the Board of Directors with effect from 16th March, 2020 and they hold office as Directors up to the date of ensuing AGM and are eligible to be appointed as Directors. Pursuant to Regulation 36(3) of the SEBI Listing Regulations as amended, the profile of the Director seeking appointment / re-appointment has been given along with the Notice of the AGM. None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on 31st March, 2020, have been made by the Directors. None of the Directors are related to one another.

All Independent Directors are Non-Executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. A Declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, along with a declaration as provided in the Notification dated October 22, 2019, issued by the Ministry of Corporate Affairs ("MCA"), regarding the requirement relating to enrollment in the Data Bank for Independent Directors, has been received from all the Independent Directors, along with declaration made under Section 149(6) of the Act. Formal letters of appointment have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed on the Company's website.

**Board and Committee Meetings :**

During the year under review, 8 Board Meetings, 16 meetings of various Committees and two Independent Directors Meetings were held. The Board Meetings were held on 2nd April, 2019, 22nd April, 2019, 10th May, 2019, 11th July, 2019, 8th August, 2019, 8th November, 2019, 11th February, 2020 and 13th March, 2020. The category of each Director, together with attendance at Board Meetings, name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as well as shareholding in the Company, as on 31st March, 2020 are given below:

Name of Directors	DIN	Category of Director	Board Meetings attended during 2019-2020	No. Of Directorships of other Indian companies as on 31st March, 2020#		Membership of mandatory Board Committees of other companies as on 31st March, 2020 @		No. of Ordinary Shares held as on 31st March, 2020	Directorship in other listed entities (Category of Directorship)
				Chairman	Member	Chairman	Member		
Mr. N. N. Tata	00024713	Non Independent	8	2	4	1	2	19,145	<b>Non Independent, Non Executive</b> 1. Trent Limited 2. Titan Company Limited 3. Voltas Limited <b>Independent, Non Executive</b> 4. Kansai Nerolac Paints Limited
Mr. F. N. Subedar	00028428	Non Independent	7	-	6	2	3	2,455	<b>Non Independent, Non Executive</b> <u>Debt Listed:</u> 1. Tata Capital Limited 2. Tata Capital Financial Services Limited 3. Tata AIG General Insurance Company Limited 4. Tata Realty and Infrastructure Limited.
Mr. H. N. Sinor*	00074905	Independent	4	2	3	-	4	-	<b>Independent, Non Executive</b> 1. Themis Medicare Limited 2. Cosmo Films Limited <u>Debt Listed:</u> 3. Tata Motors Finance Limited 4. TMF Holdings Limited

Name of Directors	DIN	Category of Director	Board Meetings attended during 2019-2020	No. Of Directorships of other Indian companies as on 31st March, 2020#		Membership of mandatory Board Committees of other companies as on 31st March, 2020 @		No. of Ordinary Shares held as on 31st March, 2020	Directorship in other listed entities (Category of Directorship)
				Chairman	Member	Chairman	Member		
Mr. P. P. Shah*	00066242	Independent	2	3	5	1	5	-	<b>Independent, Non Executive</b> 1. Sonata Software Limited 2. BASF India Limited 3. Kansai Nerolac Paints Limited 4. KSB Limited 5. Pfizer Limited 6. Bajaj Auto Limited
Mr. A. N. Dalal	00297603	Executive Director	8	-	3	1	1	-	<b>Independent, Non Executive</b> 1. Phoenix Mills Limited 2. Sutlej Textiles & Industries Limited
Mr. Z. Dubash**	00026206	Independent	8	-	2	1	1	-	<b>Independent, Non Executive</b> 1. Trent Limited 2. Voltas Limited
Ms. V. Bhandarkar	00033808	Independent	6	-	5	5	4	-	<b>Independent, Non Executive</b> 1. Tata Motors Limited <u>Debt Listed:</u> 2. Tata Motors Finance Solutions Limited 3. Tata Motors Finance Limited 4. TMF Holdings Limited
Mr. Suprakash Mukhopadhyay	00019901	Non-independent	8	-	4	-	1	-	-
Mr. Abhijit Sen~	00002593	Additional-Independent	4	-	6	4	2	-	<b>Independent, Non Executive</b> 1. Trent Limited 2. Ujjivan Financial Services Limited 3. Kalyani Forge Limited 4. Ugro Capital Limited 5. Manappuram Finance Limited

Name of Directors	DIN	Category of Director	Board Meetings attended during 2019-2020	No. Of Directorships of other Indian companies as on 31st March, 2020#		Membership of mandatory Board Committees of other companies as on 31st March, 2020 @		No. of Ordinary Shares held as on 31st March, 2020	Directorship in other listed entities (Category of Directorship)
				Chairman	Member	Chairman	Member		
Mr. Jimmy Tata ~	06888364	Additional-Independent	4	-	2	-	-	4,299	<b>Non-Independent, Non Executive</b> <u>Debt Listed:</u> 1. HDB Financial Services Limited
Mr. V. Chandrasekaran \$	03126243	Additional-Independent	-	-	8	5	3	-	<b>Non-Independent, Non-Executive</b> 1. Care Ratings Limited <b>Independent, Non Executive</b> 2. Tamil Nadu Newsprint & Papers Limited <u>Debt Listed:</u> 3. Aditya Birla Housing Finance Limited.

# Excluding directorship in private companies & companies registered under Section 8 of the Act.

@ Including membership of Audit committee & Stakeholders' relationship committee of other public limited companies only.

\* Mr. H. N. Sinor and Mr. P. P. Shah ceased to be Independent Directors of the Company with effect from 5th August, 2019 on completion of their tenure.

\*\* Mr. Z. Dubash ceased to be Independent Director of the Company with effect from 17th March, 2020 on completion of his tenure.

~ Mr. Abhijit Sen and Mr. Jimmy Tata have been appointed as Additional and Independent Directors of the Company with effect from 4th August, 2019.

\$ Mr. V. Chandrasekaran has been appointed as Additional and Independent Director of the Company with effect from 16th March, 2020.

All the Directors had attended the last Annual General Meeting held on of 30th July, 2019.

### Committee of Directors :

Details of the various Committees of the Board of Directors of the Company as on 31st March, 2020 and the meetings attended by each Director during the financial year 2019-2020, shown within brackets, are as under:

#### Audit Committee :

(4 meetings held during the year)

(07.05.2019, 08.08.2019, 08.11.2019, 11.02.2020)

#### Name of the Director

Mr. H. N. Sinor – Chairperson\* (1),

Mr. A. Sen\*\* – Chairperson (3), Mr. F. N. Subedar (4),

Mr. P. P. Shah\* (1), Mr. Jimmy Tata# (3)

#### Nomination and Remuneration Committee :

(4 meetings held during the year)

(22.04.2019, 11.07.2019, 08.11.2019, 13.03.2020)

Mr. Z. Dubash – Chairperson ## (4)

Ms. V. Bhandarkar – Chairperson^ (4)

Mr. N. N. Tata (4), Mr. F. N. Subedar (4),

Mr. Jimmy Tata# (-)

Stakeholders' Relationship Committee :  
(2 meetings held during the year)  
(20.09.2019, 16.03.2020)

Mr. F. N. Subedar – Chairperson (2)  
Mr. A. N. Dalal (2),  
Ms. V. Bhandarkar (2)

Investment Committee :  
(2 meetings held during the year)  
(08.07.2019, 15.10.2019)

Mr. N. N. Tata – Chairperson (2)  
Mr. F. N. Subedar (2), Mr. P. P. Shah\*(0),  
Mr. Suprakash Mukhopadhyay (2),  
Mr. V. Chandrasekaran \$ (-)

Asset Liability, Risk Management and IT Strategy/  
Steering Committee :  
(2 meetings held during the year)  
(13.09.2019, 13.03.2020)

Mr. H. N. Sinor – Chairperson \* (-)  
Mr. Jimmy Tata – Chairperson # (2)  
Mr. A. N. Dalal (2),  
Ms. V. Bhandarkar (2)

Corporate Social Responsibility Committee :  
(2 meetings held during the year)  
(09.09.2019, 16.03.2020)

Mr. F. N. Subedar – Chairperson (2)  
Mr. A. N. Dalal (2), Mr. Z. Dubash\*\* (1),  
Mr. Suprakash Mukhopadhyay^^ (-),  
Mr. V. Chandrasekaran\$ (-)

Independent Directors Meeting :  
(2 meetings held during the year)  
(22.04.2019, 13.03.2020)

Mr. Z. Dubash – Chairperson \*\* (2)  
Mr. H. N. Sinor\* (1),  
Mr. P. P. Shah\* (1), Ms. V. Bhandarkar(2)  
Mr. A. Sen (1), Mr. Jimmy Tata (1),  
Mr. V. Chandrasekaran (-)

\* Mr. H. N. Sinor and Mr. P. P. Shah ceased to be Independent Directors on completion of their tenure and consequently ceased to be members of Committees with effect from 5th August, 2019.

\*\* Mr. A. Sen was appointed as Chairperson of Audit Committee with effect from 5th August, 2019.

# Mr. Jimmy Tata was appointed as a member of Audit Committee and Chairperson of Asset Liability Risk Management and IT Strategy/Steering Committee with effect from 5th August, 2019 and member of Nomination and Remuneration Committee with effect from 31st March, 2020.

## Mr. Z. Dubash ceased to be Independent Director on completion of his tenure and consequently ceased to be member of Committees with effect from 17th March, 2020.

^ Ms. V. Bhandarkar was appointed as Chairperson of Nomination and Remuneration Committee with effect from 31st March, 2020.

^^ Mr. Suprakash Mukhopadhyay was appointed as a member of Corporate Social Responsibility Committee with effect from 31st March, 2020.

\$ Mr. V. Chandrasekaran was appointed as a member of Investment Committee and Corporate Social Responsibility Committee with effect from 31st March, 2020.

**The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board :**

- Understanding of the company's business policies, values, vision, goals, strategic plan, corporate Governance and knowledge about the securities markets
- Investment management
- Accounting and Financial skills
- Risk Management
- Strategic thinking and decision making

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above. Being an Investment Company, which primarily invests on long term basis in diverse sectors in capital markets, the Directors so appointed are from varied backgrounds who possess special skills with regards to Company's investment activities.

All the Directors of the Company possess the above requisite skills, expertise and competencies as identified by the Board.

#### **Audit Committee :**

The Audit Committee has been constituted in compliance with (i) Section 177 of the Act (ii) Regulation 18 of the SEBI Listing Regulations and (iii) the Reserve Bank of India Non - Banking Financial Companies Guidelines. All the Members of the Audit Committee, except Mr. F. N. Subedar are Independent Directors.

Mr. H. N. Sinor and Mr. P. P. Shah, Independent Directors of the Company, and Chairperson and member of the Audit Committee respectively, ceased to be Directors with effect from 5th August, 2019 and, the Company has reconstituted the Committee by inducting Mr. A. Sen as Chairperson and Mr. Jimmy Tata as member of the Audit Committee with effect from 5th August, 2019.

The terms of reference of the Audit Committee inter alia include:-

- a) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to the items mentioned in Para A (4) of Part C of Schedule II of the SEBI Listing Regulations;
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- f) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) (as also provided in the Act), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up thereon;
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- r) To review the functioning of the Whistle Blower mechanism;
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- t) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- u) To review management discussion and analysis of financial condition and results of operations;
- v) To review statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- w) To review management letters / letters of internal control weaknesses issued by the statutory auditors;
- x) To review Internal audit reports relating to internal control weaknesses;
- y) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee;
- z) To oversee financial reporting controls and process for material subsidiaries;
- aa) To oversee compliance with legal and regulatory requirements including the Tata Code of Conduct ("TCoC") for the company and its material subsidiaries;
- ab) To oversee the implementation of code of conduct for prevention of insider trading; and
- ac) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee reports its findings to the Board at the subsequent meeting and its recommendations are implemented by the management.

**Nomination and Remuneration Committee :**

The Nomination and Remuneration Committee has been constituted in compliance with Section 178 of Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations.

The Committee as on 31st March, 2020 comprises of four Directors viz. Ms. V. Bhandarkar (Chairperson), Mr. N. N. Tata, Mr. F. N. Subedar and Mr. Jimmy Tata.

Mr. Z. Dubash, Independent Director of the Company and Chairperson of the Nomination and Remuneration Committee has ceased to be a Director with effect from 17th March, 2020 and, the Company has reconstituted the Committee by appointing Ms. V. Bhandarkar as Chairperson and by inducting Mr. Jimmy Tata as member of the Nomination and Remuneration Committee with effect from 31st March, 2020.

**The terms of Reference of the Nomination & Remuneration Committee are as follows :**

- a) Recommend to the Board the setup and composition of the Board and its Committees. This shall include formulation of the criteria for determining qualifications, positive attributes and independence of a director. The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience;
- b) Recommend to the Board the appointment or reappointment of directors;
- c) Devising a policy on Board diversity;
- d) Recommend to the Board appointment of Key Managerial Personnel ("KMP") and executive team members of the company (as defined by this committee);
- e) Support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include formulation of criteria for evaluation of Independent Directors and the Board. Additionally, the committee may also oversee the performance review process of the KMP and the executive team of the company;
- f) Recommend to the Board the all remuneration, in whatever form, payable to directors, executive team/KMP, senior management as well as the rest of the employee;



- g) On an annual basis, recommend to the Board the remuneration payable to directors and executive team;
- h) Oversee familiarisation programmes for directors;
- i) Oversee the HR philosophy, HR and People strategy and HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMP and executive team);
- j) Provide guidelines for remuneration of directors on material subsidiaries, (if any); and
- k) Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

### **Directors' Appointment and Remuneration Policy :**

The Company's philosophy for remuneration of Directors, Key Managerial Personnel and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to this philosophy. The key factors considered in formulating the Policy are as under :

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Key principles governing this remuneration policy are as follows :

### **Remuneration for Independent Directors and Non-Independent Non-Executive Directors :**

- a) Independent directors ("ID") and Non-Independent Non-Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits.
- b) Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board.
- c) Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company taking into consideration the challenges faced by the Company and its future growth imperatives.
- d) Overall remuneration should be reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration.
- e) Overall remuneration practices should be consistent with recognized best practices.
- f) Quantum of sitting fees may be subject to review on a periodic basis, as required.
- g) The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- h) The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- i) In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organized by the company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

**Remuneration for Managing Director ("MD")/ Executive Directors ("ED")/ KMP/ rest of the employees :**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of size of the company, complexity of the sector/ industry/ company's operations and the company's capacity to pay consistent with recognized best practices and aligned to any regulatory requirements.
- The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- In addition to the basic/ fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
- The company provides retirement benefits as applicable.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company provides MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.
- The company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.

The Directors are paid sitting fees and Commission in accordance with Section 197 and 198 of the Companies Act, 2013. A total remuneration of ₹ 136.80 lacs was paid to the Non-Executive Directors during the year ended 31st March, 2020. The remuneration paid to each Non-Executive Director is given below:

(₹ in lacs)

Name of the Director	Sitting fees paid during FY 2019-2020	Commission for FY 2018-2019 paid in FY 2019-2020
Mr. N. N. Tata@	5.60	-
Mr. F. N. Subedar	7.20	20.00
Mr. A. B. K. Dubash#	-	9.50
Mr. H. N. Sinor*	2.40	19.00
Mr. P. P. Shah*	1.60	17.50
Mr. Z. Dubash**	5.60	17.00
Ms. V. Bhandarkar	5.60	15.00
Mr. Suprakash Mukhopadhyay@	4.00	-
Mr. A. Sen^	3.20	-
Mr. Jimmy Tata^	3.60	-
Mr. V. Chandrasekaran \$	-	-
<b>TOTAL</b>	<b>38.80</b>	<b>98.00</b>

@ In line with the internal guidelines of the Company, no payment is made towards commission to the Non-Executive Directors of the Company, who are in full time employment with any other Tata Company.

# Mr. A. B. K Dubash ceased to be a Director with effect from 22nd September, 2018 on completion of 75 years of age, as per retirement policy of Directors

\* Mr. H. N. Sinor and Mr. P. P. Shah ceased to be Independent Directors on completion of their tenure and consequently ceased to be members of Committees with effect from 5th August 2019.

\*\* Mr. Z. Dubash ceased to be Independent Director on completion of his tenure and consequently ceased to be member of Committees with effect from 17th March, 2020.

^ Mr. Abhijit Sen and Mr. Jimmy Tata have been appointed as Additional and Independent Directors of the Company with effect from 4th August, 2019.

\$ Mr. V. Chandrasekaran has been appointed as Additional and Independent Director of the Company with effect from 16th March, 2020 and no remuneration was paid during the financial year.

The commission to the Non-Executive Directors is based on the net profits of the Company for the year, the number of meetings of the Board and/or Committees attended by the concerned Directors and their contribution to the Company in terms of deliberations at the Board/Committee Meetings as well as in the over-all functioning of the Company. The Company does not have a scheme for grant of stock-options to the Executive Director, Non-Executive Directors or Employees of the Company.

The Board at its meeting held on 8th November, 2019 re-appointed Mr. A. N. Dalal as an Executive Director of the Company subject to the shareholders' approval at the ensuing Annual General Meeting for a period of five years with effect from 1st January, 2020. The appointment can be terminated by either party giving to the other party six months' notice or the Company paying six months remuneration in lieu of the notice.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to its Executive Director. Salary and perquisites are paid within the range approved by the shareholders. Commission payable to the Executive Director is determined with reference to performance of the individual during the preceding year and to the net profits of the Company for the year and is determined by the Board of Directors at the end of the financial year along with annual incremental effective 1st April for the next year based on the recommendation of the Nomination and Remuneration Committee within the limits fixed by the shareholders and subject to over-all ceilings stipulated in Section 197 and 198 of the Companies Act, 2013. The specific amount sanctioned to the Executive Director is payable after the Annual Accounts have been approved by the Board of Directors. The remuneration paid to the Executive Director during the year 2019 - 2020 is given below :-

(₹ in lacs)

Name	Salary	Perquisites	Provident Fund	Performance Bonus for 2018-2019 paid in 2019-2020
Mr. A. N. Dalal	317.04	-	12.33	162.00

#### Stakeholders' Relationship Committee:

In compliance with Section 178 of Act and Regulation 20 of the SEBI Listing Regulations, the Stakeholders' Relationship Committee has been constituted.

The Committee as on 31st March, 2020 comprises of three Directors viz. Mr. F. N. Subedar (Chairperson), Mr. A. N. Dalal and Ms. V. Bhandarkar.

#### Terms of reference of Stakeholders' Relationship Committee are as follows:

1. Resolving the grievances of stakeholders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificate, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to service standards adopted by the Company in respect of various services being rendered by Share Transfer Agent.

4. Review of various measures and initiatives taken by the Company for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee under the Chairmanship of Mr. F. N. Subedar, approves / monitors transfers, transmissions, consolidation, issue of duplicate certificate, monitors the shareholding pattern as well as the redressal of complaints from shareholders by the Registrars, oversee overall improvement of the quality of Investor services, performance of Registrar and Transfer Agents, oversee compliance relating to dividend payment, transfer of unclaimed amount of dividend and shares to IEPF Authority where dividend is outstanding for seven consecutive years, implementation of the Code of Conduct for Prevention of Insider Trading. Mr. Manoj Kumar C V, Chief Financial Officer & Company Secretary is also the Compliance Officer.

The Registrars had received correspondence from 521 shareholders during the year under review. There were 184 queries regarding dividend warrants including changes on live warrants or issue of fresh cheques against time barred instruments, 232 requests for registration of change of address, Bank details, ECS, nomination, document registration, transmission of shares, loss of securities etc. and 105 correspondence for other miscellaneous matters. There were 2 cases reported as complaints which were resolved during the year. There was no complaint pending as on 31st March, 2020.

**Investment Committee :**

The Investment Committee as on 31st March, 2020, comprises of Mr. N. N. Tata (Chairperson), Mr. F. N. Subedar, Mr. Suprakash Mukhopadhyay and Mr. V. Chandrasekaran has been constituted.

The investment policy and specific recommendations form an important part of the discussions at the Investment Committee meetings. Specific investment decisions, based on detailed analysis and recommendations of the Investment Executives, are taken by investment committee circulars with full disclosure and subsequent review at Board / Committee Meetings.

Mr. P. P. Shah, Independent Director of the Company and member of the Investment Committee ceased to be Directors with effect from 5th August, 2019 and, the Company has reconstituted the Committee by inducting Mr. V. Chandrasekaran as member of the Investment Committee with effect from 31st March, 2020.

**Asset Liability, Risk Management and IT Strategy/Steering Committee :**

In accordance with the Reserve Bank of India guidelines, as on 31st March, 2020, an Asset Liability, Risk Management and IT Strategy/Steering Committee of the Board, comprising Mr. Jimmy Tata (Chairperson), Mr. A. N. Dalal and Ms. V. Bhandarkar has been constituted for implementation of the Asset Liability Management system and to review its functions periodically. The Committee also reviews the Risk Management Policy of the Company from time to time.

Mr. H. N. Sinor, Independent Director of the Company and chairperson of the Asset Liability, Risk Management and IT Strategy/Steering Committee ceased to be a Director with effect from 5th August, 2019 and the Company has reconstituted the Committee by inducting Mr. Jimmy Tata as Chairperson of the Liability, Risk Management and IT Strategy/Steering Committee with effect from 5th August, 2019.

**Corporate Social Responsibility Committee :**

The Corporate Social Responsibility (CSR) Committee as on 31st March, 2020, comprises of Mr. F. N. Subedar (Chairperson), Mr. A. N. Dalal, Mr. Suprakash Mukhopadhyay and Mr. V. Chandrasekaran, has been constituted under Section 135 of the Act. Mr. Z. Dubash, Independent Director of the Company and a member of the Corporate Social Responsibility (CSR) Committee ceased to a Director with effect from 17th March, 2020 and the Company has reconstituted the Committee by inducting Mr. Suprakash Mukhopadhyay and Mr. V. Chandrasekaran as a members of the Corporate Social Responsibility (CSR) Committee.

**The terms of reference of Corporate Social Responsibility Committee are as follows :-**

- a) Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Act ;
- b) Recommend the amount to be spent on the CSR activities ;
- c) Monitor the Company's CSR policy periodically ;
- d) Attend to such other matters and functions as may be prescribed from time to time.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company. An Annual Report on CSR activities for the year 2019-20 forms a part of the Board's Report.

### Independent Directors Meeting :

In terms of Section 149 of the Act and Regulation 25(3) of the SEBI Listing Regulations, separate meetings of the Independent Directors were held, inter alia, to discuss:

- a) Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- b) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- c) Evaluation of the quality, content and timeliness of flow on information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present at the Meetings.

### Board and Director Evaluation and criteria for evaluation :

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for performance evaluation process for the Board, its Committees and Directors, including Chairman of the Company. The criteria laid down by the Committee are:

#### A. Criteria for Board Evaluation :

- i. Structure of the Board
- ii. Meetings of the Board
- iii. Functions of the Board
- iv. Strategy and performance evaluation
- v. Governance and compliance
- vi. Evaluation of Risks
- vii. Grievance redressal
- viii. Stakeholder value
- ix. Board and management

#### B. Criteria for Evaluation of independent and non-independent Directors :

- i. Attendance.
- ii. Contribution at Board Meetings.
- iii. Guidance/ support to management outside Board / Committee Meetings.
- iv. For the Chairman of the Board, additional criteria include providing effective leadership to the Board; setting an effective strategic agenda of the Board; encouraging active engagement by all the members of the Board, promoting effective relationships and open communication; communicating effectively with all stakeholders and enabling meaningful relationships; and motivating and providing guidance to the Managing Director & CEO.

#### C. Criteria for Evaluation of Board Committees :

- i. Degree of fulfilment of key responsibilities.
- ii. Adequacy of Board Committee composition.
- iii. Effectiveness of meetings.
- iv. Committee dynamics.
- v. Quality of relationship of the Committee with the Board and the management.

**Familiarisation Programme :**

The Company has Familiarisation Programme for the Independent Directors with respect to the Company, their roles, rights, responsibilities and details of such Familiarisation Programme is available in the Company's website at this web address:

<https://tatainvestment.com/wp-content/uploads/2020/05/FAMILIARISATION-PROGRAMME-FOR-INDEPENDENT-DIRECTORS.pdf.pdf>

**Subsidiary Company :**

The Company has an unlisted subsidiary which is not a material subsidiary. The Audit Committee reviews the investments made by the unlisted subsidiary company. The minutes of the board meetings are periodically placed before the Board of Directors of the Company. The Company has framed Policy for determining the Material Subsidiary and which is available at the Company's website at this web link: <https://tatainvestment.com/images/Policy%20on%20Material%20Subsidiaries.pdf>.

**General Body Meetings :**

The Annual General Meeting of the Company will be held on 16th July, 2020 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The last Annual General Meeting was held on 30th July, 2019 at 10.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai 400 020. Prior thereto, the Annual General Meetings were held on 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 on 21st August, 2017 at 11.00 a.m. at Rangaswar Auditorium, Y. B Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai-400021. There was no resolution passed through Postal Ballot during the year.

The Company had obtained special resolutions for the re-appointment of Mr. Z. Dubash, as Independent Director of the Company at its Annual general Meeting held on 30th July, 2019 and the re-appointment of Ms. V Bhandarkar, as Independent Director of the Company at its Annual general Meeting held on 30th July, 2018. No special resolution was passed in the previous AGM held in 2017.

**Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot :**

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated 16th November, 2018 for buy-back of its equity shares, which was duly passed and the results of which were announced on 28th December, 2018. Mr. P. N. Parikh (Membership No. FCS 327) of Parikh and Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

Description of the Resolution	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	Number of members voted through electronic voting system and through Physical ballot form	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Number of members voted through electronic voting system and through Physical ballot form	Number of valid Votes cast (Shares)	Percentage of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
Approval for Buy-back of Equity Shares	639	42,297,828	99.96	60	15,229	0.04	34	3,554

Procedure for postal ballot: The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder.



Details of special resolution proposed to be conducted through postal ballot: None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

A certificate has been received from Parikh and Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority, which is annexed as a part of this report.

#### Disclosures :

- i) There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. The Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website at the following web link: <https://tatainvestment.com/images/Policy%20on%20Related%20Party%20Transactions.pdf>.
- ii) The particulars of transactions between the Company and its related parties are in accordance with Ind AS 24 & set out in Note No.15 to the Accounts. These transactions are in the ordinary course and are not likely to have any conflict with the interest of the Company.
- iii) There were no pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company, other than payment of Board fees/commission and investments (if any) in shares / securities of the Company.
- iv) There were no material transactions of the Company with its promoters, directors, management or their relatives that may have potential conflict with the interest of the Company at large.
- v) There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- vi) The Company has complied with all the mandatory and non-mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46 (2) relating to the dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the SEBI Listing Regulations, is as under:
  - The Non-Executive Chairman maintains a separate office, for which the Company is not required to reimburse expenses.
  - The financial statements of the Company are with unmodified audit opinion.
  - The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director & CEO.
  - The Internal Auditor Reports to the Audit Committee.
- vii) The Company does not have any commodity price risk, foreign exchange risk and hedging activities.
- viii) An amount of ₹ 32.27 lakhs was paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all the entities in the network firm/network entity of which the Statutory Auditor is a part, for all the services rendered in financial year 2019-20.
- ix) The Company has not received any complaint of sexual harassment during the financial year 2019-20.

#### CEO/CFO Certification :

The Executive Director and the Chief Financial Officer & Company Secretary have certified to the Board that:

- (a) They have reviewed the financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs as on 31st March, 2020 and are in compliance with the existing Ind AS, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.



- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the Company and have reported to the auditors and the Audit Committee that they are not aware of any deficiencies in the design or operation of internal controls. In the event such deficiencies do arise, the same shall be reported to the auditors and the Audit Committee forthwith.
- (d) They have indicated to the auditors and the Audit Committee that there have been -
  - (i) no changes in internal control during the year;
  - (ii) no changes in accounting policies during the year, other than those mentioned in the Notes to the Financial Statements,
  - (iii) no instances of fraud of which they have become aware and / or the involvement therein of any of the management or any employee of the Company.

**Code of Conduct :**

The Company has revised the Tata Code of Conduct for all employees of the Company, including the Executive Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on the Company's website.

A declaration to the effect that all Board members and senior management personnel have confirmed compliance with the Code of Conduct during the year ended 31st March, 2020 duly signed by the Executive Director is annexed hereto. The Company has revised the Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Policy and uploaded it on the website of the Company: [https://tatainvestment.com/images/Code\\_of\\_Conduct.pdf](https://tatainvestment.com/images/Code_of_Conduct.pdf).

**Whistle Blower Policy and Vigil Mechanism :**

The Whistle Blower Policy has been revised by the Board of Directors. The policy provides for adequate safeguards against victimisation of employees and also provides for access to the Audit Committee. The policy has been appropriately communicated within the Company. It is affirmed that no personnel has been denied access to the Audit Committee Chairman. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: [https://tatainvestment.com/images/Whistle\\_Blower\\_Policy.pdf](https://tatainvestment.com/images/Whistle_Blower_Policy.pdf).

**Means of Communication :**

The unaudited quarterly results and audited results for the year are published in one English newspaper (Business Standard/ Financial Express) and atleast one vernacular newspaper (Loksatta/Sakaal) shortly after its submission to the Stock Exchanges. However, in view of the relaxation given by Securities & Exchange board of India (SEBI) via Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 the Company has availed the exemption from publishing audited results for the quarter/year ended 31st March, 2020.

The Company's website [www.tatainvestment.com](http://www.tatainvestment.com) contains relevant information including matters pertaining to investor relations, shareholder benefits, as well as quarterly/annual financial results.

**Share Transfer System :**

TSR Darashaw Consultants Private Ltd. (TCPL), formerly known as TSR Darashaw Limited, are the Registrar and Transfer Agents of the Company. TCPL has a network of Investor Relation Centres (IRCs) at Mumbai, Bengaluru, Jamshedpur, Kolkata and New Delhi to accept the documents / bankers requests / queries / correspondence from the investors / shareholders of the Company.

Physical shares lodged for transfer at the Registrars' address are normally processed within 15 days from the date of lodgement, and requests for dematerialisation of shares are processed and the confirmation is given to the depositories within 15 days from the date of lodgement, if the documents are clear in all respects. Mr. Manoj Kumar C V, Chief Financial Officer & Company Secretary who is also the Compliance Officer, verifies the Transfer Register sent by the Registrars. The Stakeholder's Relationship Committee approves the transfer of shares.

TCPL has an Investor Interface Cell which handles all queries/correspondence/requests received across the counter/walk in investors, over the phone and by e-mail. Written communication received from the Investors is segregated into different

categories on the basis of the nature of the query received. The concerned workgroup takes the required action in respect of the same by accessing the current shareholder information on TCPL database.

The details are verified and responded through customised and fully automated systems for handling such correspondence. Copies of the responses for complaints/letters received through statutory bodies, wherever required, are forwarded to the Company for their reference and records.

The endeavors is to attend to shareholder requests and redress their queries speedily and to their satisfaction, keeping in mind the statutory/regulatory time frame. Investors' grievances, if any, are resolved by the Compliance Officer, failing which, they would be referred to the Stakeholders' Relationship Committee.

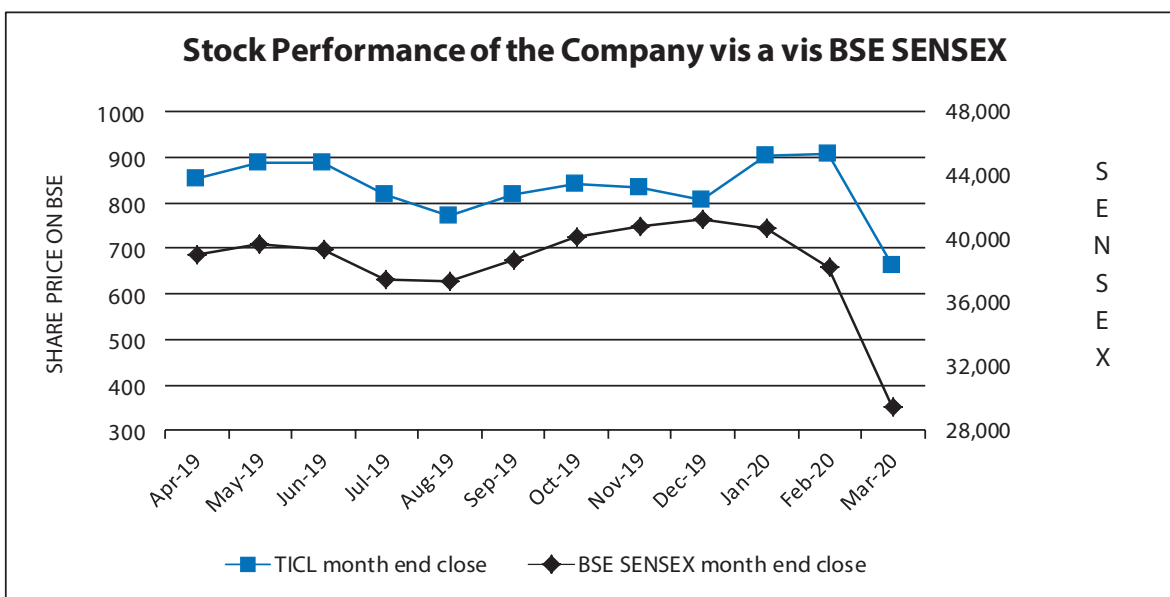
### Management Discussion and Analysis :

Management Discussion and Analysis forms part of the Board's Report

### General Shareholder Information :

<b>Compliance Officer</b>	Mr. Manoj Kumar CV
<b>Registered Office</b> (Address for correspondence)	Elphinstone Building, 10, Veer Nariman Road, Mumbai 400 001. Tel. No. 022 -6665 8282 Fax : 022- 6665 7917 E-mail address : ticl@tata.com
<b>Annual General Meeting</b> (Date, time and venue)	Thursday, 16th July, 2020 at 11:00 a.m. (IST) The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details, please refer to the Notice of this AGM.
<b>Financial Year</b>	The Financial Year of the Company ends on 31st March each year.
<b>Book Closure Date</b>	Friday, 3rd July, 2020 to Thursday, 9th July, 2020.
<b>Dividend Payment</b>	A dividend of ₹ 18/- per share (180%) for the year ended 31st March, 2020, on the existing Ordinary Share Capital of ₹ 50.60 crore would be payable to those Members whose names appear on the Register of Members on 2nd July, 2020, after giving effect to the transfers lodged and found to be complete and in order. In respect of shares held in electronic form, dividend would be payable to the beneficial owners of shares as at the end of business hours on 2nd July, 2020, furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd.
<b>Listing on Stock Exchanges</b>	1. BSE Ltd., P. J. Towers, Dalal Street, Mumbai 400 001. 2. The National Stock Exchange of India Ltd., Bandra-Kurla Complex, Mumbai 400 051. Listing fees have been paid upto the year ending 31st March, 2021 to each of the Stock Exchanges.
<b>Stock Code</b>	BSE : 501301 NSE : TATA INVEST
<b>ISIN</b>	INE672A01018
<b>Demat of Shares</b>	Available on National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). 99.01% of the Company's shares are in dematerialised mode. Annual Custodial charges have been paid to both Depositories upto 31st March, 2021.

Market Price Data	BSE		NSE	
	High ₹	Low ₹	High ₹	Low ₹
April 2019	880.00	833.15	880.00	834.50
May 2019	902.85	842.10	905.00	842.00
June 2019	932.40	845.00	933.00	844.00
July 2019	926.00	816.35	925.80	816.00
August 2019	825.25	745.05	834.90	736.35
September 2019	848.10	751.00	848.00	751.00
October 2019	870.00	772.15	873.85	773.05
November 2019	859.35	809.30	859.90	808.55
December 2019	840.90	788.15	840.00	782.35
January 2020	944.00	784.00	944.00	784.95
February 2020	1,025.00	863.55	1024.90	860.10
March 2020	948.00	592.15	948.90	591.00



E-mail : [tsrdljsr@tsrdarashaw.com](mailto:tsrdljsr@tsrdarashaw.com)

<b>Kolkata</b>	Tata Centre, 1st floor, 43, Jawaharlal Nehru Road, Kolkata 700 071. Tel.: 033-22883087 Fax : 033-22883062 E-mail : <a href="mailto:tsrdlcal@tsrdarashaw.com">tsrdlcal@tsrdarashaw.com</a>
<b>New Delhi</b>	2/42, Ansari Road, 1st Floor, Daryaganj, SantVihar New Delhi 110 002. Tel.: 011-23271805 Fax : 011-23271802 E-mail : <a href="mailto:tsrdldel@tsrdarashaw.com">tsrdldel@tsrdarashaw.com</a>
<b>Agents</b>	Shah Consultancy Services Ltd. 3, Sumatinath Complex, 2nd Dhal, Pritam Nagar, Ellis Bridge Ahmedabad – 380 006. Telefax : 079 – 26576038 E-mail : <a href="mailto:shahconsultancy8154@gmail.com">shahconsultancy8154@gmail.com</a>

**Distribution of Shareholding as on 31.3.2020 :**

	<b>No. of shares</b>	<b>%</b>
Promoter Company and other Tata Companies.....	37,128,947	73.38
Directors & their Relatives .....	54,313	0.11
Public Financial Institutions / Nationalised Banks / Insurance Companies & State Governments.....	944,414	1.87
Non-residents / FIIs/ FPIs .....	1,414,921	2.80
Other Bodies Corporate, Clearing Members, LLP, Other Banks, Body Corporate-NBFC, Body Corporate-Non-NBFC, Foreign Bank, Domestic-DR, IEPF, Trust.....	1,234,389	2.44
Mutual Funds .....	375,872	0.74
Others.....	9,442,440	18.66
	<b>50,595,296</b>	<b>100.00</b>

**Distribution Schedule as on 31.3.2020 :**

<b>Sr. No.</b>	<b>No. of shares</b>	<b>Holdings</b>	<b>Amount (₹)</b>	<b>% of total Capital</b>	<b>No. of Holders</b>	<b>% to total Holders</b>
1	1 to 500	2,134,414	21,344,140	4.22	32,045	92.46
2	501 to 1000	868,280	8,682,800	1.72	1,155	3.33
3	1001 to 2000	950,224	9,502,240	1.88	657	1.90
4	2001 to 3000	742,553	7,425,530	1.47	295	0.85
5	3001 to 4000	404,019	4,040,190	0.80	116	0.33
6	4001 to 5000	411,593	4,115,930	0.81	91	0.26
7	5001 to 10000	1,106,823	11,068,230	2.19	158	0.46
8	Greater than 10000	43,977,390	439,773,900	86.92	143	0.41
	<b>Total</b>	<b>50,595,296</b>	<b>505,952,960</b>	<b>100.00</b>	<b>34,660</b>	<b>100.00</b>

**DECLARATION REGARDING ADHERENCE TO THE CODE OF CONDUCT BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL :**

In accordance with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the financial year ended 31st March, 2020.

**For Tata Investment Corporation Limited**

A. N. DALAL

Executive Director

DIN : 00297603

Mumbai, 27th May, 2020.

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE  
TO THE MEMBERS OF TATA INVESTMENT CORPORATION LIMITED**

We have examined the compliance of conditions of Corporate Governance by **TATA INVESTMENT CORPORATION LIMITED** ('the Company'), for the year ended on 31st March, 2020, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ("SEBI Listing Regulations").

**Management's Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

**Auditor's Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on certification of Corporate Governance Reports issued by the Institute of Chartered Accountants of India ('ICAI'), the Standard on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned SEBI Listing Regulations as applicable during the year ended 31st March, 2020.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Kalyaniwalla & Mistry LLP**

Chartered Accountants

Registration No: 104607W / W100166

**Roshni R. Marfatia**

Membership No: 106548

UDIN No.: 20106548AAAABE8465

Place: Mumbai

Date: 27th May 2020.

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
Tata Investment Corporation Limited  
Elphinstone Building,  
10, Veer Nariman Road,  
Mumbai - 400001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TATA INVESTMENT CORPORATION LIMITED** having CIN L67200MH1937PLC002622 and having registered office at Elphinstone Building, 10, Veer Nariman Road, Mumbai - 400001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	*Date of Appointment in Company
1.	Mr. Noel Naval Tata	00024713	09/06/2004
2.	Mr. Farokh Nariman Subedar	00028428	11/03/2005
3.	Ms. Vedika Sandeep Bhandarkar	00033808	24/03/2015
4.	Mr. Amit Dalal	00297603	01/01/2015
5.	Mr. Suprakash Mukhopadhyay	00019901	14/06/2018
6.	Mr. Abhijit Sen	00002593	04/08/2019
7.	Mr. Jimmy Minocher Tata	06888364	04/08/2019
8.	Mr. Venkatadri Chandrasekaran	03126243	16/03/2020

*\*the date of appointment is as per the MCA Portal.*

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh & Associates**  
Practising Company Secretaries

**Sarvari Shah**  
FCS: 9697 CP: 11717  
Mumbai, May 27, 2020  
UDIN: F009697B000289042

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TATA INVESTMENT CORPORATION LIMITED

### Report on the Audit of Standalone Ind AS Financial Statements

#### Opinion

We have audited the accompanying standalone Ind AS financial statements of **TATA INVESTMENT CORPORATION LIMITED** ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2020, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the standalone financial statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2020. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter in our audit of the Company for the year ended March 31, 2020:

Sr. No.	Key Audit Matter	Auditor's Response
1.	<b>Fair Valuation of investments</b>	
	The Company's investments (other than investment in Subsidiary and Associates) are measured at fair value at each reporting date and these fair value measurements significantly impact the Company's results. Within the Company's investment portfolio, the valuation of certain assets such as unquoted equity requires significant judgement as a result of quoted prices being unavailable and limited liquidity in these markets.	We have assessed the Company's process to compute the fair value of various investments. For quoted instruments we have independently obtained market quotations and recalculated the fair valuations. For the unquoted instruments, we have obtained an understanding of the various valuation methods used by management and analysed the reasonableness of the principal assumptions made for estimating the fair values and various other data used while arriving at the fair value measurement.

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Directors' Report (including annexures) and Report on Corporate Governance,



but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standard (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant

doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143 (3) of the Act, we report, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act.
- (e) On the basis of written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.
- (g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us, we further report that:

- i. The Company has disclosed the impact of pending litigations on its financial position in the standalone financial statements – Refer Note 11 to the standalone Ind AS financial statements.
- ii. The Company did not have any Long Term Contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Kalyaniwalla & Mistry LLP  
Chartered Accountants  
Registration No : 104607W / W100166

**Roshni R. Marfatia**  
Partner  
Membership No: 106548  
UDIN No. – 20106548AAAABF2284

Place: Mumbai  
Date: May 27, 2020.

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' of our Report to the members of the Company on the standalone financial statements for the year ended March 31, 2020:

**Statement on Matters Specified in paragraphs 3 and 4 of the Companies (Auditors Report) Order, 2016 (the Order)**

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.  
(c) According to the information and explanations given to us and the records examined by us, the company owns four immovable properties being apartments in Mumbai. The company acquired these immovable properties through the agreement between the company and other companies of the Tata group. The common agreement appropriately specifies the details of ownership of the four apartments owned by the Company. In respect of immovable property taken on lease and disclosed as right of use asset in the standalone financial statements, the lease agreement is in the name of the Company.
2. The Company is an investment company primarily engaged in investment in securities, debentures and other products. Accordingly, it does not hold any inventories. Thus, paragraph 3 (ii) of the Order is not applicable.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, and limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has not given loan to any director in accordance with the provisions of Section 185 of the Companies Act, 2013. The Company has not given any loans or guarantees and being a Non-banking financial company its investments are exempted under section 186(11) (b), hence the Company has complied with the provisions of Section 185 and 186 of the Act, as applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. In respect of unclaimed deposits the Company has complied with the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.
6. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, for any of the services rendered by the Company hence paragraph 3(vi) of the Order is not applicable.
7. According to the information and explanations given to us and the records examined by us,
  - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax and other material statutory dues applicable to it to the appropriate authorities. Considering the nature of business that the Company is engaged in, Sales Tax, Custom Duty, Excise Duty and Value Added Tax are not applicable to the Company.  
There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
  - (b) There are no dues of Goods and Service Tax and Income-tax that has not been deposited on account of disputes as on March 31, 2020.
8. In our opinion and according to the information and explanations given to us, the Company did not have any loans or borrowing from financial institution, bank, government or dues to any debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
10. Based upon the audit procedures performed by us, to the best of our knowledge and belief and according to the information and explanations given to us by the Management, no fraud by the Company or fraud on the Company by its officers or employee has been noticed or reported during the year.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on the documents and records produced before us, the transactions with related parties are in compliance with section 177 and 188 of the Act and the details thereof have been disclosed in the standalone financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on the documents and records produced before us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Clause (xiv) of the Order are not applicable.
15. According to the information and explanations given to us and based on the documents and records produced before us, the Company has not entered into any non-cash transactions with directors or persons connected with them.
16. The Company has obtained the requisite registration as a non-banking financial institution under section 45 – IA of the Reserve Bank of India Act, 1934.

For Kalyaniwalla & Mistry LLP  
Chartered Accountants  
Registration No : 104607W / W100166

**Roshni R. Marfatia**  
Partner  
Membership No: 106548  
UDIN No. – 20106548AAAABF2284

Place: Mumbai  
Date: May 27, 2020.

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

The Annexure referred to in clause (f) under 'Report on Other Legal and Regulatory Requirements' of our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2020:

**Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to the standalone financial statements of Tata Investment Corporation Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of these standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

**Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A Company's internal financial control with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

**Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to these standalone financial statements and such internal financial controls were operating effectively as at March 31, 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Kalyaniwalla & Mistry LLP  
Chartered Accountants  
Registration No : 104607W / W100166

**Roshni R. Marfatia**  
Partner  
Membership No: 106548  
UDIN No. – 20106548AAAABF2284

Place: Mumbai  
Date: May 27, 2020.



## BALANCE SHEET AS AT 31ST MARCH, 2020

		(₹ in lacs)	
Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
<b>ASSETS</b>			
<b>(1) Financial Assets</b>			
(a) Cash and cash equivalents.....	7.1	360.57	269.37
(b) Bank Balance other than cash and cash equivalents.....	7.2	1,355.69	1,387.01
(c) Receivables .....	7.3		
(i) Trade receivables .....		101.42	3.10
(d) Loans.....	7.4	1,560.73	5.11
(e) Investments .....	7.5	804,946.92	934,091.62
(f) Other Financial assets .....	7.6	93.61	127.14
		<b>808,418.94</b>	<b>935,883.35</b>
<b>(2) Non-Financial Assets</b>			
(a) Current tax assets (Net) .....	7.7	873.17	738.39
(b) Property, Plant and Equipment .....	7.8	31.88	14.26
(c) Other intangible assets .....	7.9	0.38	0.20
(d) Right of use assets.....	7.10	97.38	-
(e) Other non financial assets.....	7.11	84.98	87.62
		<b>1,087.79</b>	<b>840.47</b>
<b>Total assets.....</b>		<b>809,506.73</b>	<b>936,723.82</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>(1) Financial Liabilities</b>			
(a) Payables .....			
(i) Trade Payables .....	7.12	-	-
(ii) total outstanding dues of micro enterprises and small enterprises .....		495.17	598.52
(b) Other financial liabilities .....	7.13	483.44	363.52
		<b>978.61</b>	<b>962.04</b>
<b>(2) Non-Financial Liabilities</b>			
(a) Current tax liabilities (Net).....	7.14	157.49	13.66
(b) Provisions .....	7.15	574.55	644.67
(c) Deferred tax liabilities (Net).....	7.16	10,388.45	153,066.60
(d) Other non-financial liabilities.....	7.17	12.48	15.74
		<b>11,132.97</b>	<b>153,740.67</b>
<b>(3) Equity</b>			
(a) Equity Share Capital .....	7.18	5,059.53	5,059.53
(b) Other Equity .....	7.19	792,335.62	776,961.58
<b>Total equity .....</b>		<b>797,395.15</b>	<b>782,021.11</b>
<b>Total liabilities and equity .....</b>		<b>809,506.73</b>	<b>936,723.82</b>

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

For and on behalf of the Board  
N. N. TATA *Chairman*  
F. N. SUBEDAR *Vice Chairman*

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN

} *Directors*

Mumbai, 27th May, 2020

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Note No.	(₹ in lacs)	
		Year Ended 31.03.2020	Year Ended 31.03.2019
<b>Revenue from operations</b>			
Dividend Income .....		9,892.29	10,457.03
Interest Income .....	8.1	4,701.43	5,040.99
Net gain on fair value changes .....	8.2	170.72	2,260.28
Income from shares lent .....		182.21	415.80
<b>Total Revenue from operations .....</b>		<b>14,946.65</b>	<b>18,174.10</b>
Other Income .....	8.3	9.48	10.35
<b>Total Income .....</b>		<b>14,956.13</b>	<b>18,184.45</b>
<b>Expenses</b>			
Employee Benefits Expenses .....	8.4	1,075.50	1,194.93
Finance Cost .....	8.5	13.80	-
Depreciation, amortization and impairment .....	7.8, 7.9 & 7.10	74.72	9.44
Other expenses .....	8.6	870.78	917.38
<b>Total Expenses .....</b>		<b>2,034.80</b>	<b>2,121.75</b>
<b>Profit Before Tax .....</b>		<b>12,921.33</b>	<b>16,062.70</b>
<b>Tax Expense:</b>			
(1) Current Tax .....		1,521.52	1,350.96
(2) Excess provision of tax relating to earlier years .....		(129.11)	-
(3) Deferred Tax .....		(335.19)	(53.30)
		<b>1,057.22</b>	<b>1,297.66</b>
<b>Profit After Tax (A) .....</b>		<b>11,864.11</b>	<b>14,765.04</b>
<b>Other Comprehensive Income</b>			
(a) (i) Items that will not be reclassified to profit or loss :			
- Changes in fair valuation of equity instruments .....		(126,227.34)	11,244.02
- Remeasurement gain / (loss) on defined benefits plans .....		65.02	(62.93)
(ii) Tax impacts on above .....		141,802.64	(2,409.39)
		<b>15,640.32</b>	<b>8,771.70</b>
(b) (i) Items that will be reclassified to profit or loss:			
- Changes in fair value of bonds / debentures .....		(33.18)	(1,363.51)
(ii) Tax impacts on above .....		101.85	293.82
		<b>68.67</b>	<b>(1,069.69)</b>
<b>Other Comprehensive Income (B) .....</b>		<b>15,708.99</b>	<b>7,702.01</b>
<b>Total Comprehensive Income for the period (A + B) .....</b>		<b>27,573.10</b>	<b>22,467.05</b>
<b>Earnings per equity share .....</b>			
Basic and Diluted (₹) .....	9	<b>23.45</b>	27.02

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

For and on behalf of the Board  
N. N. TATA *Chairman*  
F. N. SUBEDAR *Vice Chairman*

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN

*Directors*

Mumbai, 27th May, 2020

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

	(₹ in lacs)	
	For the Year ended	
	31.03.2020	31.03.2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax .....	12,921.33	16,062.70
Adjustments for :		
Depreciation and amortisation .....	74.72	9.44
Loss on derecognition of property, plant and equipment .....	2.89	0.16
Net gain on fair value changes .....	(36.06)	(2,260.28)
Amortisation of deferred lease Expenses .....	0.24	(0.16)
Finance Cost on Right of Use assets .....	13.80	-
Reclassification of Actuarial gain / (loss) .....	65.02	(62.93)
Effective interest rates on Bonds & Debentures .....	83.39	75.85
Provision on standard assets .....	(0.70)	0.01
<b>Operating profit before working capital changes .....</b>	<b>13,124.63</b>	<b>13,824.79</b>
Adjustments for :		
Receivables .....	3.10	11.55
Loan .....	(15.62)	1.21
Other Financial assets .....	109.41	121.82
Other non financial assets .....	(3.86)	(1.23)
Payables .....	(103.35)	17.01
Other Financial Liabilities .....	(14.49)	6.33
Provisions .....	(69.42)	71.75
Other non-financial liabilities .....	(3.26)	3.36
Cash generated from operations .....	13,027.14	14,056.59
Direct taxes paid - (Net of refunds) .....	(1,821.84)	(4,595.28)
<b>Net cash from operating activities .....</b>	<b>11,205.30</b>	<b>9,461.31</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of property, plant and equipment .....	(31.99)	(5.16)
Sale proceeds of property, plant and equipment .....	1.49	-
Purchase of investments .....	(111,729.58)	(129,242.31)
Sale proceeds of investments .....	114,455.67	178,605.18
Deposits placed .....	(998.00)	-
Deposits matured .....	1,000.00	-
Intercompany deposits placed .....	(1,540.00)	-
<b>Net cash from investing activities .....</b>	<b>1,157.59</b>	<b>49,357.71</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Buy-back of equity shares .....	-	(45,000.00)
Expenses for buy-back of equity shares .....	-	(346.61)
Cash payments for the principal portion of the lease liability .....	(58.83)	-
Cash payments for the interest portion of the lease liability .....	(13.80)	-
Dividends/Dividend tax paid .....	(12,168.12)	(13,077.45)
<b>Net cash used in financing activities .....</b>	<b>(12,240.75)</b>	<b>(58,424.06)</b>
<b>Net increase in cash and cash equivalents (A+B+C) .....</b>	<b>122.14</b>	<b>394.96</b>
Cash and cash equivalents at the beginning of the year [See Note (iv) below] .....	563.60	168.64
Cash and cash equivalents at the end of the year [See Note (iv) below] .....	685.74	563.60

**Notes :**

- The above statement of cash flow has been prepared under the 'Indirect Method' as set out in IndAS 7 - 'Statement of Cash Flows'.
- Since the Company is an investment company, purchase and sale of investments have been considered as part of "Cash flow from investing activities" and interest earned (net) of ₹ 4,701.43 lacs (Previous year ₹ 5,040.99 lacs) and dividend earned of ₹ 9,892.29 lacs (Previous year ₹ 10,457.03 lacs) have been considered as part of "Cash flow from operating activities".
- Direct taxes paid is treated as arising from operating activities and is not bifurcated between investing and financing activities.
- Cash and cash equivalents represents cash and bank balances as per Balance Sheet. Cash and cash equivalents includes current account balances of ₹ 325.17 lacs (Previous year ₹ 294.23 lacs) which are restricted in use on account of unclaimed dividend [ See note 7.2 ].

Cash and cash equivalents included in the Statement of Cash Flow comprises the following balance sheet items :-

	As at	As at
	31.03.2020	31.03.2019
	(Rupees in lacs)	
1. Cash and cash equivalents as per Balance Sheet .....	685.74	563.60
v) Previous year's figures have been regrouped, wherever necessary.		

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

For and on behalf of the Board  
N. N. TATA  
F. N. SUBEDAR  
Chairman  
Vice Chairman

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN  
Directors

Mumbai, 27th May, 2020

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

### A. Equity Share Capital

(₹ in lacs)

	2019-20	2018-19
Outstanding at the beginning of the year .....	5,059.53	5,509.53
Less: Buyback during the year .....	-	450.00
Outstanding at the end of the year .....	5,059.53	5,059.53

### B. Other equity

(₹ in lacs)

	Reserves and Surplus							Other Comprehensive Income		Total
	Capital Reserve	Capital Redemption Reserve	Securities premium	General Reserve	Impairment Reserves (as per RBI guidelines)	Statutory Reserve (u/s 45-IC of RBI Act, 1934)	Retained Earnings	Debt Instruments Through Other Comprehensive income	Equity Instruments Through Other Comprehensive income	
<b>Balance as at April 1, 2018 .....</b>	<b>4,163.35</b>	<b>-</b>	<b>75,502.06</b>	<b>56,458.18</b>	<b>-</b>	<b>58,197.83</b>	<b>57,744.58</b>	<b>1,459.51</b>	<b>5,59,149.69</b>	<b>8,12,675.20</b>
Profit for the year .....	-	-	-	-	-	-	14,765.04	-	-	14,765.04
Other Comprehensive Income for the year .....	-	-	-	-	-	-	(49.37)	(1,069.69)	8,821.07	7,702.01
<b>Total Comprehensive Income .....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14,715.67</b>	<b>(1,069.69)</b>	<b>8,821.07</b>	<b>22,467.05</b>
Reclassification of gain on sale of FVOCI equity instrument .....	-	-	-	-	-	-	11,877.92	-	(11,877.92)	-
Final Dividend on Ordinary shares .....	-	-	-	-	-	-	(11,019.06)	-	-	(11,019.06)
Tax on Dividends .....	-	-	-	-	-	-	(2,265.00)	-	-	(2,265.00)
Transfer to/from retained earnings .....	-	-	-	-	-	2,953.01	(2,953.01)	-	-	-
Buyback of equity shares (Refer note 7.18) .....	-	450.00	(45,000.00)	-	-	-	-	-	-	(44,550.00)
Buyback expenses .....	-	-	-	-	-	-	(346.61)	-	-	(346.61)
<b>Balance as at March 31, 2019 .....</b>	<b>4,163.35</b>	<b>450.00</b>	<b>30,502.06</b>	<b>56,458.18</b>	<b>-</b>	<b>61,150.84</b>	<b>67,754.49</b>	<b>389.82</b>	<b>556,092.84</b>	<b>776,961.58</b>
Profit for the year .....	-	-	-	-	-	-	11,864.11	-	-	11,864.11
Other Comprehensive Income for the year .....	-	-	-	-	-	-	48.66	68.67	15,591.66	15,708.99
<b>Total Comprehensive Income .....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11,912.77</b>	<b>68.67</b>	<b>15,591.66</b>	<b>27,573.10</b>
Reclassification of gain on sale of FVOCI equity instrument .....	-	-	-	-	-	-	12,654.17	-	(12,654.17)	-
Final Dividend on Ordinary shares .....	-	-	-	-	-	-	(10,119.06)	-	-	(10,119.06)
Tax on Dividends .....	-	-	-	-	-	-	(2,080.00)	-	-	(2,080.00)
Transfer to/from retained earnings .....	-	-	-	-	6.90	2,372.82	(2,379.72)	-	-	-
<b>Balance as at March 31, 2020 .....</b>	<b>4,163.35</b>	<b>450.00</b>	<b>30,502.06</b>	<b>56,458.18</b>	<b>6.90</b>	<b>63,523.66</b>	<b>77,742.65</b>	<b>458.49</b>	<b>559,030.33</b>	<b>792,335.62</b>

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

Mumbai, 27th May, 2020

For and on behalf of the Board

N. N. TATA  
F. N. SUBEDAR

Chairman  
Vice Chairman

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN

} Directors

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020****1. Background Information**

Tata Investment Corporation Limited referred to as ("The Company" or "TICL") is a non-banking financial company (NBFC) registered with the Reserve Bank of India under the category of Investment Company.

The company's activities primarily comprises of investing in listed and unlisted equity shares, debt instruments and mutual funds etc. of companies in a wide range of industries. The shares of company are listed on the BSE and National Stock Exchange. The company is subsidiary of Tata Sons Private Limited.

The standalone financial statements of the Company as on 31st March, 2020 were approved and authorised for issue by the Board of Directors on 27th May, 2020.

The national lockdown announced on March 23, 2020 owing to the COVID-19 pandemic affected activities of organizations across the economic ecosystem, impacting earning prospects and valuations of companies and creating volatility in the stock markets. The resultant impact on the fair value of the investments held by the Company are reflected in the Total Comprehensive Income and Total Equity of the Company for the year ended March 31, 2020, in line with the Accounting Policy consistently followed by the Company.

The future income from investments and the valuations of investee companies would depend on the global economic developments in the coming months and the resumption of activity on gradual relaxation of Lockdowns. Based on the current assessment of the potential impact of the COVID-19 on the Company, management is of the view that the balance sheet of the Company has adequate liquidity to service its obligations and sustain its operations.

**2. Statement of Compliance with Ind AS**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

**3. Basis of Preparation of Financial Statements**

The financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments measured at fair value at the end of each reporting period as explained in accounting policies below.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lacs, unless otherwise indicated.

**4. Use of estimates**

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures including disclosures of contingent assets and contingent liabilities as at the date of financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of: fair valuation of unquoted equity investments, impairment of financial instruments, impairment of property, plant & equipment, useful lives of property, plant & equipment, provisions and contingent liabilities and long term retirement benefits.

**5. Significant Accounting policies****(a) Financial Instruments****Classification**

A Financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instruments of another entity.

Financial assets, other than equity, are classified into, Financial assets at fair value through other comprehensive income (FVOCI) or fair value through profit and loss account (FVTPL) or at amortised cost. Financial assets that are equity instruments are classified as FVTPL or FVOCI. Financial liabilities are classified as amortised cost category and FVTPL.

**Business Model assessment and Solely payments of principal and interest (SPPI) test:**

Classification and measurement of financial assets depends on the business model and results of SPPI test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including;

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)

- The expected frequency, value and timing of sales are also important aspects of the Company's assessment

If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

### **Initial recognition**

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the Statement of profit or loss.

Financial assets and financial liabilities, with the exception of loans, debt securities and deposits are recognised on the trade date i.e. when a Company becomes a party to the contractual provisions of the instruments. Loans, debt securities and deposits are recognised when the funds are transferred to the customers account. Trade receivables are measured at the transaction price.

### **Subsequent measurement**

#### **Financial assets at amortised cost**

Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently these are measured at amortised cost using effective interest method less any impairment losses.

#### **Debt Instruments at FVOCI**

Debt instruments that are measured at FVOCI have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding and that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. These instruments largely comprise long-term investments made by the Company.

FVOCI debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and gains and losses are recognised in profit or loss in the same manner as for financial assets measured at amortised cost. On derecognition, cumulative gains or losses previously recognised in OCI are reclassified from OCI to profit or loss.

#### **Equity Instruments at FVOCI**

These include financial assets that are equity instruments as defined in Ind AS 32 "Financial Instruments: Presentation" and are not held for trading and where the Company's management has elected to irrevocably designated the same as Equity instruments at FVOCI upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognised directly in other comprehensive income, net of applicable income taxes.

Gains and losses on these equity instruments are never recycled to profit or loss.

Dividends from these equity investments are recognised in the statement of profit and loss when the right to receive the payment has been established.

#### **Fair value through Profit and loss account**

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

#### **Derivatives recorded at fair value through profit or loss**

The Company transact in derivative financial instruments which are in the nature of covered call option contracts. Such derivative financial instruments are initially recognised at fair value on the date on which the derivative contract is entered into and are subsequently re-measured at their fair value at the end of each reporting period. Derivatives are classified as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of such derivative financial instruments are taken directly to statement of profit and loss and included in net gain on fair value changes. The Company has not designated any derivative instruments as a hedging instrument.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

### **Other Financial Liabilities**

These are measured at amortised cost using effective interest rate.

***Derecognition of Financial assets and Financial liabilities:***

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

***Impairment of financial assets***

The Company recognizes a loss allowance for expected credit losses on a financial asset that is at amortized cost or fair value through OCI. Loss allowance in respect of financial assets is measured at an amount equal to life time expected credit losses and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

***Reclassification of Financial assets***

The company does not re-classify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances when the company changes its business model for managing such financial assets. The company does not re-classify its financial liabilities.

**(b) Determination of fair value:**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

**(c) Investment in subsidiaries and associates**

The company has chosen to carry the Investments in associates and subsidiaries at cost less impairment, if any in the separate financial statements.

**(d) Foreign currency transactions and translation**

The financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements, transactions in currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising on the retranslation or settlement of monetary items are included in the statement of profit and loss for the period.

**(e) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, as they are considered an integral part of the Company's cash management.

**(f) Property Plant and Equipment and Intangible Assets**

Property, plant and equipment and intangible assets are stated at cost of acquisition less accumulated depreciation / amortisation. Cost includes all expenses incidental to the acquisition of the Property, plant and equipment and intangible assets and any attributable cost of bringing the asset to its working condition for its intended use.

**(g) Capital work in progress and Capital advances**

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed in Other Non-Financial Assets.

**(h) Depreciation and amortisation of property, plant and equipment and intangible assets**

Depreciation on following tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the furniture and fixtures, in which case the life of the assets has been assessed taking into account the nature of the assets, the estimated usage of the asset on the basis of the managements best estimation of getting economic benefits from such assets. Further, assets individually costing ₹ 5000/- or less are fully depreciated in the year of purchase.



### Tangible Assets

### Useful life in years

(a) Buildings	60
(b) Plant and Equipment	15
(c) Furniture and Fixtures	1
(d) Vehicles	8
(e) Office Equipment	5
(f) Leasehold improvements are amortised equitably over the remaining period of the lease.	

Intangible assets - Software is amortised over its estimated useful life of 4 years on straight line method.

The residual values, useful lives and method of Depreciation of property, plant and equipment are reviewed at each financial year end. Changes in the expected useful life are accounted by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

### (i) Impairment of non - financial assets

The carrying amounts of the Company's property, plant & equipment and intangible assets are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amounts are estimated in order to determine the extent of impairment loss, if any. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The impairment loss, if any, is recognised in the statement of profit and loss in the period in which impairment takes place.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods. A reversal of an impairment loss is recognised immediately in profit or loss.

### (j) Employee benefits

#### (i) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the employee renders the related service.

#### (ii) Post Employment Benefits

Post retirement benefits like provident fund, superannuation, gratuity and post retirement medical benefits are provided for as below:

#### Defined Contribution Plans

Contributions under Defined Contribution Plans i.e. provident fund & superannuation fund are recognised in the Statement of Profit and Loss in the period in which the employee has rendered the service.

#### Defined Benefit Plans

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year end balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) is recognised as an expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value of plan assets.

**(iii) Other Long term Benefits**

Other long term benefits include compensated absences, Long term service benefit, Pension and sick leave. The liability towards other long term benefits is determined by independent actuary at every balance sheet date and service cost, net interest on net defined liability/(asset) and re-measurement gains and losses of net defined liability (assets ) are recognised in profit and loss account.

**(k) Accounting for provisions, contingent liabilities and contingent assets**

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and
- (b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities

Contingent liabilities are not recognised in the financial statements. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

**(l) Income taxes:**

Income tax expense comprises both current and deferred tax. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Current income-tax is recognised at the amount expected to be paid to the tax authorities, using the tax rates and tax laws, enacted or substantially enacted as at the balance sheet date.

Taxable profit differs from net profit as reported in the Standalone statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred income tax assets and liabilities are recognised for temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements and is accounted for using the balance sheet liability method.

Deferred income tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using tax rates and laws, enacted or substantially enacted as of the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as an income or expense in the period that includes the enactment or substantive enactment date.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and they are in the same taxable entity, or a Group of taxable entities where the tax losses of one entity are used to offset the taxable profits of another and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

**(m) Recognition of Dividend and Interest income**

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders or Board of Directors approve the dividend.

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future

cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR.

#### (n) Dividends on ordinary shares

The Company recognises a liability to make cash or non-cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

#### (o) Leases

The Company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

##### *As a lessee*

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to the lease contract existing on April 1, 2019 using the modified retrospective approach. Accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted. The standard permits a choice on initial adoption, on a lease-by-lease basis, to measure the right-of-use (ROU) asset at either its carrying amount as if Ind AS 116 had been applied since the commencement of the lease, or an amount equal to the lease liability adjusted for accruals or prepayments. The Company has elected to measure the right-of-use asset equal to the lease liability, with the result of no net impact on retained earnings and no restatement of prior period comparatives.

The company recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost which comprise the initial amount of lease liability adjusted for any lease payments made before the commencement date. The right of use asset is subsequently depreciated using the straight line method of the balance lease term. In addition, the right of use asset is periodically reduced by impairment loss, if any and adjusted for certain Remeasurements of lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the implicit rate in the lease or the incremental borrowing rate, if that rate cannot be readily available at the commencement date of the lease for the estimated term of the obligation.

Lease payments included in the measurement of the lease liability comprise the amounts expected to be payable over the period of lease. The lease liability is measured at amortised cost using effective interest rate method. It is remeasured when there is a change in future lease payments arising from change in the index or rate

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments (including interest) have been classified as financing cash flows.

#### (p) Segment reporting

The Company is primarily engaged in the business of investment in Companies including group companies. As such the Company's financial statements are largely reflective of the investment business and there is no separate reportable segment.

Pursuant to Ind AS 108 - Operating Segments, no segment disclosure has been made in these financial statements, as the Company has only one geographical segment and no other separate reportable business segment.

#### (q) Onerous contracts

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

### 6. Recent Accounting Developments

#### Standards issued but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

**7.1 Cash and cash equivalents**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Cash on hand .....	0.12	-
b. Balances with Banks		
- In Current Accounts .....	360.45	269.37
	<b>360.57</b>	<b>269.37</b>

**7.2 Bank Balance other than cash and cash equivalents**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Bank balances in Unpaid dividend accounts.....	325.17	294.23
b. Fixed deposits with bank (refer note (i)).....	1,030.52	1,092.78
	<b>1,355.69</b>	<b>1,387.01</b>

**Note:**

- (i) Fixed deposits amounting to ₹ 1030.52 (including interest accrued) having original maturity of 24 months are held by NSE Clearing Limited as collateral and carry a fixed rate of interest.

**7.3 Receivables**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
<b>Trade Receivables</b>		
<b>(Unsecured, considered good)</b>		
a. Receivables against sale of Investments.....	101.42	-
b. Others .....	-	3.10
	<b>101.42</b>	<b>3.10</b>

**Note:**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

**7.4 Loans**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
<b>(Unsecured and Considered good) - Within India</b>		
<b>At amortised cost</b>		
a. Loans to employees.....	3.77	5.11
b. Inter-corporate deposit (refer note below) .....	1,556.96	-
	<b>1,560.73</b>	<b>5.11</b>

**Note:**

Inter-corporate deposit placed with a subsidiary, Simto Investment Company Limited, yielding fixed interest rate and terms of repayment are 30 days and on call thereafter (refer note 15).

## 7.5 Investments

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
<b>I. Fair value through Other Comprehensive Income</b>		
i) Quoted Equity shares.....	683,890.11	801,562.09
ii) Unquoted Equity shares .....	51,926.60	58,637.46
iii) Bonds / Debentures.....	40,978.88	49,570.11
<b>II. Fair value through Profit and Loss</b>		
i) Debt / Equity Mutual Fund.....	15,009.35	14,675.69
ii) Exchange Traded Fund .....	3,856.88	-
iii) Venture Capital Fund .....	641.48	1,002.65
<b>III. Others</b>		
i) Unquoted Equity shares at cost		
- In Subsidiary Company.....	3,030.91	3,030.91
- In Associate Companies.....	5,612.71	5,612.71
	<b>804,946.92</b>	<b>934,091.62</b>

### Note

- The scripwise details of the investments are given in note 7.5.1
- All Investments are within India unless stated otherwise.
- Book value of the above investments are as follows :

i) Quoted Equity shares.....	146,094.31	131,455.51
ii) Unquoted Equity shares.....	28,830.49	28,548.49
iii) Bonds / Debentures.....	38,500.21	46,984.38
iv) Debt / Equity Mutual Fund.....	14,835.27	14,645.56
v) Exchange Traded Fund .....	5,008.26	-
vi) Venture Capital Fund.....	313.84	323.48
	<b>233,582.38</b>	<b>221,957.43</b>
- The company has elected an irrevocable option to designate its investments in equity instruments through FVOCI, as the said investments are not held for trading and company continues to invest for long term and remain invested in leaders in sectors, which it believes to have potential to remain accretive over the long term.
- Of the total dividend recognised during the year from investment in equity shares designated at FVOCI, ₹ 162.94 lacs (Previous year 354.74 lacs) is relating to investment derecognised during the period and ₹ 9,729.35 lacs (Previous year ₹ 10,102.29 lac) pertains to investments held at the end of reporting period.
- During the year, total cumulative gains (net) of ₹ 13,076.29 lacs (Previous year 15,140.52 lacs) on investment in equity shares designated at FVOCI have been transferred to retained earnings on derecognition of related investments after adjusting for tax effect thereon. The fair value of such investments on the date of derecognition is ₹ 24,083.15 lacs (Previous year ₹ 44,132.24 lacs).
- During the current or previous reporting periods the company has not reclassified any investments since its initial classification.
- Shares lent under Stock Lending and Borrowing Scheme of the Securities and Exchange Board of India amount to ₹ 5,863.36 lacs (previous year ₹ 7,286.43 lacs).
- The other disclosure regarding fair value and risk arising from financial instruments are explained in note No.17.

**7.5.1 Details of Investments**

(₹ in lacs)

Particulars	Face value	As at 31.03.2020		As at 31.03.2019	
		Holding	Fair Value	Holding	Fair Value
A) FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME					
I) QUOTED EQUITY SHARES :-					
1. BANKS					
Axis Bank Ltd. ....	2	1,783,000	6,762.92	1,400,000	10,865.40
HDFC Bank Ltd.(Previous Year Face Value ₹ 2) .....	1	1,830,000	15,774.60	915,000	21,195.97
ICICI Bank Ltd. ....	2	2,557,500	8,299.09	2,557,500	10,200.59
South Indian Bank Ltd. ....	1	6,273,432	361.35	6,273,432	1,037.63
State Bank of India. ....	1	8,55,000	1,683.92	-	-
			32,881.88		43,299.59
2. CEMENT					
ACC Ltd.....	10	340,000	3,289.50	55,000	913.55
Grasim Industries Ltd. ....	2	292,000	1,388.17	292,000	2,505.94
Sagar Cements Ltd. ....	10	122,000	372.95	122,000	797.76
The Ramco Cements Ltd. ....	1	425,000	2,186.20	365,000	2,687.50
			7,236.82		6,904.75
3. CHEMICALS & FERTILIZERS					
Tata Chemicals Ltd. ....	10	15,200,000	33,896.00	15,200,000	89,300.00
			33,896.00		89,300.00
4. ELECTRICITY & TRANSMISSION					
Power Grid Corporation of India Ltd. ....	10	-	-	2,800,000	5,546.80
Tata Power Co. Ltd.....	1	6,840,962	2,247.26	6,840,962	5,048.63
			2,247.26		10,595.43
5. ELECTRICALS & ELECTRONICS					
Bharat Electronics Ltd. ....	1	5,676,000	4,220.11	5,676,000	5,295.71
Voltas Ltd. ....	1	9,960,000	47,693.46	9,960,000	62,792.82
			51,913.57		68,088.53
6. ENGINEERING, CONSTRUCTION & INFRASTRUCTURE					
Bharat Heavy Electricals Ltd. ....	2	2,000,000	416.00	2,000,000	1,498.00
Engineers India Ltd. ....	5	1,190,000	714.60	1,190,000	1,392.30
Larsen & Toubro Ltd.....	2	871,750	7,033.71	654,750	9,062.07
NBCC (India) Ltd. .(Previous Year Face Value ₹ 2) .....	1	4,135,000	676.07	5,135,000	3,404.51
Rites Ltd. ....	10	750,000	1,844.63	500,000	1,295.25
Thermax Ltd. ....	2	105,000	776.48	105,000	1,020.86
			11,461.49		17,672.99

## 7.5.1 Details of Investments

(₹ in lacs)

Particulars	Face value	As at 31.03.2020		As at 31.03.2019	
		Holding	Fair Value	Holding	Fair Value
7. FAST MOVING CONSUMER GOODS					
Asian Paints (India) Ltd. ....	1	536,940	8,949.18	536,940	8,010.61
Bata India Ltd. ....	5	200,000	2,462.30	200,000	2,817.00
Colgate-Palmolive (India) Ltd. ....	1	145,000	1,816.78	145,000	1,824.75
Hindustan Unilever Ltd. ....	1	70,000	1,608.71	70,000	1,195.46
ITC Ltd. ....	1	2,518,530	4,331.87	1,108,530	3,289.01
Nestle India Ltd. ....	10	59,000	9,618.42	59,000	6,486.61
Pidilite Industries Ltd. ....	1	899,795	12,207.07	1,193,795	14,831.11
Procter & Gamble Hygiene & Healthcare Ltd. ....	10	14,500	1,514.86	14,500	1,558.16
Tata Consumer Products Ltd. (Formerly Tata Global Beverages Ltd.)...	1	44,273,000	130,516.80	26,945,000	54,738.77
Titan Company Ltd. ....	1	17,875,640	166,869.10	17,875,640	203,335.41
Varun Beverages Ltd. ....	10	190,500	1,010.70	127,000	1,098.74
VST Industries Ltd. ....	10	85,276	2,372.29	85,276	2,964.28
			343,278.08		302,149.91
8. FINANCE, SERVICES & INVESTMENTS					
CARE Ratings Ltd. ....	10	308,000	1,015.01	308,000	3,044.27
Central Depository Services (India) Ltd. ....	1	490,000	1,050.56	-	-
General Insurance Corporation of India. ....	5	438,592	460.08	438,592	1,064.02
GIC Housing Finance Ltd. ....	10	1,900,000	1,129.55	1,900,000	5,133.80
HDFC Asset Management Company Ltd. ....	5	-	-	42,000	644.36
HDFC Life Insurance Co.Ltd. ....	10	300,000	1,324.80	300,000	1,135.50
Housing Development Finance Corporation Ltd. ....	2	482,000	7,858.77	350,000	6,885.55
ICICI Lombard General Insurance Co.Ltd. ....	10	140,000	1,507.38	140,000	1,445.99
ICICI Securities Ltd. ....	5	-	-	250,000	606.25
LIC Housing Finance Co. Ltd. ....	2	1,325,000	3,116.40	1,325,000	7,068.21
The New India Assurance Co.Ltd. ....	5	579,538	650.24	579,538	1,105.47
			18,112.79		28,133.42
9. HEALTHCARE					
Cadila Healthcare Ltd. ....	1	1,060,000	2,831.26	1,122,575	3,890.84
Divi's Laboratories Ltd. ....	2	-	-	120,000	2,043.84
Sun Pharmaceutical Industries Ltd. ....	1	1,674,435	5,897.36	1,674,435	8,024.73
			8,728.62		13,959.41
10. HOTELS					
Oriental Hotels Ltd. ....	1	1,076,000	196.37	1,076,000	498.73
The Indian Hotels Co. Ltd. ....	1	16,071,539	12,037.58	16,071,539	24,806.42
			12,233.95		25,305.15



**7.5.1 Details of Investments**

7.5.1	Details of Investments				(₹ in lacs)
	Particulars	Face value	As at 31.03.2020		As at 31.03.2019
			Holding	Fair Value	Holding      Fair Value
11.	INFORMATION TECHNOLOGY				
	Infosys Ltd. ....	5	847,578	5,427.04	847,578      6,291.57
	Mindtree Ltd. ....	10	81,506	675.11	-      -
	Tata Consultancy Services Ltd. ....	10	1,036,269	18,891.70	1,036,269      20,729.53
	Tata Elxsi Ltd. ....	10	1,435,000	9,037.63	1,435,000      13,822.63
	Tech Mahindra Ltd. ....	5	-	-	120,000      931.44
				34,031.48	41,775.17
12.	MEDIA & PUBLISHING				
	Shemaroo Entertainment Ltd. ....	10	3,75,000	189.38	375,000      1,500.00
				189.38	1,500.00
13.	METALS & MINING				
	Tata Steel Ltd. ....	10	3,926,740	10,592.38	3,926,740      20,452.43
	Tata Steel Ltd.(Partly Paid)(₹ 2.504 paid) ....	10	270,869	80.18	270,869      173.76
				10,672.56	20,626.19
14.	MOTOR VEHICLES & ANCILLARIES				
	Bajaj Auto Ltd. ....	10	-	-	90,000      2,623.55
	Bosch Ltd. ....	10	27,868	2,622.31	28,368      5,153.20
	Hero MotoCorp Ltd. ....	2	100,000	1,594.20	100,000      2,555.25
	Mahindra & Mahindra Ltd. ....	5	1,180,000	3,363.00	1,180,000      7,927.24
	Maruti Suzuki India Ltd. ....	5	138,500	5,938.53	130,000      8,673.21
	SKF India Ltd. ....	10	166,756	2,414.71	193,523      3,905.00
	Swaraj Engines Ltd. ....	10	105,761	951.85	97,759      1,374.93
	Tata Motors Ltd. ....	2	11,000,000	7,815.50	11,000,000      19,173.00
				24,700.10	51,385.38
15.	OIL & NATURAL RESOURCES				
	Indian Oil Corporation Ltd. ....	10	2,100,000	1,714.65	1,641,516      2,670.75
	Reliance Industries Ltd. ....	10	898,000	9,989.80	1,108,000      15,102.59
				11,704.45	17,773.34
16.	RETAIL				
	Shoppers Stop Ltd. ....	5	200,000	386.90	165,000      777.65
	Trent Ltd. ....	1	15,207,540	72,874.53	15,207,540      54,724.33
				73,261.43	55,501.98
17.	TELECOMMUNICATIONS				
	Bharti Airtel Ltd. ....	5	75,000	330.45	150,000      499.35
				330.45	499.35
18.	TRANSPORTATION & LOGISTICS				
	Container Corporation of India Ltd. ....	5	537,500	1,781.54	537,500      2,819.99
	TCI Express Ltd. ....	2	149,075	817.38	170,064      1,248.69
	Transport Corporation of India Ltd. ....	2	350,000	658.52	-      -
				3,257.44	4,068.66

### 7.5.1 Details of Investments

(₹ in lacs)

Particulars

Face value

As at 31.03.2020

As at 31.03.2019

Holding

Fair Value

Holding

Fair Value

#### 19. MISCELLANEOUS

Finolex Industries Ltd.....	10	302,368	1,181.35	302,368	1,516.07
Mahindra Lifespace Developers Ltd. ....	10	500,000	954.00	300,000	1,078.05
Westlife Development Ltd. ....	2	505,000	1,617.01	100,000	428.70
			3,752.36		3,022.82
<b>Total of Quoted Equity shares .....</b>			<b>683,890.11</b>		<b>801,562.09</b>

#### II) UNQUOTED EQUITY SHARES

##### INDIA

Indbazar.com Ltd.....	10	50,000	*	50,000	*
Indian Seamless Enterprise Ltd. ....	10	67,210	65.87	67,210	49.94
Institutional Investor Advisory Services Ltd. ....	10	1,000,000	33.30	1,000,000	60.00
Jamipol Ltd. ....	10	250,000	750.00	250,000	975.00
National Stock Exchange of India Ltd. ....	1	1,463,000	13,682.77	1,463,000	13,220.12
Piem Hotels Ltd. ....	10	35,000	476.00	35,000	453.25
Ritspin Synthetics Ltd. ....	10	100,000	*	100,000	*
Roots Corporation Ltd. ....	10	2,614,379	339.88	2,614,379	1,045.75
Tata Autocomp Systems Ltd. ....	10	2,720,054	598.41	2,720,054	2,040.04
Tata Capital Ltd. ....	10	77,196,591	33,966.50	77,196,591	39,061.49
Tata Industries Ltd. ....	100	676,790	1,133.89	676,790	1,133.89
Tata Services Ltd. ....	1000	270	2.70	270	2.70
Tata Sons Private Ltd. (the holding company) .....	1000	326	193.27	326	193.27
Tata Teleservices Ltd. ....	10	5,684,692	*	5,684,692	*
Voltbek Home Appliances Pvt.Ltd.....	10	6,840,100	684.01	4,020,100	402.01
			51,926.60		58,637.46

##### SRI LANKA

Guardian Capital Partners PLC.....	10	2,720	*	2,720	*
			*		*
<b>Total of Unquoted Equity shares.....</b>			<b>51,926.60</b>		<b>58,637.46</b>

\* Denotes balance less than ₹ 500

#### III) BONDS / DEBENTURES

9.45% Housing Development Finance Corporation Ltd 2021 .....	1000000	200	2,178.35	200	2,168.61
9.55% Housing Development Finance Corporation Ltd 2021 .....	1000000	700	7,682.70	700	7,660.15
9.90% Housing Development Finance Corporation Ltd 2021 .....	1000000	100	1,080.27	100	1,076.24
8.55% ICICI Bank Ltd 2022.....	1000000	800	8,188.91	800	8,122.80
8.15% State Bank of India 2022.....	1000000	500	5,203.95	500	5,114.03
8.75% State Bank of India Perpetual (Call - 2024) .....	1000000	400	4,187.52	-	-
Carried forward.....			28,521.70		24,141.83

**7.5.1 Details of Investments**

Particulars	Face value	As at 31.03.2020		As at 31.03.2019	
		Holding	Fair Value	Holding	Fair Value
Brought forward.....			<b>28,521.70</b>		24,141.83
10.00% Tata Chemicals Ltd 2019.....	1000000	-	-	40	431.76
9.30% Tata International Ltd 2020.....	1000000	-	-	200	2,019.28
9.95% Tata Motors Ltd 2020 .....	1000000	-	-	100	1,018.18
11.40% Tata Power Co.Ltd Perpetual. (Call - 2021) .....	1000000	<b>1,150</b>	<b>12,457.18</b>	1,150	12,408.07
10.40% Tata Steel Ltd 2019 .....	1000000	-	-	100	1,093.96
11.50% Tata Steel Ltd Perpetual. (Call - 2021) .....	1000000	-	-	100	1,089.97
11.80% Tata Steel Ltd Perpetual. (Call - 2021) .....	1000000	-	-	700	7,367.06
<b>Total of Bonds / Debentures - .....</b>			<b>40,978.88</b>		<b>49,570.11</b>

**B. FAIR VALUE THROUGH PROFIT AND LOSS**
**I) DEBT / EQUITY MUTUAL FUND**

HDFC Overnight Fund Direct Plan (Growth).....	1000	-	-	89,265	2,519.40
ICICI Prudential Equity Arbitrage Fund Direct Plan (Dividend).....	10	<b>14,891,742</b>	<b>2,169.76</b>	-	-
ICICI Prudential Overnight Fund Direct Plan (Growth) .....	100	-	-	1,609,606	1,647.91
IDFC Cash Fund Direct Plan (Growth) .....	1000	<b>105,605</b>	<b>2,536.46</b>	-	-
Kotak Savings Fund Direct Plan (Growth).....	10	<b>4,627,145</b>	<b>1,520.19</b>	-	-
L & T Liquid Fund Direct Plan (Growth) .....	1000	<b>7,386</b>	<b>201.02</b>	-	-
Tata Arbitrage Fund Direct Plan (Dividend).....	10	<b>3,961,381</b>	<b>415.44</b>	-	-
Tata Banking & PSU Debt Fund Direct Plan (Growth).....	10	<b>20,000,000</b>	<b>2,078.54</b>	-	-
Tata Liquid Fund Direct Plan (Growth).....	1000	<b>194,380</b>	<b>6,087.94</b>	339,890	10,007.86
Tata Overnight Fund Direct Plan (Growth).....	1000	-	-	50,000	500.52
<b>Total of Debt / Equity Mutual Fund .....</b>			<b>15,009.35</b>		<b>14,675.69</b>

**II) EXCHANGE TRADED FUND**

Nippon India ETF Nifty Bees.....	10	<b>4,195,000</b>	<b>3,856.88</b>	-	-
<b>Total of Exchange Traded Fund .....</b>			<b>3,856.88</b>		-

**III) VENTURE CAPITAL FUNDS**

India Advantage Fund Series 3.....	100	<b>12,800</b>	<b>18.14</b>	46,800	89.40
Indiareit Fund.....	100000	<b>135</b>	-	135	-
Multiples Private Equity Fund Scheme.....	100000	<b>110</b>	<b>317.15</b>	78	512.73
TVS Shriram Growth Fund Scheme 1A .....	1000	-	-	2,536	12.88
TVS Shriram Growth Fund-Scheme 1B.....	1000	<b>1</b>	<b>156.26</b>	9,722	337.64
TVS Shriram Growth Fund-3.....	1000	<b>16,500</b>	<b>149.93</b>	5,000	50.00
<b>Total of Venture Capital Funds .....</b>			<b>641.48</b>		<b>1,002.65</b>

### 7.5.1 Details of Investments

(₹ in lacs)

Particulars

Face value

As at 31.03.2020

As at 31.03.2019

Holding

Fair Value

Holding

Fair Value

#### C. OTHERS

#### I) UNQUOTED EQUITY SHARES

##### In Associate Companies (at cost)

Amalgamated Plantations Pvt.Ltd. ....	10	36,600,000	3,660.00	36,600,000	3,660.00
Tata Asset Management Ltd.....	10	5,265,457	1,950.09	5,265,457	1,950.09
Tata Trustee Company Ltd.....	10	275,000	2.62	275,000	2.62
			<u>5,612.71</u>		<u>5,612.71</u>
<b>Subsidiary Company (at cost)</b>					
Simto Investment Co.Ltd. ....	10	1,492,650	3,030.91	1,492,650	3,030.91
			<u>3,030.91</u>		<u>3,030.91</u>

### 7.6 Other Financial Assets

(₹ in lacs)

#### (Unsecured, considered good)

	As at 31.03.2020	As at 31.03.2019
(a) Security deposits.....	93.61	87.41
(b) Dividend declared but not received.....	-	39.73
	<u>93.61</u>	<u>127.14</u>

### 7.7 Current tax assets (Net)

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
(a) Advance Tax - Net of provision ₹ 14,870.00 lacs (previous year ₹ 28,899.71 lacs) .....	873.17	738.39
	<u>873.17</u>	<u>738.39</u>

## 7.8 Property, Plant and Equipment

(₹ in lacs)

Name of the Asset	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2019	Additions during the year	Deductions/ Adjustments	As at 31.03.2020	As at 01.04.2019	For the year	Deductions/ Adjustments	As at 31.03.2020	Net book value as at 31.03.2020
<b>A. PROPERTY, PLANT AND EQUIPMENT</b>									
i) Buildings.....	1.30	-	-	<b>1.30</b>	1.18	0.02	-	<b>1.20</b>	<b>0.10</b>
Previous year.....	(1.30)	-	-	<b>(1.30)</b>	(1.16)	(0.02)	-	<b>(1.18)</b>	<b>(0.12)</b>
ii) Plant and Equipment.	11.15	-	-	<b>11.15</b>	9.12	0.33	-	<b>9.45</b>	<b>1.70</b>
Previous year.....	(11.15)	-	-	<b>(11.15)</b>	(8.79)	(0.33)	-	<b>(9.12)</b>	<b>(2.03)</b>
iii) Furniture and Fixtures.	79.16	1.20	0.37	<b>79.99</b>	79.16	1.2	0.37	<b>79.99</b>	-
Previous year.....	(76.15)	(3.01)	-	<b>(79.16)</b>	(76.15)	(3.01)	-	<b>(79.16)</b>	-
iv) Vehicles .....	8.16	-	8.16	-	4.08	-	4.08	-	-
Previous year.....	(8.16)	-	-	<b>(8.16)</b>	(3.06)	(1.02)	-	<b>(4.08)</b>	<b>(4.08)</b>
v) Office Equipment .....	63.82	16.06	1.22	<b>78.66</b>	55.79	6.72	1.10	<b>61.41</b>	<b>17.25</b>
Previous year.....	(66.59)	(2.15)	(4.92)	<b>(63.82)</b>	(56.04)	(4.53)	(4.78)	<b>(55.79)</b>	<b>(8.03)</b>
vi) Leasehold Improvements .....	45.58	14.23	-	<b>59.81</b>	45.58	1.40	-	<b>46.98</b>	<b>12.83</b>
Previous year.....	(45.58)	-	-	<b>(45.58)</b>	(45.58)	-	-	<b>(45.58)</b>	-
<b>GRAND TOTAL .....</b>	<b>209.17</b>	<b>31.49</b>	<b>9.75</b>	<b>230.91</b>	<b>194.91</b>	<b>9.67</b>	<b>5.55</b>	<b>199.03</b>	<b>31.88</b>
Previous year.....	<b>(208.93)</b>	<b>(5.16)</b>	<b>(4.92)</b>	<b>(209.17)</b>	<b>(190.78)</b>	<b>(8.91)</b>	<b>(4.78)</b>	<b>(194.91)</b>	<b>(14.26)</b>

## 7.9 Other Intangible assets

(₹ in lacs)

Name of the Asset	Gross Block				Amortisation				Net Block
	As at 01.04.2019	Additions during the year	Deductions/ Adjustments	As at 31.03.2020	As at 01.04.2019	For the year	Deductions/ Adjustments	As at 31.03.2020	Net book value as at 31.03.2020
Software.....	4.17	0.50	0.78	<b>3.89</b>	3.97	0.13	0.59	<b>3.51</b>	<b>0.38</b>
Previous year.....	(4.17)	-	-	<b>(4.17)</b>	(3.44)	(0.53)	-	<b>(3.97)</b>	<b>(0.20)</b>

## 7.10 Right of use assets

(₹ in lacs)

Name of the Asset	Gross Block				Amortisation				Net Block
	As at 01.04.2019*	Additions during the year	Deductions/ Adjustments	As at 31.03.2020	As at 01.04.2019	For the year	Deductions/ Adjustments	As at 31.03.2020	Net book value as at 31.03.2020
Right of Use (ROU) Lease Asset.....	-	162.30	-	<b>162.30</b>	-	64.92	-	<b>64.92</b>	<b>97.38</b>

\* Opening effect of ROU

## 7.11 Other Non Financial Assets

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Capital Advances .....	38.04	38.04
b. Prepaid Expenses.....	32.83	43.31
c. Taxes due from Government.....	14.11	6.27
	<b>84.98</b>	<b>87.62</b>

## 7.12 Trade Payables

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
<b>(I) Trade Payables</b>		
(i) total outstanding dues of micro enterprises and small enterprises .....	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		
- Payable against purchase of investments.....	-	-
- Accrued Expenses .....	495.17	598.52
	<b>495.17</b>	<b>598.52</b>

- None of the parties grouped under Trade Payables have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006.
- Disclosure of amounts due to Micro, Small and Medium enterprises is based on information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006' (MSMED). This has been relied upon by the auditors.
- Trade Payables include amount payable to the holding company, Tata Sons Private Ltd., ₹ 75.07 lacs (Previous year ₹ 86.26 lacs).
- Trade payables are recognised at their original invoice amounts which represents their fair values on initial recognition. Trade payables are considered to be of short duration and are not discounted and the carrying values are assumed to approximate their fair values.

## 7.13 Other Financial Liabilities

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Unpaid dividends .....	325.17	294.23
b. Income received in Advance .....	14.56	28.36
c. Lease Liability.....	103.47	-
d. Others .....	40.24	40.93
	<b>483.44</b>	<b>363.52</b>

## 7.14 Current tax liabilities (Net)

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Provisions for tax - Net of advance tax ₹ 8,155.95 lacs (previous year ₹ 4,529.78 lacs) .....	157.49	13.66
	<b>157.49</b>	<b>13.66</b>

## 7.15 Provisions

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Provisions for employee benefits .....	574.55	643.97
b. Provision against standard assets (as per RBI regulations) (refer note 7.19 on Impairment reserves).....	-	0.70
	<b>574.55</b>	<b>644.67</b>

**7.16 Deferred Tax Liabilities**

Significant components of net deferred tax assets and liabilities as at March 31, 2020 are as follows :

(₹ in lacs)

	Opening Balance	Recognised in Profit and Loss	Recognised in OCI	Closing Balance
Deferred tax liabilities in relation to:				
Financial Assets carried at fair valued through Profit and Loss .....	198.83	(277.16)	-	(78.33)
Financial Assets carried at fair valued through Other Comprehensive Income .....	107.08	-	(101.84)	5.24
Equity carried at fair valued through Other Comprehensive Income .....	152,746.32	-	(142,241.12)	10,505.20
Others .....	14.37	(58.03)	-	(43.66)
<b>Deferred tax liabilities.....</b>	<b>153,066.60</b>	<b>(335.19)</b>	<b>(142,342.96)</b>	<b>10,388.45</b>

Significant components of net deferred tax assets and liabilities as at March 31, 2019 are as follows :

(₹ in lacs)

	Opening Balance	Recognised in Profit and Loss	Recognised in OCI	Closing Balance
Deferred tax liabilities in relation to:				
Financial Assets carried at fair valued through Profit and Loss .....	248.54	(49.71)	-	198.83
Financial Assets carried at fair valued through Other Comprehensive Income .....	400.90	-	(293.82)	107.08
Equity carried at fair valued through Other Comprehensive Income .....	153,585.97	-	(839.65)	152,746.32
Others .....	17.96	(3.59)	-	14.37
<b>Deferred tax liabilities.....</b>	<b>154,253.37</b>	<b>(53.30)</b>	<b>(1,133.47)</b>	<b>153,066.60</b>

**7.17 Other Non Financial Liabilities**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Statutory liabilities .....	12.48	15.74
	<b>12.48</b>	<b>15.74</b>

**7.18 Equity Share Capital**

Particulars

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
<b>(a) Authorised Capital</b>		
60,000,000 (Previous year 60,000,000) Ordinary shares of ₹ 10 each .....	6,000.00	6,000.00
<b>Issued Capital</b>		
50,595,796 (Previous year 50,595,796) Ordinary shares of ₹ 10 each fully paid up .....	5,059.58	5,509.58
<b>Subscribed and Paid up Capital</b>		
50,595,296 (Previous year 50,595,296) Ordinary shares of ₹ 10 each fully paid up .....	5,059.53	5,059.53
	<b>5,059.53</b>	<b>5,059.53</b>

(b) 34,664,663 Ordinary shares - 68.51% (Previous year 34,664,663 Ordinary shares - 68.51%) of ₹ 10/- each are held by the Holding Company, Tata Sons Private Ltd. No other shareholder holds more than 5% of the Ordinary share capital of the Company. 805,843 Ordinary shares (Previous Year 805,843) are held by a Subsidiary of the Holding Company and 847,695 Ordinary shares (Previous year 847,695) are held by Associates of the Holding Company.

(c) Reconciliation of the number of shares outstanding at the beginning and at the end of the period

	2019-20		2018-19	
	No. of Shares	Amount (₹ In lacs)	No. of Shares	Amount (₹ In lacs)
Outstanding at the beginning of the year .....	50,595,296	5,059.53	55,095,296	5,509.53
Less: Shares extinguished on buyback .....	-	-	4,500,000	450.00
Outstanding at the end of the year .....	50,595,296	5,059.53	50,595,296	5,059.53

(d) Par value per share is ₹ 10 each



- (e) The Company has only one class of Ordinary shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.
- (f) The company is an Investment company, the objective of the Company is to invest in long term investments, and distributing the profits of Company by way of dividends in a way that shareholders can participate equitably in the Company's growth, while maintaining the financial foundation of the Company and ensure sustainable growth. Accordingly, the Company has framed various policies such as investment policy, dividend distribution policy which lays down the framework of company's capital management.
- (g) The Board of Directors of the Company, at its meeting held on November 16, 2018 had approved a proposal to buyback upto 4,500,000 equity shares of the Company for an aggregate amount not exceeding ₹ 45,000 lacs being 8.17% of the total paid up equity share capital at ₹ 1,000/- per equity share, which was approved by the shareholders by means of a special resolution through a postal ballot. A Letter of Offer was made to all eligible shareholders. The Company bought back 4,500,000 equity shares out of the shares that were tendered by eligible shareholders and extinguished the equity shares bought on February 22, 2019. Capital Redemption Reserve was created to the extent of Share Capital extinguished ₹ 450 lacs. Total amount of ₹ 45,000 lacs from securities premium was utilised towards the buy-back and ₹ 346.61 lacs utilised from retained earning towards transaction costs of buy-back.

## 7.19 Other Equity

	(₹ in lacs)	
	As at 31.03.2020	As at 31.03.2019
<b>Capital Reserve</b>		
Balance at the beginning and end of the year .....	4,163.35	4,163.35
<b>Capital Redemption Reserve</b>		
Balance at the beginning of the year .....	450.00	-
Add: Addition during the year (Refer note 7.18) .....	-	450.00
	450.00	450.00
<b>Securities Premium Reserve</b>		
Balance at the beginning of the year .....	30,502.06	75,502.06
Less: Utilised for buyback of equity shares (Refer note 7.18) .....	-	(45,000.00)
	30,502.06	30,502.06
<b>General Reserve</b>		
Balance at the beginning and end of the year .....	56,458.18	56,458.18
<b>Impairment Reserves (as per RBI guidelines)</b>		
Balance at the beginning of the year .....	-	-
Add: Transfer from retained earnings .....	6.90	-
	6.90	-
<b>Statutory Reserve (u/s 45-IC of RBI Act, 1934)</b>		
Balance at the beginning of the year .....	61,150.84	58,197.83
Add: Transfer from retained earnings .....	2,372.82	2,953.01
	63,523.66	61,150.84
<b>Retained Earnings</b>		
Balance at the beginning of the year .....	67,754.49	57,744.58
Add: Profit for the year .....	11,864.11	14,765.04
Add: Realised gains on sale of equity shares carried through FVOCI .....	12,654.17	11,877.92
Less: Buyback expenses (Refer note 7.18) .....	-	(346.61)
Less: Remeasurement gain / (loss) on defined benefits plans .....	48.66	(49.37)
Less: Final Dividend on Ordinary Shares .....	(10,119.06)	(11,019.06)
Less: Tax on Final Dividend .....	(2,080.00)	(2,265.00)
Less: Transfer to Impairment Reserves .....	(6.90)	-
Less: Transfer to Statutory Reserve .....	(2,372.82)	(2,953.01)
	77,742.65	67,754.49
<b>Items of Other Components of Equity</b>		
<b>Debt Instruments Through OCI</b>		
Balance at the beginning of the year .....	389.82	1,459.51
Add: Profit for the year .....	68.67	(1,069.69)
	458.49	389.82
<b>Equity instruments Through OCI</b>		
Balance at the beginning of the year .....	556,092.84	559,149.69
Add: Profit for the year .....	15,591.66	8,821.07
Less: Realised gains on sale of equity shares carried through FVOCI .....	(12,654.17)	(11,877.92)
	559,030.33	556,092.84

**7.19 Other Equity**

	As at 31.03.2020	(₹ in lacs) As at 31.03.2019
Other Items Of Other Comprehensive Income		
Balance at the beginning of the year .....	-	-
Add: Profit for the year .....	48.66	(49.37)
Less: Reclassification of Remeasurement (gain) / loss on define benefits plans .....	(48.66)	49.37
	-	-
	<b>559,488.82</b>	<b>556,482.66</b>
	<b>792,335.62</b>	<b>776,961.58</b>

**Nature and purpose of reserves:****Capital Reserve**

The Company recognises profit and loss on purchase, sale, issue or cancellation of the its own equity instruments to capital reserve

**Capital redemption Reserve**

Whenever there is a buy-back or redemption of share capital the nominal value of the capital is transferred to a reserve called Capital Redemption Reserve so as to retain the capital intact.

**Securities Premium Reserve**

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

**General Reserve**

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

**Statutory Reserve**

Statutory Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act") and related regulations applicable to those companies. Under the RBI Act, a non-banking finance company is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. Appropriation from this reserve fund is permitted only for the purposes specified by the RBI.

**Impairment Reserve**

Impairment Reserve represents the reserve created pursuant to the RBI circular dated March 13, 2020 on 'Implementation of Indian Accounting Standards'. Under the circular, where the impairment allowance under IND AS 109 is lower than the provisioning required as per prudential norms on Income Recognition, Asset Classification and Provisioning (including standard asset provisioning) the difference should be appropriated from the net profit to a separate 'Impairment Reserve'. Withdrawals from this reserve is allowed only after obtaining permission from the RBI. Though the Company is generally not in the activity of lending loans and advances, however, the provision for standard asset outstanding as on April 1, 2019 has been reversed and an amount equivalent to 0.40% of standard assets has been transferred to 'Impairment Reserve' as on March 31, 2020 out of abundant caution.

**8.1 Interest Income**

	Year Ended 31.03.2020	(₹ in lacs) Year Ended 31.03.2019
a. On Financial Assets measured at fair value through OCI		
i) Interest income from investments .....	4,606.79	4,944.95
b. On Financial Assets measured at Amortised Cost		
i) Interest on bank deposits .....	69.35	88.24
ii) Interest on intercorporate deposit .....	18.84	-
iii) Other interest income .....	6.45	7.80
	<b>4,701.43</b>	<b>5,040.99</b>

**8.2 Net gain on fair value changes**

	Year Ended 31.03.2020	(₹ in lacs) Year Ended 31.03.2019
A. Net gain/ (loss) on financial instruments at fair value through profit and loss account		
- Derivative gain on financial instruments .....	134.66	-
- Realised gains on bonds / debentures .....	284.52	298.52
- Mutual Funds .....	(148.93)	1,998.71
- Venture Capital .....	(99.53)	(36.95)
	<b>170.72</b>	<b>2,260.28</b>
Fair Value changes:		
- Realised .....	1,529.68	2,704.34
- Unrealised .....	(1,358.96)	(444.06)
	<b>170.72</b>	<b>2,260.28</b>

**Note:**

The above gain on derivative financial instruments are in the nature of covered call option contracts and are classified as a trading portfolio.

### 8.3 Other income

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
a. Provision against standard assets of NBFCs (as per RBI regulations) (refer note 7.19 on Impairment reserves) .....	0.70	-
b. Other Income .....	8.78	10.35
	<b>9.48</b>	<b>10.35</b>

### 8.4 Employee Benefits Expenses

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
a. Salaries and wages including bonus .....	899.26	1,030.41
b. Contribution to provident and other funds .....	74.41	77.38
c. Staff welfare expenses .....	101.83	87.14
	<b>1,075.50</b>	<b>1,194.93</b>

### 8.5 Finance Cost

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
a. Lease Interest Expense .....	13.80	-
	<b>13.80</b>	<b>-</b>

#### Note:

The Company has adopted Ind AS 116 "Lease" effective 1st April, 2019, and has applied the same to its existing leases using modified retrospective method. Accordingly, previous period information has not been restated and is not comparable to that extent.

### 8.6 Other expenses

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
i) Power .....	5.41	5.29
ii) Rent .....	16.39	81.91
iii) Repairs to machinery .....	2.38	3.32
iv) Insurance .....	1.01	0.24
v) Donations .....		
- Towards Corporate Social Responsibility .....	415.20	358.80
- Others .....	0.11	-
vi) Provision against standard assets of NBFCs (as per RBI regulations) (refer note 7.19 on Impairment reserves) .....	-	0.01
vii) Net loss on derecognition of property, plant and equipment .....	2.89	0.16
viii) GST paid on securities lending and borrowings .....	12.72	83.15
ix) Payments to auditors .....		
(a) Statutory Auditor .....		
(i) Audit fees .....	11.50	11.00
(ii) Tax Audit fees .....	1.00	1.00
(iii) For other services .....	11.84	7.65
(iv) For Taxation Matters .....	2.78	1.18
(v) GST on above .....	5.15	1.87
	<b>32.27</b>	<b>22.70</b>
(b) Internal Auditor .....	9.62	8.74
<b>Total (a) + (b) .....</b>	<b>41.89</b>	<b>31.44</b>
x) Miscellaneous expenses .....	372.78	353.06
	<b>870.78</b>	<b>917.38</b>

**8.5.1 Details of CSR expenditure**

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
a) Gross amount required to be spent by the Company during the year .....	400.71	357.96
b) Amount spent during the year		
i) Construction / acquisition of any asset .....	-	-
ii) On purposes other than (i) above .....	415.20	358.80

**8.5.2 Tax Expense**

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
<b>(a) Amounts recognised in profit and loss</b>		
- Current Tax .....	1,521.52	1,350.96
- Excess provision of tax relating to earlier years .....	(129.11)	-
- Deferred tax relating to origination and reversal of temporary differences .....	(335.19)	(53.30)
	<u>1,057.22</u>	<u>1,297.66</u>
<b>(b) Amounts recognised in other comprehensive income</b>		
- Remeasurement of the defined benefit plans .....	(16.36)	13.56
- Equity Instruments through Other Comprehensive Income .....	141,819.00	(2,422.95)
- Bonds / Debentures through Other Comprehensive Income .....	101.85	293.82
	<u>141,904.49</u>	<u>(2,115.57)</u>
<b>(c) Reconciliation of the total tax charge:</b>		
- Accounting profit before tax .....	12,921.33	16,062.70
- At India's statutory income tax rate of 25.168% (2018: 21.5488%) .....	3,252.04	3,461.32
- Income tax @ different rate .....	15.04	-
- Non-deductible tax expenses (net) .....	118.32	-
- Income not subject to tax .....		
- Dividend (net of expenses disallowed on exempt income) .....	(2,078.94)	(2,165.09)
- Others .....	85.95	1.43
- Impact of change in tax rate .....	(335.19)	-
<b>Income tax expense reported in the Standalone statement of profit and loss</b>	<u>1,057.22</u>	<u>1,297.66</u>

The effective income tax rate for 31 March 2020 is 8.18 % (31 March 2019: 8.08%).

**9 Details of Earnings per share**

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
Profit attributable to Equity shareholders .....	11,864.11	14,765.04
Weighted average number of Ordinary shares for computing - Basic and Diluted earnings per share .....	50,595,296	54,639,132
Earnings per Ordinary share (Weighted average) Basic and Diluted (Rupees) .....	23.45	27.02

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of the completion of these financial statements which would require the restatement of EPS.

## 10. Segment Information

As the Company has no activities other than those of an investment company, the segment reporting under Indian Accounting Standard Ind AS 108 - 'Operating Segments' is not applicable. The Company does not have any reportable geographical segment.

## 11. Contingent Liabilities & Commitments

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
<u>Contingent Liabilities</u>		
(a) Income Tax matters decided in the Company's favour by appellate authorities, where the department is in further appeal. ....	11.31	11.31
<u>Commitments</u>		
(a) Uncalled liability on investments in Venture Capital Funds. ....	335.00	451.04
(b) Investments partly paid – Equity Shares of ₹ 10 each in Tata Steel Ltd. (₹ 2.504 per share paid up) .....	1,248.71	1,248.71

12. Dividend of ₹ 18 per share (previous year ₹ 20 per share) amounting to ₹ 9,107.15 lacs (previous year ₹ 12,199.06 lacs [including tax thereon ₹ 2,080.00 lacs]) is proposed on ordinary shares. The recommended dividend will be accounted for when approved by the shareholders.

## 13. Disclosures for leasing arrangements

- (a) The Company has taken its office premises on operating lease.  
(b) Amount recognised during the year

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
i) Depreciation on ROU Asset .....	64.92	-
ii) Finance cost on lease liability .....	13.80	-
(c) The movement in the lease liabilities during the year ended March 31, 2020 is as under :		
Opening effect of lease liability.....	162.30	-
Add: Additions.....	-	-
Add: Finance cost accrued during the year.....	13.80	-
Less: Deletions.....	-	-
Less: Payment of lease liabilities during the year.....	(72.63)	-
Balance at the end of the year .....	103.47	-
(d) The details regarding the contractual maturities of lease liabilities as of March 31, 2020 on an undiscounted basis:		
i) Less than one year.....	76.26	-
ii) One to five years .....	39.06	-
iii) More than 5 years.....	-	-
	115.32	-

**14. Employee Benefits****(a) Defined contribution plans**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Family Pension Fund and Superannuation Fund which is a defined contribution plan. The Company has no obligations other than these three funds to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund, Family Pension Fund and Superannuation Fund for the year are summarised below.

**Company's contribution to:**

	Year ended 31.03.2020	Year ended 31.03.2019
Provident Fund.....	31.63	33.01
Superannuation Fund.....	24.12	26.86
Employees' State Insurance Scheme .....	0.11	0.16
	<b>55.86</b>	<b>60.03</b>

**(b) Defined benefit plans****(I) Retiring gratuity (Funded)****(i) The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:**

	Year ended 31.03.2020	Year ended 31.03.2019
<b>Change in defined benefit obligations:</b>		
Obligation at the beginning of the year .....	306.09	296.35
Current service cost .....	18.66	17.42
Past service cost .....	-	-
Interest costs .....	20.70	21.52
Remeasurement (gain)/loss.....	(4.48)	10.27
Liability assumed .....	12.91	-
Benefits paid .....	(36.09)	(39.47)
<b>Obligation at the end of the year</b>	<b>317.79</b>	<b>306.09</b>
<b>Change in plan assets:</b>		
<b>Fair value of plan assets at the beginning of the year .....</b>	<b>306.09</b>	<b>296.35</b>
Interest income .....	21.47	22.30
Remeasurement gain/(loss) excluding amount included within employee benefit expense .....	5.34	(0.11)
Employers' contribution.....	-	27.02
Benefits paid .....	(36.09)	(39.47)
Assets acquired .....	12.91	-
<b>Fair value of plan assets at the end of the year .....</b>	<b>309.72</b>	<b>306.09</b>
<b>Amounts recognised in the balance sheet consist of:</b>		
Fair value of plan assets .....	309.72	306.09
Present value of obligation .....	317.79	306.09
	<b>(8.07)</b>	<b>-</b>

(₹ in lacs)

**Expense recognised in the statement of profit and loss consists of:**

**Employee benefits expense:**

	Year ended 31.03.2020	Year ended 31.03.2019
Current service cost.....	18.66	17.42
Net interest expense .....	(0.77)	(0.78)
	<b>17.89</b>	<b>16.64</b>

	Year ended 31.03.2020	(₹ in lacs) Year ended 31.03.2019
<b>Other comprehensive income:</b>		
Return on plan assets excluding amount included in employee benefits expense .....	(5.34)	0.11
Actuarial (gain)/loss arising from changes in demographic assumption .....	-	0.07
Actuarial (gain)/loss arising from changes in financial assumption .....	(13.53)	2.16
Actuarial (gain)/loss arising from changes in experience adjustments.....	9.05	8.04
	(9.82)	10.38
<b>Expense/(gain) recognised in the statement of profit and loss</b>	<b>8.07</b>	<b>27.02</b>

**(ii) Fair value of plan assets by category of investment is as below:**

Assets Category : .....		
Debt instruments (quoted) .....	287.60	244.19
Debt instruments (unquoted) .....	11.79	11.78
Others (unquoted) .....	10.33	50.12
	<b>309.72</b>	<b>306.09</b>

**(iii) Key assumptions used in the measurement of retiring gratuity is as below:**

Discount rate (per annum) .....	6.25%	7.70%
Rate of escalation in salary (per annum) .....	6.00%	8.00%

**(iv)** Weighted average duration of the retiring gratuity obligation is 6.67 years (March 31, 2019: 7.33 Years).

**(v)** The Company expects to contribute ₹ 20 lakhs to the plan during the financial year 2020-21.

**(vi)** The table below outlines the effect on retiring gratuity obligation in the event of a decrease/increase of 0.50% in the assumptions used.

**As at March 31, 2020**

Assumption	Change in assumption	Impact on obligation	
		Increase	Decrease
Discount rate	Increase by 0.50%, decrease by 0.50%	₹ 307.04 lacs (3.38%)	₹ 328.74 lacs 3.45%
Salary rate	Increase by 0.50%, decrease by 0.50%	₹ 328.92 lacs 3.50%	₹ 307.17 lacs (3.34%)

**As at March 31, 2019**

Assumption	Change in assumption	Impact on obligation	
		Increase	Decrease
Discount rate	Increase by 0.50%, decrease by 0.50%	₹ 295.19 lacs (3.56%)	₹ 317.65 lacs 3.77%
Salary rate	Increase by 0.50%, decrease by 0.50%	₹ 317.54 lacs 3.74%	₹ 295.18 lacs (3.57%)

The above sensitivities may not be representative of the actual change as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**(vii) Projected Plan Cash Flow :**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

	Year ended 31.03.2020	(₹ in lacs) Year ended 31.03.2019
<b>Maturity Profile</b>		
Expected benefits for year 1 .....	59.29	74.58
Expected benefits for year 2 .....	5.08	5.55
Expected benefits for year 3 .....	17.83	5.83
Expected benefits for year 4 .....	5.41	18.77



(₹ in lacs)

<b>Maturity Profile</b>	<b>Year ended 31.03.2020</b>	<b>Year ended 31.03.2019</b>
Expected benefits for year 5.....	<b>37.67</b>	6.31
Expected benefits for year 6.....	<b>7.92</b>	38.25
Expected benefits for year 7.....	<b>28.84</b>	8.74
Expected benefits for year 8.....	<b>113.86</b>	31.36
Expected benefits for year 9.....	<b>27.30</b>	117.23
Expected benefits for year 10 and above.....	<b>204.61</b>	293.60

The Company expects to contribute ₹ 20 lakhs to the plan during the financial year 2020-21. Weighted average duration of the retiring gratuity obligation is 6.76 years (March 31, 2019: 7.33 Years).

**(viii) Risk Associated with Defined Benefit Plan- Gratuity**

**Inherent risk :** The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

**Investment Risk and Asset-Liability Risk :** The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan are required to invest the funds as per the prescribed pattern of investments laid out in the income tax rules for such approved plans. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively.

During the year, there were no plan amendments, curtailments and settlements.

**(II) Post retirement medical benefits**

Under this unfunded scheme, employees of the Company receive medical benefits subject to certain limits on amounts of benefits, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Employees separated from the Company under an early separation scheme, on medical grounds or due to permanent disablement are also covered under the scheme. The Company accounts for the liability for post-retirement medical scheme based on an year end actuarial valuation.

- (i) The following table sets out the amounts recognised in the financial statements in respect of post retirement medical benefits and other defined benefit plans.

(₹ in lacs)

	<b>Year ended 31.03.2020 Medical</b>	<b>Year ended 31.03.2019 Medical</b>
<b>Change in defined benefit obligation:</b>		
Obligation at the beginning of the year .....	<b>221.53</b>	155.43
Current Service Cost.....	<b>8.15</b>	6.43
Interest Cost .....	<b>16.77</b>	11.65
Remeasurement (Gain)/ Loss .....	<b>(55.20)</b>	52.55
Benefits paid .....	<b>(3.29)</b>	(4.53)
Past Service Cost.....	-	-
<b>Obligation at the end of the year .....</b>	<b>187.96</b>	221.53
<b>Amounts recognised in the balance sheet consist of:</b>		
Fair value of plan assets .....	-	-
Present value of obligation.....	-	-
	-	-

	Year ended 31.03.2020 Medical	(₹ in lacs) Year ended 31.03.2019 Medical
<b>Expense recognised in the statement of profit and loss consists of:</b>		
<b>Employee benefits expense:</b>		
Current service cost .....	8.15	6.43
Net interest expense .....	16.77	11.65
	<b>24.92</b>	<b>18.08</b>
<b>Other comprehensive income:</b>		
Return on plan assets excluding amount included in employee benefits expense .....	-	1.70
Actuarial (gain)/loss arising from changes in demographic assumption .....	-	(3.22)
Actuarial (gain)/loss arising from changes in financial assumption .....	35.75	54.07
Actuarial (gain)/loss arising from changes in experience adjustments.....	(90.95)	52.55
	<b>(55.20)</b>	<b>52.55</b>
<b>Expense/(gain) recognised in the statement of profit and loss</b>	<b>(30.28)</b>	<b>70.63</b>
<b>(ii) Key assumptions used in the measurement of retiring gratuity is as below:</b>		
Discount Rate (per annum).....	6.25%	7.55%
Inflation rate (per annum).....	6.00%	6.00%

(iii) Weighted average duration of post-retirement medical benefit obligation is 15.38 years (March 31, 2019: 14.39 Years).

(iv) The table below outlines the effect on retiring gratuity obligation in the event of a decrease/increase of 0.50% in the assumptions used.

#### As at March 31, 2020

Assumption	Change in assumption	Impact on obligation	
		Increase	Decrease
Discount rate	Increase by 0.50%, decrease by 0.50%	(7.48%)	8.40%
Medical Inflation	Increase by 0.50%, decrease by 0.50%	17.71%	(14.32%)
Life Expectancy	Increase by 0.50%, decrease by 0.50%	2.54%	(2.73%)

#### As at March 31, 2019

Assumption	Change in assumption	Impact on obligation	
		Increase	Decrease
Discount rate	Increase by 0.50%, decrease by 0.50%	(6.83%)	7.60%
Medical Inflation	Increase by 0.50%, decrease by 0.50%	16.18%	(13.28%)
Life Expectancy	Increase by 0.50%, decrease by 0.50%	6.53%	1.85%

The above sensitivities may not be representative of the actual change as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

#### (v) Projected Plan Cash Flow :

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

	Year ended 31.03.2020	(₹ in lacs) Year ended 31.03.2019
<b>Maturity Profile</b>		
Expected benefits for year 1 .....	4.58	4.60
Expected benefits for year 2 .....	4.86	7.52
Expected benefits for year 3 .....	5.16	7.98
Expected benefits for year 4 .....	5.75	8.45
Expected benefits for year 5 .....	6.08	10.11
Expected benefits for year 6 .....	7.15	10.68
Expected benefits for year 7 .....	7.55	12.35
Expected benefits for year 8 .....	8.39	13.01
Expected benefits for year 9 .....	9.23	14.39
Expected benefits for year 10 and above .....	577.20	852.63

Weighted average duration of post-retirement medical benefit obligation is 15.38 years (March 31, 2019: 14.39 Years).

**Risk Associated with Defined Benefit Plan- Post Retirement Medical Benefits**

**Inherent risk :** The plan is of a defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse increase in healthcare costs or demographic experience can result in an increase in cost of providing these benefits to employees in future. The benefits are also paid during the lifetime of the beneficiaries and the plan carries the longevity risks.

During the year, there were no plan amendments, curtailments and settlements.

**(vi) Other Long Term Benefits**

Other Long Term Benefits include compensated absences, sick leave, long term service benefit and pension. The liability towards other long term benefits is determined by independent actuary at every balance sheet date.

Amounts recognised in the balance sheet consist of:

	Year ended 31.03.2020	(₹ in lacs) Year ended 31.03.2019
(i) Compensated Absences (including privileged leave and sick leave).....	246.23	288.06
(ii) Long Term Service Benefit.....	37.27	43.58
(iii) Pension.....	95.02	90.80
	<b>378.52</b>	<b>422.44</b>

**15. Related Parties Disclosures**

**a) List of Related Parties and Relationship**

**Holding Company**

Tata Sons Pvt. Ltd.

**Subsidiary**

Simto Investment Company Ltd.

**Associates**

Tata Asset Management Ltd.

Tata Trustee Company Ltd.

Amalgamated Plantations Pvt. Ltd.

**Other Subsidiaries / Associates / Associate of Fellow Subsidiary of Promoter / Joint Venture :- (with whom the Company has transactions)**

- |  |  |
|--|--|
| 1. Ewart Investments Ltd.  | 2. Infiniti Retail Ltd.                  |
| 3. Tata Teleservices (Maharashtra) Limited                           | 4. Tata Autocomp Systems Ltd.            |
| 5. Tata Consultancy Services Ltd.                                    | 6. Tata International Ltd.               |
| 7. Tata Chemicals Ltd.   | 8. Tata Elxsi Ltd.                       |
| 9. Tata Consumer Products Ltd. (formerly Tata Global Beverages Ltd.) | 10. Tata Motors Ltd.                     |
| 11. Tata Power Company Ltd.  | 12. Tata Steel Ltd.                      |
| 13. The Indian Hotels Company Ltd.                                   | 14. Titan Company Ltd.                   |
| 15. Trent Ltd.   | 16. Voltas Ltd.                          |
| 17. The Associated Building Company Ltd.                             | 18. Tata AIA Life Insurance Company Ltd. |
| 19. Tata AIG General Insurance Company Ltd.                          |  |

**Other Related Parties**

- Tata Investment Corporation Limited - Provident Fund
- The Investment Corporation of India Limited - Employees Gratuity Trust Fund
- Tata Sons Consolidated Superannuation Fund

**Key Management Personnel (KMP)**

Mr. A. N. Dalal (Executive Director)

## b) Related Party Transactions

	2019-20								2018-19								KMP
	Holding Company	Subsidiary	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties	KMP	Holding Company	Subsidiary	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	
1. Proceeds received on Buy-back	-	-	-	-	-	-	-	-	-	-	-	-	376.97	-	-	-	-
2. Interest income on debentures	-	-	-	166.64	2,290.53	-	-	-	-	-	-	-	186.00	2,495.50	-	-	-
3. Redemption of debentures	-	-	-	2,000.00	2,400.00	-	-	-	-	-	-	-	-	-	-	-	-
4. Dividends received	32.60	-	486.79	935.23	4,945.82	-	-	-	-	26.08	-	664.05	332.33	5,974.54	-	-	-
5. Dividends paid	6,932.93	-	-	161.17	169.53	-	-	-	-	7,508.21	-	-	173.89	183.77	-	-	-
6. Intercompany Deposit given	-	1,540.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7. Interest on Intercompany Deposits	-	18.84	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8. Purchase of fixed assets	-	-	-	1.38	-	-	-	-	-	-	-	-	0.61	-	-	-	-
9. Brand equity subscription expense	82.43	-	-	-	-	-	-	-	-	89.23	-	-	-	-	-	-	-
10. Rent paid	-	-	-	85.71	-	-	-	-	-	-	-	-	74.13	-	-	-	-
11. Other expenses	3.02	-	-	1.73	7.29	17.39	4.11	-	-	0.77	-	-	3.84	4.33	8.20	0.88	-
12. Paid towards Buy-back of Equity Shares	-	-	-	-	-	-	-	-	-	28,764.08	-	-	636.29	711.82	-	-	-
13. Employee benefits received	-	-	-	2.84	-	-	-	-	-	-	-	-	-	-	-	-	-
14. Contribution to Employees benefit trust	-	-	-	-	-	-	-	54.32	-	-	-	-	-	-	-	-	76.77
15. Compensation to KMP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Short term employee benefits	-	-	-	-	-	-	-	-	329.23	-	-	-	-	-	-	-	307.80
Post employment benefits *	-	-	-	-	-	-	-	-	145.80	-	-	-	-	-	-	-	162.00
Debit balance outstanding at year end - Outstanding receivables	-	1,556.96	-	100.03	12,049.54	0.36	-	-	-	-	-	-	2,119.36	22,651.30	-	-	-
Credit balance outstanding at year end - Outstanding payables	75.07	-	-	-	-	-	-	8.08	145.80*	86.26	-	-	0.41	-	7.96	-	162.00 *

\* No separate figures are available towards Compensated absences, Contribution to gratuity fund and Post retirement medical benefit fund for the Director.

## c) Details of material related party transactions included in (b) above

	2019-20						2018-19					(₹ in lacs)
	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties
<b>Proceeds received on Buy-back</b>												
Tata Consultancy Services Ltd. ....	-	-	-	-	-	-	-	376.97	-	-	-	-
<b>Interest income on debentures</b>												
Tata International Ltd. ....	-	166.64	-	-	-	-	-	186.00	-	-	-	-
Tata Chemicals Ltd. ....	-	-	10.08	-	-	-	-	-	40.00	-	-	-
Tata Motors Ltd. ....	-	-	91.32	-	-	-	-	-	99.50	-	-	-
Tata Power Company Ltd. ....	-	-	1,312.78	-	-	-	-	-	1,311.00	-	-	-
Tata Steel Ltd. ....	-	-	876.35	-	-	-	-	-	1,045.00	-	-	-
<b>Redemption of debentures</b>												
Tata International Ltd. ....	-	2,000.00	-	-	-	-	-	-	-	-	-	-
Tata Chemicals Ltd. ....	-	-	400.00	-	-	-	-	-	-	-	-	-
Tata Motors Ltd. ....	-	-	1,000.00	-	-	-	-	-	-	-	-	-
Tata Steel Ltd. ....	-	-	1,000.00	-	-	-	-	-	-	-	-	-
<b>Dividends received</b>												
Tata Asset Management Ltd. ....	184.29	-	-	-	-	-	526.55	-	-	-	-	-
Tata Trustee Company Ltd. ....	302.50	-	-	-	-	-	137.50	-	-	-	-	-
Amalgamated Plantations Pvt. Ltd. ....	-	-	-	-	-	-	-	-	-	-	-	-
Tata Autocomp Systems Ltd. ....	-	54.40	-	-	-	-	-	54.40	-	-	-	-
Tata Consultancy Services Ltd. ....	-	880.83	-	-	-	-	-	277.93	-	-	-	-
Tata Chemicals Ltd. ....	-	-	1,900.00	-	-	-	-	-	3,344.00	-	-	-
Tata Consumer Products Ltd. ....	-	-	673.63	-	-	-	-	-	673.63	-	-	-
Tata Elxsi Ltd. ....	-	-	193.73	-	-	-	-	-	160.60	-	-	-
Tata Power Company Ltd. ....	-	-	88.94	-	-	-	-	-	88.93	-	-	-
Tata Steel Ltd. ....	-	-	519.28	-	-	-	-	-	399.46	-	-	-
The Indian Hotels Company Ltd. ....	-	-	80.36	-	-	-	-	-	64.29	-	-	-
Titan Company Ltd. ....	-	-	893.78	-	-	-	-	-	670.34	-	-	-
Trent Ltd. ....	-	-	197.70	-	-	-	-	-	174.89	-	-	-
Voltas Ltd. ....	-	-	398.40	-	-	-	-	-	398.40	-	-	-
<b>Dividends paid</b>												
Ewart Investments Ltd. ....	-	161.17	-	-	-	-	-	173.89	-	-	-	-
Tata Chemicals Ltd. ....	-	-	88.20	-	-	-	-	-	95.17	-	-	-
Tata Consumer Products Ltd. ....	-	-	29.37	-	-	-	-	-	31.69	-	-	-
Tata Steel Ltd. ....	-	-	45.60	-	-	-	-	-	49.20	-	-	-
Trent Ltd. ....	-	-	6.36	-	-	-	-	-	7.71	-	-	-

## c) Details of material related party transactions included in (b) above

	2019-20						2018-19					
	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties
<b>Purchase of Fixed Assets</b>												
Ewart Investments Ltd.....	-	0.83	-	-	-	-	-	-	-	-	-	-
Infiniti Retail Ltd.....	-	0.55	-	-	-	-	-	0.61	-	-	-	-
<b>Rent Paid</b>												
Ewart Investments Ltd.....	-	85.71	-	-	-	-	-	74.13	-	-	-	-
<b>Other expenses</b>												
Ewart Investments Ltd.....	-	-	-	-	-	-	-	0.38	-	-	-	-
Infiniti Retail Ltd.....	-	0.08	-	-	-	-	-	0.01	-	-	-	-
Tata AIA Life Insurance Company Ltd. ....	-	-	-	-	1.75	-	-	-	-	-	0.88	-
Tata AG General Insurance Company Ltd.....	-	-	-	-	2.36	-	-	-	-	-	-	-
Tata Consultancy Services Ltd. ....	-	-	-	-	-	-	-	2.85	-	-	-	-
Tata Teleservices (Maharashtra) Limited .	-	1.65	-	17.39	-	-	-	0.60	-	8.20	-	-
The Associated Building Company Ltd....	-	-	2.48	-	-	-	-	-	2.83	-	-	-
The Indian Hotels Company Ltd.....	-	-	4.81	-	-	-	-	-	-	-	-	-
Trent Ltd.....	-	-	-	-	-	-	-	-	1.50	-	-	-
Titan Company Ltd.....	-	-	-	-	-	-	-	-	-	-	-	-
<b>Paid towards Buy-back of Equity Shares</b>												
Ewart Investments Ltd.....	-	-	-	-	-	-	-	636.29	-	-	-	-
Tata Chemicals Ltd.....	-	-	-	-	-	-	-	-	348.25	-	-	-
Tata Consumer Products Ltd.....	-	-	-	-	-	-	-	-	115.97	-	-	-
Tata Steel Ltd.....	-	-	-	-	-	-	-	-	180.03	-	-	-
Trent Ltd.....	-	-	-	-	-	-	-	-	67.57	-	-	-
<b>Employee benefits received</b>												
Ewart Investments Ltd.....	-	2.56	-	-	-	-	-	-	-	-	-	-
Tata Consultancy Services Ltd. ....	-	0.28	-	-	-	-	-	-	-	-	-	-
<b>Contribution to Employees benefit trust</b>												
Tata Investment Corporation Limited - Provident Fund.....	-	-	-	-	-	29.04	-	-	-	-	-	30.41
The Investment Corporation of India Limited - Employees Gratuity Trust Fund .....	-	-	-	-	-	8.07	-	-	-	-	-	27.02
Tata Sons Consolidated Superannuation Fund .....	-	-	-	-	-	17.21	-	-	-	-	-	19.34

(₹ in lacs)

**d) Disclosures required by regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Amount of loans / advances in nature of loans outstanding during 2019-2020

(₹ in lacs)

Name of the party	Relationship	Outstanding as at March 31, 2020	Maximum amount outstanding during the year	Investment in shares of the Company	Direct Investment in shares of subsidiaries of the Company
Simto Investment Company Limited	Subsidiary	1,556.96	1,556.96	-	-

**16. Disclosures on financial instruments**
**(a) Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

(₹ in lacs)

Particulars	As at 31.03.2020								
	Amortised cost	Fair value through profit or loss	Fair value through OCI	Total carrying value	Total fair value	Fair value			
						Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>									
Cash and cash equivalents	360.57	-	-	360.57	360.57	-	-	-	-
Bank balances other than cash and cash equivalents	1,355.69	-	-	1,355.69	1,355.69	-	-	-	-
Trade receivables	101.42	-	-	101.42	101.42	-	-	-	-
Loan	1,560.73	-	-	1,560.73	1,560.73	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-
- in mutual funds	-	15,009.35	-	15,009.35	15,009.35	-	15,009.35	-	15,009.35
- in exchange traded funds	-	3,856.88	-	3,856.88	3,856.88	3,856.88	-	-	3,856.88
- in equity shares	-	-	735,816.71	735,816.71	735,816.71	683,890.11	-	51,926.60	735,816.71
- in Bonds / Debentures	-	-	40,978.88	40,978.88	40,978.88	-	40,978.88	-	40,978.88
- in venture capital	-	641.48	-	641.48	641.48	-	-	641.48	641.48
Other financial assets	93.61	-	-	93.61	93.61	-	-	-	-
	<u>3,472.02</u>	<u>19,507.71</u>	<u>776,795.59</u>	<u>799,775.32</u>	<u>799,775.32</u>	<u>687,746.99</u>	<u>55,988.23</u>	<u>52,568.08</u>	<u>796,303.30</u>
<b>Financial Liabilities</b>									
Trade payables and other financial liabilities	978.61	-	-	978.61	978.61	-	-	-	-
	<u>978.61</u>	<u>-</u>	<u>-</u>	<u>978.61</u>	<u>978.61</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>



(₹ in lacs)

Particulars	As at 31.03.2019								
	Amortised cost	Fair value through profit or loss	Fair value through OCI	Total carry-ing value	Total fair value	Fair value			
						Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>									
Cash and cash equivalents	269.37	-	-	269.37	269.37	-	-	-	-
Bank balances other than cash and cash equivalents	1,387.01	-	-	1,387.01	1,387.01	-	-	-	-
Trade receivables	3.10	-	-	3.10	3.10	-	-	-	-
Loan	5.11	-	-	5.11	5.11	-	-	-	-
Investments									
- in mutual funds	-	14,675.69	-	14,675.69	14,675.69	-	14,675.69	-	14,675.69
- in equity shares	-	-	860,199.55	860,199.55	860,199.55	801,562.09	-	58,637.46	860,199.55
- in Bonds / Debentures	-	-	49,570.11	49,570.11	49,570.11	-	49,570.11	-	49,570.11
- in venture capital.	-	1,002.65	-	1,002.65	1,002.65	-	-	1,002.65	1,002.65
Other financial assets	127.14	-	-	127.14	127.14	-	-	-	-
	<b>1,791.73</b>	<b>15,678.34</b>	<b>909,769.66</b>	<b>927,239.73</b>	<b>927,239.73</b>	<b>801,562.09</b>	<b>64,245.80</b>	<b>59,640.11</b>	<b>925,448.00</b>
<b>Financial Liabilities</b>									
Trade payables and other financial liabilities	962.04	-	-	962.04	962.04	-	-	-	-
	<b>962.04</b>	<b>-</b>	<b>-</b>	<b>962.04</b>	<b>962.04</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Investments in mutual funds and venture capital are classified as fair value through the statement of profit and loss.

#### (b) Measurement of fair values

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

- The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments
- Financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. The Investments measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation reports provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range
- The fair value of the financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

(v) There have been no transfers between Level 1 and Level 2 for the years ended March 31, 2020 and March 31, 2019.

(vi) Reconciliation of Level 3 fair value measurement is as below:

Particulars	(₹ in lacs)	
	As at 31.03.2020	As at 31.03.2019
Balance at the beginning of the year .....	59,640.11	60,420.89
Additions during the year .....	507.79	295.18
Sales/ write off during the year .....	(235.44)	(1,422.79)
Fair Value changes during the year .....	(7,344.38)	346.83
Balance at the end of the year .....	52,568.08	59,640.11

#### (c) Derivative Financial Instruments

During the current year, the Company has entered into covered call option transactions on their existing portfolio. There were no outstanding contract as at balance sheet date.

#### (d) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Market risk

The Company has a risk management framework which not only covers the market risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks.

The risk management policy is approved by the Board of Directors. The risk management framework aims to:

- create a stable business planning environment by reducing the impact of interest rate fluctuations on the Company's business plan.
- achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

##### **Credit Risk:**

Credit risk is the risk of financial loss to the company if a counter-party fails to meet its contractual obligations.

##### **Trade receivables**

Credit risk with respect to trade receivables is limited, since the trade receivables amount is immaterial.

##### **Cash and cash equivalents**

The company holds cash and cash equivalents of ₹ 1,716.26 lacs at 31 March 2020 (31 March 2019: ₹ 1,656.38 lacs). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

##### **Liquidity Risk:**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

\* all non derivative financial liabilities

\* Derivative financial instruments for which the contractual maturities are essential for understanding the timing of the cash flows.

(₹ in lacs)

	Non Derivative financial liabilities			
	As at 31.03.2020		As at 31.03.2019	
	Trade Payables	Other Financial Liabilities	Trade Payables	Other Financial Liabilities
<b>Carrying Value .....</b>	<b>495.17</b>	<b>483.44</b>	598.52	363.52
<b>Contractual Cash flows .....</b>	<b>495.17</b>	<b>483.44</b>	598.52	363.52
- Less than one year .....	495.17	368.12	598.52	363.52
- Between one to five years .....	-	115.32	-	-
- More than five years .....	-	-	-	-

### Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as equity price, interest rates etc.) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. The Company is exposed to market risk primarily related to the market value of its investments.

### Interest rate risk :

Interest rate risk arises from effects of fluctuation in prevailing levels of market interest rates on the fair value of Bonds / Debentures.

### Exposure to interest rate risk :

Since the Company does not have any financial assets or financial liabilities bearing floating interest rates, any change in interest rates at the reporting date would not have any significant impact on the financial statements of the Company.

### Currency risk:

Currently Company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

### Price risk:

#### (a) Exposure

The Company is exposed to equity price risk arising from investments held by the Company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. To manage its price risk arising from investment in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company. The majority of the company's equity investments are listed on the Bombay Stock Exchange (BSE) or the National Stock Exchange (NSE) in India.

#### (b) Sensitivity analysis - Equity price risk

The table below summaries the impact of increases/decreases of the index on the company's equity and profit for the period. The analysis is based on the assumption that the equity/index had increased by 2% or decreased by 2% with all other variables held constant, and that all the company's equity instruments moved in line with the index.

(₹ in lacs)

	Impact on profit after tax		Impact on other components of equity	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
NSE / BSE Index - increase by 2% .....	77.14	-	13,677.80	16,031.24
NSE / BSE Index - decrease by 2% .....	(77.14)	-	(13,677.80)	(16,031.24)

Profit for the period would increase/decrease as a result of gains/losses on exchange traded funds equity securities classified as fair value through profit or loss, if any. Other components of equity would increase/decrease as a result of gain/losses on equity securities classified as fair value through other comprehensive income.

**17. Maturity analysis of Assets and Liabilities :**

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As at 31.03.2020			As at 31.03.2019		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
	(₹ In lacs)					
<b>ASSETS</b>						
<b>Financial Assets</b>						
- Cash And Cash Equivalents.....	360.57	-	360.57	269.37	-	269.37
- Bank Balance other than above.....	1,355.69	-	1,355.69	1,387.01	-	1,387.01
- Trade Receivables .....	101.42	-	101.42	3.10	-	3.10
- Loan .....	1,558.07	2.66	1,560.73	1.82	3.29	5.11
- Investments .....	18,866.23	786,080.69	804,946.92	19,238.87	914,852.75	934,091.62
- Other Financial Assets.....	-	93.61	93.61	39.73	87.41	127.14
<b>Non Financial Assets</b>						
- Current Tax Asset (net) .....	-	873.17	873.17	-	738.39	738.39
- Property Plant & Equipment .....	-	31.88	31.88	-	14.26	14.26
- Other Intangible Assets .....	-	0.38	0.38	-	0.20	0.20
- Right of use assets .....	-	97.38	97.38	-	-	-
- Other Non Financial Assets .....	36.96	48.02	84.98	32.87	54.75	87.62
<b>TOTAL ASSETS .....</b>	<b>22,278.94</b>	<b>787,227.79</b>	<b>809,506.73</b>	<b>20,972.77</b>	<b>915,751.05</b>	<b>936,723.82</b>
<b>LIABILITIES</b>						
<b>Financial Liabilities</b>						
- Trade Payables .....	495.17	-	495.17	598.52	-	598.52
- Other Financial Liabilities.....	444.38	39.06	483.44	363.52	-	363.52
<b>Non Financial Liabilities</b>						
- Current Tax Liability (net) .....	157.49	-	157.49	13.66	-	13.66
- Provisions.....	83.09	491.46	574.55	77.40	567.27	644.67
- Deferred Tax Liability (net) .....	60.99	10,327.46	10,388.45	60.99	153,005.61	153,066.60
- Other Non Financial Liabilities .....	12.48	-	12.48	15.74	-	15.74
<b>TOTAL LIABILITIES .....</b>	<b>1,253.60</b>	<b>10,857.98</b>	<b>12,111.58</b>	<b>1,129.83</b>	<b>153,572.88</b>	<b>154,702.71</b>

## 18. Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company has adequate cash and bank balances. The company monitors its capital by a careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

## 19. Events after Reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

20. The Company has been assigned a rating of 'CRISIL AAA/Stable' on ₹ 100mn Non-Convertible Debentures programme.

21. Previous year's figures have been regrouped/reclassified, wherever necessary, to correspond with current year's classification / disclosure.

22. The following disclosure is required pursuant to RBI circular dated March 13, 2020 - Circular No. RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20

Asset classification as per RBI Norms	Asset Classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provision required as per IRACP Norms	Difference Between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets Standard	Stage 1	-	-	-	6.90	(6.90)

23. The following additional information, to the extent applicable, (other than what is already disclosed elsewhere) is disclosed in terms of Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016, as amended

### (a) Capital to Risk Assets Ratio (CRAR) -

(₹ in crore)

Particulars	Current Year *	Previous Year
i) CRAR (%).....	104.17	101.52
ii) CRAR - Tier I capital (%).....	104.17	101.52
iii) CRAR - Tier II capital (%).....	-	-
iv) Amount of subordinated debt raised as Tier-II capital .....	-	-
v) Amount raised by issue of Perpetual Debt Instruments.....	-	-

\*NBS-7 return yet to be filed.

The figures reported for the current year are based on Ind AS financials in terms of RBI Circular dated March 13, 2020 RBI/2019-20/170 DOR (NBFC). CC.PD.No.109/22.10.106/2019-20.

### (b) Investments -

(₹ in crore)

Particulars	Current Year	Previous Year
(1) Value of Investments :		
(i) Gross Value of Investments.....	8,049.47	2,219.57
(a) In India .....	*	*
(b) Outside India .....		
(ii) Provision for Depreciation .....	-	0.67
(a) In India .....	-	-
(b) Outside India .....		
(iii) Value of Investments.....	8,049.47	2,218.90
(a) In India .....	*	*
(b) Outside India .....		
(2) Movement of provisions held towards depreciation on investments :		
(i) Opening Balance .....	-	0.67
(ii) Add : Provisions made during the year .....	-	-
(iii) Less : Write-off / write-back of excess provisions during the year.....	-	-
(iv) Closing balance.....	-	0.67

\* Denotes balance less than ₹ 500

**(c) Exposure to Capital Market -**

(₹ in crore)

Particulars		Current year	Previous Year
(i)	direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	7,358.17	1,600.04
(ii)	advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
(iii)	advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
(iv)	advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	-	-
(v)	secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi)	bridge loans to companies against expected equity flows / issues;	-	-
(viii)	all exposures to Venture Capital Funds (both registered and unregistered)	6.41	3.23
<b>Total Exposure to Capital Market</b>		<b>7,364.58</b>	<b>1,603.27</b>

**(d) Asset Liability Management -**
**Maturity pattern of certain items of assets and liabilities as on 31.03.2020**

(₹ in crore)

	1 day to one month	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
<b>Liabilities</b>									
Deposits .....	-	-	-	-	-	-	-	-	-
Advances .....	-	-	-	-	-	-	-	-	-
Investments @ .....	150.09	-	-	-	-	374.33	-	41.88	566.30
Borrowings.....	-	-	-	-	-	-	-	-	-
Foreign Currency assets..	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities.....	-	-	-	-	-	-	-	-	-

@ Equity shares (including exchange traded funds) amounting to Rs.7,396.74 crores, are not included above, since there is no set maturity pattern for the same.

**Maturity pattern of certain items of assets and liabilities as on 31.03.2019**

(₹ in crore)

	1 day to one month	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
<b>Liabilities</b>									
Deposits .....	-	-	-	-	-	-	-	-	-
Advances .....	-	-	-	-	-	-	-	-	-
Investments @ .....	146.46	10.00	-	4.00	30.00	299.84	129.24	-	619.54
Borrowings.....	-	-	-	-	-	-	-	-	-
Foreign Currency assets..	-	-	-	-	-	-	-	-	-
Foreign Currency liabilities.....	-	-	-	-	-	-	-	-	-

@ Equity shares amounting to ₹ 1,600.04 crores, are not included above, since there is no set maturity pattern for the same.

In compiling the information in the above note, certain assumptions have been made by the Company and the same have been relied upon by the Auditors.



(5) **Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances (including other Current Assets)**

(6) **Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :**

126



(₹ in lacs)

**Previous Year**
**(7) Other Information**
Gross Non-Performing Assets

(a) Related parties .....	-	-
(b) Other than related parties .....	-	-

Net Non-Performing Assets

(a) Related parties .....	-	-
(b) Other than related parties .....	-	-

Assets acquired in satisfaction of debt	-	-
---	---	---

Signatures to notes to financial statements and NBFC (Non-Deposit Accepting or Holding)  
Companies Prudential Norms (RBI) Directions, 2016.

For and on behalf of the Board

N. N. TATA	<i>Chairman</i>
F. N. SUBEDAR	<i>Vice Chairman</i>

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

V. BHANDARKAR	} <i>Directors</i>
SUPRAKASH MUKHOPADHYAY	
A. SEN	
J. TATA	
V. CHANDRASEKARAN	

Mumbai, 27th May, 2020

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TATA INVESTMENT CORPORATION LIMITED

### Report on the Audit of the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying consolidated Ind AS financial statements of **TATA INVESTMENT CORPORATION LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary, (the Holding Company and its subsidiary together referred to as "the Group") and its associates, which comprise the Consolidated Balance sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2020, the consolidated profit and total comprehensive income, the consolidated cash flows and the consolidated changes in equity for the year then ended.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter in our audit for the year ended March 31, 2020: :

Sr. No.	Key Audit Matter	Auditor's Response
1.	<b>Fair Valuation of investments</b>	
	The Group's investments (other than investment in Associates) are measured at fair value at each reporting date and these fair value measurements significantly impact the Holding Company's results. Within the Holding Company's investment portfolio, the valuation of certain assets such as unquoted equity requires significant judgement as a result of quoted prices being unavailable and limited liquidity in these markets.	We have assessed the Group's process to compute the fair value of various investments. For quoted instruments we have independently obtained market quotations and recalculated the fair valuations. For the unquoted instruments, we have obtained an understanding of the various valuation methods used by management and analysed the reasonableness of the principal assumptions made for estimating the fair values and various other data used while arriving at the fair value measurement.

#### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Directors' Report (including annexures) and Report on

Corporate Governance but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the Management and Those charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiary company and associates, have adequate internal financial controls with reference to the consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and the Board of Directors of the Holding Company.

- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements of one subsidiary, whose financial statement reflects total assets of ₹ 6,413.82 lacs as at March 31, 2020, total revenues of ₹ 116.13 lacs and net cash outflows amounting to ₹ 597.26 lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive loss (net)) of ₹ 1,793.19 lacs for the year ended March 31, 2020, as considered in the consolidated financial statements, in respect of two associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements and the other financial information of a subsidiary and associates, referred in the Other Matters paragraph above we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.
- (e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and associate companies, incorporated in India, none of the directors of the Group and its associate companies incorporated in India is disqualified as on March 31, 2020 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy and operating effectiveness of the internal financial controls with reference to the consolidated financial statements of the Holding Company and its subsidiary company incorporated in India and its associates incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and based on the consideration of reports of other statutory auditors of the associate companies, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Holding Company and associates to their directors in accordance with the provisions of section 197 of the Act. In respect of subsidiary company, no managerial remuneration has been paid / provided to its directors during the year. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's report of the subsidiary company and its associates:
- The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate in the consolidated financial statements – Refer Note 11 to the consolidated financial statements.
  - The Group and its associate companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - There have been no delays in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary and associate companies.

For Kalyaniwalla & Mistry LLP  
Chartered Accountants  
Registration No : 104607W / W100166

**Roshni R. Marfatia**  
Partner  
Membership No: 106548  
UDIN No. – 20106548AAAAABG5925

Place: Mumbai  
Date: May 27, 2020.

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

Referred to in clause(f) under ‘Report on Other Legal and Regulatory Requirements’ section in our Report of even date to the members of the Company on the consolidated financial statements for the year ended March 31, 2020:

**Report on the Internal Financial Controls with reference to these consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).**

We have audited the internal financial controls with reference to the consolidated financial statements of TATA INVESTMENT CORPORATION LIMITED (“hereinafter referred to as “the Holding Company”), its subsidiary company and its associate companies, which are companies incorporated in India, as of March 31, 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiary company and associate companies incorporated in India are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the Holding Company and its subsidiary company and its associate companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial control with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control with reference to these consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these consolidated financial statements included obtaining an understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors referred to in the ‘Other Matters’ paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company’s, its subsidiary company and its associate companies’ internal financial controls with reference to these consolidated financial statements.

**Meaning of Internal Financial Controls with reference to Consolidated Financial Statement**

A Company’s internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to consolidated financial statement includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation

of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to these Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these consolidated financial statements are subject to the risk that the internal financial control with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information, according to the explanations given to us, and based on the consideration of reports of the other auditors referred to in the Other Matter Paragraph below, the Holding Company and its subsidiary company and its associate companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to these consolidated financial statements and such internal financial controls with reference to these consolidated financial statements were operating effectively as at March 31, 2020, based on the internal financial controls with reference to the financial statements criteria established by the Holding Company, its subsidiary company and its associate companies incorporated in India considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

### **Other Matter**

Our aforesaid report under section 143 (3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to these consolidated financial statements of the Holding Company, insofar as it relates to one subsidiary and two associate companies which are incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Kalyaniwalla & Mistry LLP  
Chartered Accountants  
Registration No : 104607W / W100166

**Roshni R. Marfatia**  
Partner  
Membership No: 106548  
UDIN No. – 20106548AAAABG5925

Place: Mumbai  
Date: May 27, 2020.



## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020

		(₹ in lacs)	
Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
<b>ASSETS</b>			
<b>(1) Financial Assets</b>			
(a) Cash and cash equivalents.....	7.1	972.54	284.08
(b) Bank Balance other than cash and cash equivalents.....	7.2	1,569.41	1,599.66
(c) Derivative financial instruments.....	7.3	4.78	-
(d) Receivables.....	7.4		
(i) Trade receivables.....		101.42	409.11
(e) Loans.....	7.5	3.77	5.11
(f) Investments.....	7.6	812,762.00	943,201.67
(g) Other Financial assets.....	7.7	93.61	127.84
		<b>815,507.53</b>	<b>945,627.47</b>
<b>(2) Non-Financial Assets</b>			
(a) Current tax assets (Net).....	7.8	881.32	743.90
(b) Property, Plant and Equipment.....	7.9	31.88	14.26
(c) Goodwill on Consolidation.....		1,344.16	1,344.16
(d) Other intangible assets.....	7.10	0.38	0.20
(e) Right of use assets.....	7.11	97.38	-
(f) Other non financial assets.....	7.12	84.98	87.62
		<b>2,440.10</b>	<b>2,190.14</b>
<b>Total assets.....</b>		<b>817,947.63</b>	<b>947,817.61</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>(1) Financial Liabilities</b>			
(a) Payables			
(i) Trade Payables.....	7.13	-	-
(ii) total outstanding dues of micro enterprises and small enterprises.....		496.67	599.92
(b) Other financial liabilities.....	7.14	483.44	363.52
		<b>980.11</b>	<b>963.44</b>
<b>(2) Non-Financial Liabilities</b>			
(a) Current tax liabilities (Net).....	7.15	158.31	19.66
(b) Provisions.....	7.16	574.55	644.67
(c) Deferred tax liabilities (Net).....	7.17	10,388.45	153,622.98
(d) Other non-financial liabilities.....	7.18	14.49	15.89
		<b>11,135.80</b>	<b>154,303.20</b>
<b>(3) Equity</b>			
(a) Equity Share Capital.....	7.19	5,059.53	5,059.53
(b) Other Equity.....	7.20	800,652.67	787,359.49
<b>Total equity.....</b>		<b>805,712.20</b>	<b>792,419.02</b>
<b>(4) Non-controlling interest.....</b>		<b>119.52</b>	<b>131.95</b>
<b>Total liabilities and equity.....</b>		<b>817,947.63</b>	<b>947,817.61</b>

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

For and on behalf of the Board

N. N. TATA  
F. N. SUBEDAR

Chairman  
Vice Chairman

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN

} Directors

Mumbai, 27th May, 2020



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Note No.	Year Ended 31.03.2020	(₹ in lacs) Year Ended 31.03.2019
<b>Revenue from operations</b>			
Dividend Income .....		9,506.18	9,927.33
Interest Income .....	8.1	4,699.92	5,051.79
Net gain on fair value changes .....	8.2	-	2,309.56
Income from shares lent .....		182.21	415.80
<b>Total Revenue from operations .....</b>		<b>14,388.31</b>	<b>17,704.48</b>
Other Income .....	8.3	9.48	10.35
<b>Total Income .....</b>		<b>14,397.79</b>	<b>17,714.83</b>
<b>Expenses</b>			
Employee Benefits Expenses .....	8.4	1,075.50	1,194.93
Finance Cost .....	8.5	26.29	-
Net loss on fair value changes .....	8.6	1,717.60	-
Depreciation, amortization and impairment .....	7.9, 7.10 & 7.11	74.72	9.44
Other expenses .....	8.7	876.24	926.51
<b>Total Expenses .....</b>		<b>3,770.35</b>	<b>2,130.88</b>
<b>Profit Before Share in Profit / (Loss) of Associates .....</b>		<b>10,627.44</b>	<b>15,583.95</b>
<b>Share in Profit and Loss of Associates .....</b>		<b>(551.63)</b>	<b>(890.02)</b>
<b>Profit Before Tax .....</b>		<b>10,075.81</b>	<b>14,693.93</b>
<b>Tax Expense:</b>			
(1) Current Tax .....		1,535.49	1,366.00
(2) Excess provision of tax relating to earlier years .....		(130.23)	-
(3) Deferred Tax .....		(338.40)	(54.10)
		<b>1,066.86</b>	<b>1,311.90</b>
<b>Profit After Tax (A) .....</b>		<b>9,008.95</b>	<b>13,382.03</b>
<b>Other Comprehensive Income</b>			
(a) (i) <u>Items that will not be reclassified to profit or loss :</u>			
- Changes in fair valuation of equity instruments .....		(125,471.17)	10,608.98
- Remeasurement gain / (loss) on defined benefits plans .....		65.02	(62.93)
(ii) Tax impacts on above .....		142,351.78	(2,278.65)
(iii) Share of Equity Accounted Investee .....		(574.02)	5.89
		<b>16,371.61</b>	<b>8,273.29</b>
(b) (i) <u>Items that will be reclassified to profit or loss:</u>			
- Changes in fair value of bonds / debentures .....		(33.18)	(1,363.51)
(ii) Tax impacts on above .....		101.85	293.82
		<b>68.67</b>	<b>(1,069.69)</b>
<b>Other Comprehensive Income (B) .....</b>		<b>16,440.28</b>	<b>7,203.60</b>
<b>Total Comprehensive Income for the period .....</b>		<b>25,449.23</b>	<b>20,585.63</b>
<b>Profit / (Loss) attributable to</b>			
(i) Equity Holder of Company .....		9,053.10	13,377.88
(ii) Non Controlling Interest .....		(44.15)	4.15
<b>Other Comprehensive Income attributable</b>			
(i) Equity Holder of Company .....		16,408.56	7,215.85
(ii) Non Controlling Interest .....		31.72	(12.25)
<b>Total Comprehensive Income attributable</b>			
(i) Equity Holder of Company .....		25,461.66	20,593.73
(ii) Non Controlling Interest .....		(12.43)	(8.10)
<b>Earnings per equity share</b>			
Basic and Diluted (₹) .....	9	17.89	24.48

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

For and on behalf of the Board  
N. N. TATA  
F. N. SUBEDAR  
Chairman  
Vice Chairman

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN  
Directors

Mumbai, 27th May, 2020

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lacs)

	For the Year ended	
	31.03.2020	31.03.2019
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax.....	10,075.81	14,693.93
Adjustments for :		
Share in Profit and loss of associates.....	551.63	890.02
Depreciation and amortisation.....	74.72	9.44
Loss on derecognition of property, plant and equipment.....	2.89	0.16
Net (gains) / loss on fair value changes.....	1,884.23	(2,313.67)
Dividends received from associates.....	486.79	664.05
Amortisation of deferred lease Expenses.....	0.24	(0.16)
Finance Cost on Right of Use assets.....	13.80	-
Interest on Borrowings.....	29.45	-
Reclassification of Actuarial gain / (loss).....	65.02	(62.93)
Effective interest rates on Bonds & Debentures.....	83.39	75.85
Provision on standard assets.....	(0.70)	0.01
<b>Operating profit before working capital changes.....</b>	<b>13,267.27</b>	<b>13,956.70</b>
Adjustments for :		
Derivative financial instruments.....	(4.78)	-
Receivables.....	409.11	(394.46)
Loan.....	(15.62)	1.21
Other Financial assets.....	110.11	121.12
Other non financial assets.....	(3.86)	(1.23)
Payables.....	(103.25)	17.29
Other Financial Liabilities.....	(14.49)	6.33
Provisions.....	(69.42)	71.75
Other non-financial liabilities.....	(1.40)	3.39
Cash generated from operations.....	13,573.67	13,782.10
Direct taxes paid - (Net of refunds).....	(1,846.55)	(4,603.86)
<b>Net cash from operating activities.....</b>	<b>11,727.12</b>	<b>9,178.24</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of property, plant and equipment.....	(31.99)	(5.16)
Sale proceeds of property, plant and equipment.....	1.49	-
Purchase of investments.....	(155,134.56)	(136,018.37)
Sale proceeds of investments.....	156,409.65	185,763.11
Deposits placed.....	(999.07)	(109.72)
Deposits matured.....	1,000.00	-
<b>Net cash from investing activities.....</b>	<b>1,245.51</b>	<b>49,629.86</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Buy-back of equity shares.....	-	(45,000.00)
Expenses for buy-back of equity shares.....	-	(346.61)
Cash payments for the principal portion of the lease liability.....	(58.83)	-
Cash payments for the interest portion of the lease liability.....	(13.80)	-
Borrowings.....	495.09	-
Repayment of Borrowings.....	(495.09)	-
Interest Paid thereon.....	(12.49)	-
Dividends/Dividend tax paid.....	(12,168.12)	(13,077.45)
<b>Net cash used in financing activities.....</b>	<b>(12,253.24)</b>	<b>(58,424.06)</b>
<b>Net increase in cash and cash equivalents (A+B+C).....</b>	<b>719.40</b>	<b>384.04</b>
Cash and cash equivalents at the beginning of the year [See Note (iv) below].....	578.31	194.27
Cash and cash equivalents at the end of the year [See Note (iv) below].....	1,297.71	578.31

## Notes :

- The above statement of cash flow has been prepared under the 'Indirect Method' as set out in IndAS 7 - 'Statement of Cash Flows'.
- Since the Company is an investment company, purchase and sale of investments have been considered as part of "Cash flow from investing activities" and interest earned (net) of ₹ 4,699.92 lacs (Previous year ₹ 5,051.79 lacs) and dividend earned of ₹ 9,506.18 lacs (Previous year ₹ 9,927.33 lacs) have been considered as part of "Cash flow from operating activities".
- Direct taxes paid is treated as arising from operating activities and is not bifurcated between investing and financing activities.
- Cash and cash equivalents represents cash and bank balances as per Balance Sheet. Cash and cash equivalents includes current account balances of ₹ 325.17 lacs (Previous year ₹ 294.23 lacs) which are restricted in use on account of unclaimed dividend [ See note 7.2 (i) ].  
Cash and cash equivalents included in the Statement of Cash Flows comprises the following balance sheet items :-

	As at 31.03.2020	As at 31.03.2019
1. Cash and cash equivalents as per Balance Sheet.....	1,297.71	578.31
v) Previous year's figures have been regrouped, wherever necessary.		

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

For and on behalf of the Board  
N. N. TATA  
F. N. SUBEDAR  
Chairman  
Vice Chairman

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN  
Directors

Mumbai, 27th May, 2020

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

### A. Equity Share Capital

(₹ in lacs)

	2019-20	2018-19
Outstanding at the beginning of the year .....	5,059.53	5,509.53
Less: Buyback during the year .....	-	450.00
Outstanding at the end of the year .....	5,059.53	5,059.53

### B. Other equity

(₹ in lacs)

	Reserves and Surplus							Other Comprehensive Income		Total
	Capital Reserve	Capital Redemption Reserve	Securities premium	General Reserve	Impairment Reserves (as per RBI guide-lines)	Statutory Reserve (u/s 45-IC of RBI Act, 1934)	Retained Earnings	Debt Instruments Through Other Comprehensive income	Equity Instruments Through Other Comprehensive income	
<b>Balance as at April 1, 2018 .....</b>	<b>4,163.35</b>	<b>-</b>	<b>75,502.06</b>	<b>56,458.18</b>	<b>-</b>	<b>58,459.09</b>	<b>66,932.79</b>	<b>1,459.51</b>	<b>5,61,710.51</b>	<b>8,24,685.49</b>
Profit for the year .....	-	-	-	-	-	-	13,377.88	-	-	13,377.88
Other Comprehensive Income for the year ..	-	-	-	-	-	-	(44.44)	(1,069.69)	8,329.98	7,215.85
<b>Total Comprehensive Income .....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>13,333.44</b>	<b>(1,069.69)</b>	<b>8,329.98</b>	<b>20,593.73</b>
Reclassification of gain on sale of FVOCI equity instrument .....	-	-	-	-	-	-	11,871.98	-	(11,871.98)	-
Final Dividend on Ordinary shares .....	-	-	-	-	-	-	(11,019.06)	-	-	(11,019.06)
Tax on Dividends .....	-	-	-	-	-	-	(2,265.00)	-	-	(2,265.00)
Transfer to/from retained earnings .....	-	-	-	-	-	2,987.22	(2,987.22)	-	-	-
Buyback of equity shares (Refer note 7.19) ..	-	450.00	(45,000.00)	-	-	-	-	-	-	(44,550.00)
Buyback expenses .....	-	-	-	-	-	-	(346.61)	-	-	(346.61)
Consolidation adjustment for Associates .....	-	-	-	-	-	-	260.94	-	-	260.94
<b>Balance as at March 31, 2019 .....</b>	<b>4,163.35</b>	<b>450.00</b>	<b>30,502.06</b>	<b>56,458.18</b>	<b>-</b>	<b>61,446.31</b>	<b>75,781.26</b>	<b>389.82</b>	<b>558,168.51</b>	<b>787,359.49</b>
Profit for the year .....	-	-	-	-	-	-	9,053.10	-	-	9,053.10
Other Comprehensive Income for the year ..	-	-	-	-	-	-	48.66	68.67	16,291.23	16,408.56
<b>Total Comprehensive Income .....</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,101.76</b>	<b>68.67</b>	<b>16,291.23</b>	<b>25,461.66</b>
Reclassification of gain on sale of FVOCI equity instrument .....	-	-	-	-	-	-	16,212.79	-	(16,212.79)	-
Final Dividend on Ordinary shares .....	-	-	-	-	-	-	(10,119.06)	-	-	(10,119.06)
Tax on Dividends .....	-	-	-	-	-	-	(2,080.00)	-	-	(2,080.00)
Transfer to/from retained earnings .....	-	-	-	-	6.90	2,372.82	(2,379.72)	-	-	-
Consolidation adjustment for Associates .....	-	-	-	-	-	-	30.58	-	-	30.58
<b>Balance as at March 31, 2020 .....</b>	<b>4,163.35</b>	<b>450.00</b>	<b>30,502.06</b>	<b>56,458.18</b>	<b>6.90</b>	<b>63,819.13</b>	<b>86,547.61</b>	<b>458.49</b>	<b>558,246.95</b>	<b>800,652.67</b>

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

For and on behalf of the Board  
N. N. TATA  
F. N. SUBEDAR  
Chairman  
Vice Chairman

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN  
Directors

Mumbai, 27th May, 2020

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020****1. Background Information**

Tata Investment Corporation Limited referred to as ("The Company" or "TICL") and its subsidiary (referred collectively as the "Group"), a non-banking financial company (NBFC) registered with the Reserve Bank of India under the category of Investment Company, is primarily engaged in the business of investment in listed and unlisted equity shares, debt instruments and mutual funds etc. of companies in a wide range of Industries.

These consolidated financial statements of the Group also include the Group's interest in associates.

The consolidated financial statements of the Company as on 31st March, 2020 were approved and authorised for issue by the Board of Directors on May 27, 2020

The national lockdown announced on March 23, 2020 owing to the COVID-19 pandemic affected activities of organizations across the economic ecosystem, impacting earning prospects and valuations of companies and creating volatility in the stock markets. The resultant impact on the fair value of the investments held by the Company are reflected in the Total Comprehensive Income and Total Equity of the Company for the year ended March 31, 2020, in line with the Accounting Policy consistently followed by the Company.

The future income from investments and the valuations of investee companies would depend on the global economic developments in the coming months and the resumption of activity on gradual relaxation of Lockdowns. Based on the current assessment of the potential impact of the COVID-19 on the Company, management is of the view that the balance sheet of the Company has adequate liquidity to service its obligations and sustain its operations.

**2. Statement of Compliance with Ind AS**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

**3(a) Basis of Preparation of Consolidated Financial Statements**

These Consolidated financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments measured at fair value at the end of each reporting period as explained in accounting policies below.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lac, unless otherwise Indicated.

**3(b) Principles of Consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entity controlled by the Company i.e. its subsidiary. It also includes the Group's share of profits, net assets and retained post acquisition reserves of associates that are consolidated using the equity method of consolidation,

Control is achieved when the Company is exposed to, or has rights to the variable returns of the entity and the ability to affect those returns through its power over the entity.

**Subsidiary Company**

The Group combines the financial statements of the parent and its subsidiary company line-by-line adding together like items of assets, liabilities, equity, income and expenses. The intra group balances and intra group transactions between the entities within the Group are fully eliminated.

Non Controlling interests in the results and equity of subsidiary are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet respectively.

The Consolidated Financial Statements include the share of profits / (losses) of the Associate companies which have been accounted as per the 'Equity method', and accordingly, the share of profits / (losses) of each of the Associate companies has been added to the cost of investments.

The excess of cost to the parent company of its investments in the subsidiary company over its share of equity of the Subsidiary company at the dates on which the investments in the Subsidiary company are made, is recognised as 'Goodwill' being an asset in the Consolidated Financial statements.

**Associate Company**

Associates are those entities over which the Group has significant influence, but not control or joint control. Investments in associates are accounted for using the equity method and are initially recognised at cost from the date significant influence commences, and thereafter to recognise the Group's share of post acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of Other Comprehensive Income of the investee in other comprehensive Income. Dividend received or receivable from associated are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses exceeds the carrying value of the associate, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Group has incurred obligations in respect of the associate.

The Financial Statements of the Subsidiary and Associates used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March 2020.

#### Information on Subsidiary and Associate Companies

The following Subsidiary company and Associates are considered in the Consolidated Financial Statements:

Sr. No.	Name of the Company	Relationship	Country of Incorporation	% Holding as on 31.3.2020	% Holding as on 31.3.2019
1	Simto Investment Company Limited	Subsidiary	India	97.57	97.57
2	Tata Asset Management Limited	Associate	India	32.09	32.09
3	Tata Trustee Company Limited	Associate	India	50.00	50.00
4	Amalgamated Plantations Private Limited	Associate	India	24.61	24.61

#### 4. Use of estimates

The preparation of these consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Group to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures including disclosures of contingent assets and contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Key sources of estimation of uncertainty at the date of these Consolidated financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of: fair valuation of unquoted equity investments, impairment of financial instruments, impairment of property, plant & equipment, useful lives of property, plant & equipment, provisions and contingent liabilities and long term retirement benefits.

#### 5. Significant Accounting policies

##### (a) Financial Instruments

###### Classification

A Financial instrument is any contract that give rise to a financial asset of one entity and financial liability or equity instruments of another entity.

Financial assets, other than equity, are classified into, Financial assets at fair value through other comprehensive income (FVOCI) or fair value through profit and loss account (FVTPL) or at amortised cost. Financial assets that are equity instruments are classified as FCTPL or FVOCI. Financial liabilities are classified as amortised cost category and FVTPL.

###### Business Model assessment and Solely payments of principal and interest (SPPI) test:

Classification and measurement of financial assets depends on the business model and results of SPPI test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including;

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel.
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

***Initial recognition:***

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets and financial liabilities, with the exception of loans, debt securities and deposits are recognised on the trade date i.e. when a Group becomes a party to the contractual provisions of the instruments. Loans, debt securities and deposits are recognised when the funds are transferred to the customers account. Trade receivables are measured at the transaction price.

***Subsequent measurement:******Financial assets at amortised cost:***

Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently these are measured at amortised cost using effective interest method less any impairment losses.

***Debt Instruments at FVOCI***

Debt instruments that are measured at FVOCI have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding and that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. These instruments largely comprise long-term investments made by the Group. FVOCI debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and gains and losses are recognised in profit or loss in the same manner as for financial assets measured at amortised cost. On derecognition, cumulative gains or losses previously recognised in OCI are reclassified from OCI to profit or loss."

***Equity Instruments at FVOCI***

These include financial assets that are certain equity instruments as defined in Ind AS 32 Financial Instruments: Presentation and are not held for trading and where the Group's management has elected to irrevocably designated the same as Equity instruments at FVOCI upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognised directly in other comprehensive income, net of applicable income taxes. In respect of investments in Equity Instruments, which are held for trading, the Group's management has elected to designate these instruments at FVTPL on initial recognition.

Gains and losses on these equity instruments are never recycled to profit or loss.

Dividends from these equity investments are recognised in the statement of profit and loss when the right to receive the payment has been established.

***Fair value through Profit and loss account:***

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

***Derivatives recorded at fair value through profit or loss :***

The Group transact in derivative financial instruments which are in the nature of equity-related futures and options contracts. Such derivative financial instruments are initially recognised at fair value on the date on which the derivative contract is entered into and are subsequently re-measured at their fair value at the end of each reporting period. Derivatives are classified as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of such derivative financial instruments are taken directly to statement of profit and loss and included in net gain on fair value changes. The Group has not designated any derivative instruments as a hedging instrument.

***Financial Liabilities and equity instruments:******Classification as debt or equity***

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

### **Other Financial Liabilities:**

These are measured at amortised cost using effective interest rate.

Derecognition of Financial assets and Financial liabilities:

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

### **Impairment of financial assets:**

The Group recognizes a loss allowance for expected credit losses on a financial asset that is at amortized cost or fair value through OCI. Loss allowance in respect of financial assets is measured at an amount equal to life time expected credit losses and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

### **Reclassification of Financial assets:**

The group does not re-classify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances when the group changes its business model for managing such financial assets. The group does not re-classify its financial liabilities.

### **(b) Determination of fair value:**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the group determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

### **(c) Investment in associates**

The Group has chosen to carry the Investments in associates at cost less impairment, if any in the separate financial statements

### **(d) Foreign currency transactions and translation**

The Consolidated financial statements of the group are presented in Indian rupees (₹), which is the functional currency of the Group and the presentation currency for the Consolidated financial statements.

In preparing the Consolidated financial statements, transactions in currencies other than the Group's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising on the retranslation or settlement of monetary items are included in the statement of profit and loss for the period.

### **(e) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts, if any, as they are considered an integral part of the Group's cash management.

### **(f) Property Plant and Equipment and Intangible Assets**

Property, plant and equipment and intangible assets are stated at cost of acquisition less accumulated depreciation / amortisation. Cost includes all expenses incidental to the acquisition of the Property, plant and equipment and intangible assets and any attributable cost of bringing the asset to its working condition for its intended use.

**(g) Capital work in progress and Capital advances**

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed in Other Non-Financial Assets.

**(h) Depreciation and amortisation of property, plant and equipment and intangible assets.**

Depreciation on following tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the furniture and fixtures, in which case the life of the assets has been assessed taking into account the nature of the assets, the estimated usage of the asset on the basis of the management best estimation of getting economic benefits from such assets. Further, assets Individually costing ₹ 5000/- or less are fully depreciated in the year of purchase.

<b>Tangible Assets</b>	<b>Useful life in years</b>
(a) Building	60
(b) Plant & Equipment	15
(c) Furniture and Fixtures	1
(d) Vehicles	8
(e) Office Equipment	5
(f) Leasehold improvements are amortised equitably over the remaining period of the lease.	

Intangible assets - Software is amortised over its estimated useful life of 4 years on straight line method.

The residual values, useful lives and method of Depreciation of property, plant and equipment are reviewed at each financial year end. Changes in the expected useful life are accounted by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

**(i) Impairment of non - financial assets**

The carrying amounts of the Group's property, plant & equipment and intangible assets are reviewed at each reporting period to determine whether there is any Indication of impairment. If any such Indication exists, the asset's recoverable amounts are estimated in order to determine the extent of impairment loss, if any. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The impairment loss, if any, is recognised in the statement of profit and loss in the period in which impairment takes place.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods. A reversal of an impairment loss is recognised immediately in profit or loss.

**(j) Employee benefits****(i) Short term employee benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the employee renders the related service.

**(ii) Post Employment Benefits:**

Post retirement benefits like provident fund, superannuation, gratuity and post retirement medical benefits are provided for as below :

**Defined Contribution Plans:**

Contributions under Defined Contribution Plans i.e. provident fund & superannuation fund are recognised in the Statement of Profit and Loss in the period in which the employee has rendered the service.



### Defined Benefit Plans:

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year end balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) is recognised as an expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value of plan assets

### (iii) Other Long term Benefits

Other long term benefits include compensated absences, Long term service benefit, Pension and sick leave. The liability towards other long term benefits is determined by Independent actuary at every balance sheet date and service cost, net interest on net defined liability/(asset) and re-measurement gains and losses of net defined liability (assets) are recognised in profit and loss account.

### (k) Accounting for provisions, contingent liabilities and contingent assets

Provisions are recognised in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the Group has Indicated to other parties that it will accept certain responsibilities and
- (b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities

Contingent liabilities are not recognised in the financial statements. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

### (l) Income taxes:

Income tax expense comprises both current and deferred tax. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Current income-tax is recognised at the amount expected to be paid to the tax authorities, using the tax rates and tax laws, enacted or substantially enacted as at the balance sheet date.

Taxable profit differs from net profit as reported in the Consolidated statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred income tax assets and liabilities are recognised for temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements and is accounted for using the balance sheet liability method.

Deferred income tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using tax rates and laws, enacted or substantially enacted as of the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as an income or expense in the period that includes the enactment or substantive enactment date.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and they are in the same taxable entity, or a Group of taxable entities where the tax losses of one entity are used to offset the taxable profits of another and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

#### **(m) Recognition of Dividend and Interest income**

Dividend income (including from FVOCI investments) is recognised when the Group's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders or Board of Directors approve the dividend.

Under Ind AS 109 interest income is recorded using the effective interest rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR.

#### **(n) Dividends on ordinary shares**

The Group recognises a liability to make cash or non-cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

#### **(o) Leases**

The Company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

##### ***As a lessee***

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to the lease contract existing on April 1, 2019 using the modified retrospective approach. Accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted. The standard permits a choice on initial adoption, on a lease-by-lease basis, to measure the ROU asset at either its carrying amount as if Ind AS 116 had been applied since the commencement of the lease, or an amount equal to the lease liability adjusted for accruals or prepayments. The Company has elected to measure the right-of-use asset equal to the lease liability, with the result of no net impact on retained earnings and no restatement of prior period comparatives.

The company recognises a right of use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost which comprise the initial amount of lease liability adjusted for any lease payments made before the commencement date. The right of use asset is subsequently depreciated using the straight line method of the balance lease term. In addition, the right of use asset is periodically reduced by impairment loss, if any and adjusted for certain Remeasurements of lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the implicit rate in the lease or the incremental borrowing rate, if that rate cannot be readily available at the commencement date of the lease for the estimated term of the obligation.

Lease payments included in the measurement of the lease liability comprise the amounts expected to be payable over the period of lease. The lease liability is measured at amortised cost using effective interest rate method. It is remeasured when there is a change in future lease payments arising from change in the index or rate.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments (including interest) have been classified as financing cash flows.

**(p) Segment reporting**

The Group is primarily engaged in the business of investment in Companies including group companies. As such the Group's financial statements are largely reflective of the investment business and there is no separate reportable segment.

Pursuant to Ind AS 108 - Operating Segments, no segment disclosure has been made in these consolidated financial statements, as the Group has only one geographical segment and no other separate reportable business segment.

**(q) Onerous contracts**

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

**(r) Goodwill on Consolidation**

Goodwill arising out of consolidation of financial statements of Subsidiaries and Associates is not amortised. However the same is tested for impairment at each Balance Sheet date.

**6. Recent Accounting Developments**

**Standards issued but not yet effective:**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

**7.1 Cash and cash equivalents**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Cash on hand .....	0.13	-
b. Balances with Banks		
- In Current Accounts .....	972.41	284.08
	<b>972.54</b>	<b>284.08</b>

**7.2 Bank Balance other than cash and cash equivalents**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Bank balances in Unpaid dividend accounts .....	325.17	294.23
b. Fixed deposits with bank (refer note (i)) .....	1,244.24	1,305.43
	<b>1,569.41</b>	<b>1,599.66</b>

**Note:**

- (i) Fixed deposits amounting to ₹ 1,244.24 (including interest accrued) having original maturity of 24 months are held by NSE Clearing Limited as collateral and carry a fixed rate of interest.

**7.3 Derivative financial instruments**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
Future contracts:		
Notional Amount .....	392.80	-
(a) Fair Value (Assets) .....	4.78	-
	<b>4.78</b>	<b>-</b>

**Note:**

The Group enters into futures contracts on their portfolio as a part of its ongoing business operations. These instruments are not designated as hedging instruments and are considered as business income.

**7.4 Receivables**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
<b>Trade Receivables</b>		
<b>(Unsecured, considered good)</b>		
a. Receivables against sale of Investments .....	101.42	406.01
b. Others .....	-	3.10
	<b>101.42</b>	<b>409.11</b>

**Note:**

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

## 7.5 Loans

(₹ in lacs)

### (Unsecured and Considered good) - Within India

#### At amortised cost

	As at 31.03.2020	As at 31.03.2019
a. Loans to employees.....	3.77	5.11
	<b>3.77</b>	<b>5.11</b>

## 7.6 Investments

(₹ in lacs)

### I. Fair value through Other Comprehensive Income

i) Quoted Equity shares .....	683,988.50	804,810.04
ii) Unquoted Equity shares .....	51,926.62	58,637.48
iii) Bonds / Debentures .....	40,978.88	49,570.11

### II. Fair value through Profit and Loss

i) Quoted Equity shares .....	2,789.41	228.40
ii) Exchange traded funds .....	6,539.06	-
iii) Debt / Equity Mutual Fund.....	15,014.55	16,487.63
iv) Venture Capital Fund .....	641.48	1,002.65

### III. Others

i) Carrying amount of Investment in Associates (refer note 1 below) .....	10,883.50	12,465.36
	<b>812,762.00</b>	<b>943,201.67</b>

## Note :

1

(₹ in lacs)

Name of the Associates	Country of incorporation	Ownership Interest (%)	Original Cost of Investment	Amount of Goodwill (Capital reserve) in original cost	Share of post acquisition Reserves and surplus	Carrying amount of investments
<b>1. Tata Asset Management Ltd.</b>	<b>India</b>	<b>32.09</b>	<b>1,950.09</b>	<b>990.87</b>	<b>7,795.06</b>	<b>9,745.15</b>
		<i>(32.09)</i>	<i>(1,950.09)</i>	<i>(990.87)</i>	<i>(7,281.24)</i>	<i>(9,231.33)</i>
<b>2. Tata Trustee Company Ltd.</b>	<b>India</b>	<b>50.00</b>	<b>2.62</b>	<b>(1.91)</b>	<b>636.76</b>	<b>639.38</b>
		<i>(50.00)</i>	<i>(2.62)</i>	<i>(1.91)</i>	<i>(818.46)</i>	<i>(821.08)</i>
<b>3. Amalgamated Plantations Pvt. Ltd.</b>	<b>India</b>	<b>24.61</b>	<b>3,660.00</b>	<b>(951.11)</b>	<b>(3,161.03)</b>	<b>498.97</b>
		<i>(24.61)</i>	<i>(3,660.00)</i>	<i>(951.11)</i>	<i>(-1,247.05)</i>	<i>(2,412.95)</i>

Figures in italics & brackets indicate previous year figures

- a) The company has elected an irrevocable option to designate its investments in equity instruments through FVOCI, as the said investments are not held for trading and company continues to invest for long term and remain invested in leaders in sectors, which it believes to have potential to remain accretive over the long term.
- b) Of the total dividend recognised during the year from investment in equity shares designated at FVOCI, ₹ 227.69 (previous year ₹ 369.61 lacs) is relating to investment derecognised during the period and ₹ 9,278.49 (previous year ₹ 9,557.72 lacs) pertains to investments held at the end of reporting period.
- c) During the year, total cumulative gain or loss of ₹ 16,638.93 (previous year ₹ 15,133.04 lacs) on investment in equity shares designated at FVOCI have been transferred to retained earnings on derecognition of related investments after adjusting for tax effect thereon. The fair value of such investments on the date of derecognition is ₹ 27,988.87 (previous year ₹ 45,226.72 lacs).
- d) During the current or previous reporting periods the company has not reclassified any investments since its initial classification.
- e) Shares lent under Stock Lending and Borrowing Scheme of the Securities and Exchange Board of India amount to ₹ 5,863.36 lacs (previous year ₹ 7,286.43 lacs).
- f) The other disclosure regarding fair value and risk arising from financial instruments are explained in note No.16

**7.7 Other Financial Assets**

(₹ in lacs)

	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
<b>(Unsecured, considered good)</b>		
(a) Security deposits .....	<b>93.61</b>	87.41
(b) Dividend declared but not received .....	<b>-</b>	40.43
	<b>93.61</b>	127.84

**7.8 Current tax assets (Net)**

(₹ in lacs)

	<b>As at 31.03.2020</b>	<b>As at 31.03.2019</b>
(a) Advance Tax - Net of provision ₹ 14,953.05 lacs (previous year ₹ 29,094.25 lacs) .....	<b>881.32</b>	743.90
	<b>881.32</b>	743.90

## 7.9 Property, Plant and Equipment

(₹ in lacs)

Name of the Asset	Gross Block				Accumulated Depreciation				Net Block
	As at 01.04.2019	Additions during the year	Deductions/ Adjustments	As at 31.03.2020	As at 01.04.2019	For the year	Deductions/ Adjustments	As at 31.03.2020	Net book value as at 31.03.2020
<b>A. PROPERTY, PLANT AND EQUIPMENT</b>									
i) Buildings.....	1.30	-	-	<b>1.30</b>	1.18	0.02	-	<b>1.20</b>	<b>0.10</b>
Previous year.....	(1.30)	-	-	<b>(1.30)</b>	(1.16)	(0.02)	-	<b>(1.18)</b>	<b>(0.12)</b>
ii) Plant and Equipment ....	11.15	-	-	<b>11.15</b>	9.12	0.33	-	<b>9.45</b>	<b>1.70</b>
Previous year.....	(11.15)	-	-	<b>(11.15)</b>	(8.79)	(0.33)	-	<b>(9.12)</b>	<b>(2.03)</b>
iii) Furniture and Fixtures...	79.16	1.20	0.37	<b>79.99</b>	79.16	1.2	0.37	<b>79.99</b>	-
Previous year.....	(76.15)	(3.01)	-	<b>(79.16)</b>	(76.15)	(3.01)	-	<b>(79.16)</b>	-
iv) Vehicles .....	8.16	-	8.16	-	4.08	-	4.08	-	-
Previous year.....	(8.16)	-	-	<b>(8.16)</b>	(3.06)	(1.02)	-	<b>(4.08)</b>	<b>(4.08)</b>
v) Office Equipment .....	63.82	16.06	1.22	<b>78.66</b>	55.79	6.72	1.10	<b>61.41</b>	<b>17.25</b>
Previous year.....	(66.59)	(2.15)	(4.92)	<b>(63.82)</b>	(56.04)	(4.53)	(4.78)	<b>(55.79)</b>	<b>(8.03)</b>
vi) Leasehold Improvements .....	45.58	14.23	-	<b>59.81</b>	45.58	1.40	-	<b>46.98</b>	<b>12.83</b>
Previous year.....	(45.58)	-	-	<b>(45.58)</b>	(45.58)	-	-	<b>(45.58)</b>	-
<b>GRAND TOTAL.....</b>	<b>209.17</b>	<b>31.49</b>	<b>9.75</b>	<b>230.91</b>	<b>194.91</b>	<b>9.67</b>	<b>5.55</b>	<b>199.03</b>	<b>31.88</b>
Previous year.....	<b>(208.93)</b>	<b>(5.16)</b>	<b>(4.92)</b>	<b>(209.17)</b>	<b>(190.78)</b>	<b>(8.91)</b>	<b>(4.78)</b>	<b>(194.91)</b>	<b>(14.26)</b>

## 7.10 Other Intangible assets

(₹ in lacs)

Name of the Asset	Gross Block				Amortisation				Net Block
	As at 01.04.2019	Additions during the year	Deductions/ Adjustments	As at 31.03.2020	As at 01.04.2019	For the year	Deductions/ Adjustments	As at 31.03.2020	Net book value as at 31.03.2020
Software.....	4.17	0.50	0.78	<b>3.89</b>	3.97	0.13	0.59	<b>3.51</b>	<b>0.38</b>
Previous year.....	(4.17)	-	-	<b>(4.17)</b>	(3.44)	(0.53)	-	<b>(3.97)</b>	<b>(0.20)</b>

## 7.11 Right of use assets

(₹ in lacs)

Name of the Asset	Gross Block				Amortisation				Net Block
	As at 01.04.2019*	Additions during the year	Deductions/ Adjustments	As at 31.03.2020	As at 01.04.2019	For the year	Deductions/ Adjustments	As at 31.03.2020	Net book value as at 31.03.2020
Right of Use (ROU) Lease Asset .....	162.30	-	-	<b>162.30</b>	-	64.92	-	<b>64.92</b>	<b>97.38</b>

\* Opening effect of ROU

**7.12 Other Non Financial Assets**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Capital Advances .....	38.04	38.04
b. Prepaid Expenses.....	32.83	43.31
c. Taxes due from Government.....	14.11	6.27
	<b>84.98</b>	<b>87.62</b>

**7.13 Trade Payables**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
<b>(I) Trade Payables</b>		
(i) total outstanding dues of micro enterprises and small enterprises .....	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		
- Payable against purchase of investments.....	-	-
- Accrued Expenses.....	496.67	599.92
	<b>496.67</b>	<b>599.92</b>

- None of the parties grouped under Trade Payables have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006.
- Disclosure of amounts due to Micro, Small and Medium enterprises is based on information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006' (MSMED). This has been relied upon by the auditors.
- Trade Payables include amount payable to the holding company, Tata Sons Private Ltd., ₹ 75.07 lacs (Previous year ₹ 86.26 lacs).
- Trade payables are recognised at their original invoices amounts which represents their fair values on initial recognition. Trade payables are considered to be of short duration and are not discounted and the carrying values are assumed to approximate their fair values.

**7.14 Other Financial Liabilities**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Unpaid dividends .....	325.17	294.23
b. Income received in Advance .....	14.56	28.36
c. Lease Liability.....	103.47	-
d. Others .....	40.24	40.93
	<b>483.44</b>	<b>363.52</b>

**7.15 Current tax liabilities (Net)**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Provisions for tax - Net of advance tax ₹ 8,168.63 lacs (Previous year ₹ 4,537.2 lacs) .....	158.31	19.66
	<b>158.31</b>	<b>19.66</b>

**7.16 Provisions**

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Provisions for employee benefits .....	574.55	643.97
b. Provision against standard assets (as per RBI regulations) (refer note 7.20 on Impairment reserves) .....	-	0.70
	<b>574.55</b>	<b>644.67</b>



## 7.17 Deferred Tax Liabilities

Significant components of net deferred tax assets and liabilities as at March 31, 2020 are as follows :

(₹ in lacs)

	Opening Balance	Recognised in Profit and Loss	Recognised in OCI	Closing Balance
Deferred tax liabilities in relation to:				
Financial Assets carried at fair valued through Profit and Loss .....	202.04	(280.37)	-	(78.33)
Financial Assets carried at fair valued through Other Comprehensive Income .....	107.08	-	(101.84)	5.24
Equity carried at fair valued through Other Comprehensive Income.....	153,299.49	-	(142,794.29)	10,505.20
Others.....	14.37	(58.03)	-	(43.66)
<b>Deferred tax liabilities</b> .....	<b>153,622.98</b>	<b>(338.40)</b>	<b>(142,896.13)</b>	<b>10,388.45</b>

Significant components of net deferred tax assets and liabilities as at March 31, 2019 are as follows :

(₹ in lacs)

	Opening Balance	Recognised in Profit and Loss	Recognised in OCI	Closing Balance
Deferred tax liabilities in relation to:				
Financial Assets carried at fair valued through Profit and Loss .....	252.55	(50.51)	-	202.04
Financial Assets carried at fair valued through Other Comprehensive Income .....	400.90	-	(293.82)	107.08
Equity carried at fair valued through Other Comprehensive Income.....	154,268.32	-	(968.83)	153,299.49
Others.....	17.96	(3.59)	-	14.37
<b>Deferred tax liabilities</b> .....	<b>154,939.73</b>	<b>(54.10)</b>	<b>(1,262.65)</b>	<b>153,622.98</b>

## 7.18 Other Non Financial Liabilities

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
a. Statutory liabilities.....	14.49	15.89
	<b>14.49</b>	<b>15.89</b>

## 7.19 Equity Share Capital

(₹ in lacs)

Particulars	As at 31.03.2020	As at 31.03.2019
<b>(a) Authorised Capital</b>		
60,000,000 (Previous year 60,000,000) Ordinary shares of ₹ 10 each .....	6,000.00	6,000.00
<b>Issued Capital</b>		
50,595,796 (Previous year 50,595,796) Ordinary shares of ₹ 10 each fully paid up .....	5,059.58	5,509.58
<b>Subscribed and Paid up Capital</b>		
50,595,296 (Previous year 50,595,296) Ordinary shares of ₹ 10 each fully paid up .....	5,059.53	5,059.53
	<b>5,059.53</b>	<b>5,059.53</b>

- (b) 34,664,663 Ordinary shares - 68.51% (Previous year 34,664,663 Ordinary shares - 68.51%) of ₹ 10/- each are held by the Holding Company, Tata Sons Private Ltd. No other shareholder holds more than 5% of the Ordinary share capital of the Company. 805,843 Ordinary shares (Previous Year 805,843) are held by a Subsidiary of the Holding Company and 847,695 Ordinary shares (Previous year 847,695 ) are held by Associates of the Holding Company.
- (c) Reconciliation of the number of shares outstanding at the beginning and at the end of the period

	2019-20		2018-19	
	No. of Shares	Amount (₹ In lacs)	No. of Shares	Amount (₹ In lacs)
Outstanding at the beginning of the year .....	50,595,296	5,059.53	55,095,296	5,509.53
Less: Shares extinguished on buyback.....	-	-	4,500,000	450.00
Outstanding at the end of the year .....	50,595,296	5,059.53	50,595,296	5,059.53

- (d) Par value per share is ₹ 10 each
- (e) The Company has only one class of Ordinary shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.
- (f) The company is Investment company, the objective of company is invest in long term investments, and distributing the profits of company by way of dividends in a way that shareholders can participate equitably in the company's growth, while maintaining the financial foundation of the company and ensure sustainable growth. Accordingly the Company has framed various policies such as investment policy, dividend distribution policy which lays down the framework of company's capital management
- (g) The Board of Directors of the Company, at its meeting held on November 16, 2018 had approved a proposal to buyback upto 4,500,000 equity shares of the Company for an aggregate amount not exceeding ₹ 45,000 lacs being 8.17% of the total paid up equity share capital at ₹ 1000/- per equity share, which was approved by the shareholders by means of a special resolution through a postal ballot. A Letter of Offer was made to all eligible shareholders. The Company bought back 4,500,000 equity shares out of the shares that were tendered by eligible shareholders and extinguished the equity shares bought on February 22, 2019. Capital Redemption Reserve was created to the extent of Share Capital extinguished ₹ 450 lacs. Total amount of 45,000 lacs from securities premium was utilised towards the buy-back and ₹ 346.61 lacs utilised from retained earning towards transaction costs of buy-back.

## 7.20 Other Equity

(₹ in lacs)

	As at 31.03.2020	As at 31.03.2019
<b>Capital Reserve</b>		
Balance at the beginning and end of the year .....	4,163.35	4,163.35
<b>Capital Redemption Reserve</b>		
Balance at the beginning of the year.....	450.00	-
Add: Addition during the year (Refer note 7.19).....	-	450.00
	<b>450.00</b>	<b>450.00</b>
<b>Securities Premium reserve</b>		
Balance at the beginning of the year.....	30,502.06	75,502.06
Less: Utilised for buyback of equity shares (Refer note 7.19) .....	-	(45,000.00)
	<b>30,502.06</b>	<b>30,502.06</b>
<b>General reserve</b>		
Balance at the beginning and end of the year .....	56,458.18	56,458.18

## 7.20 Other Equity

(₹ in lacs)

### Impairment Reserves (as per RBI guidelines)

	As at 31.03.2020	As at 31.03.2019
Balance at the beginning of the year.....	-	-
Add: Transfer from retained earnings .....	6.90	-
	<b>6.90</b>	-

### Statutory Reserve (u/s 45-IC of RBI Act, 1934)

Balance at the beginning of the year.....	61,446.31	58,459.09
Add Movement during the year .....	2,372.82	2,987.22
	<b>63,819.13</b>	61,446.31

### Retained Earnings

Balance at the beginning of the year.....	75,781.26	66,932.79
Add: Profit for the year .....	9,053.10	13,377.88
Add: Realised gains on sale of equity shares carried through FVOCI.....	16,212.79	11,871.98
Less: Buyback expenses (Refer note 7.19) .....	-	(346.61)
Less: Reclassification of Remeasurement gain / (loss) on defined benefits plans .....	48.66	(44.44)
Less: Final Dividend on Ordinary Shares.....	(10,119.06)	(11,019.06)
Less: Tax on Final Dividend .....	(2,080.00)	(2,265.00)
Less: Transfer to Impairment Reserves.....	(6.90)	-
Less: Transfer to Statutory Reserve .....	(2,372.82)	(2,987.22)
Add/(Less): Consolidation adjustment for Associates.....	30.58	260.94
	<b>86,547.61</b>	75,781.26

### Items of Other Components of Equity

#### Debt Instrument through OCI

Balance at the beginning of the year.....	389.82	1,459.51
Add: Profit for the year .....	68.67	(1,069.69)
	<b>458.49</b>	389.82

#### Equity instrument Through OCI

Balance at the beginning of the year.....	558,168.51	5,61,710.51
Add: Profit for the year .....	16,291.23	8,329.98
Less: Realised gains on sale of equity shares carried through FVOCI.....	(16,212.79)	(11,871.98)
	<b>558,246.95</b>	558,168.51

#### Other items of other Comprehensive income

Balance at the beginning of the year.....	-	-
Add: Profit for the year .....	48.66	(44.44)
Less: Reclassification of Remeasurement loss on define benefits plans .....	(48.66)	44.44
	-	-
	<b>558,705.44</b>	558,558.33
	<b>800,652.67</b>	787,359.49

**Nature and purpose of reserves:****Capital Reserve**

The Company recognises profit and loss on purchase, sale, issue or cancellation of the its own equity instruments to capital reserve

**Capital redemption reserve**

Whenever there is a buy-back or redemption of share capital the nominal value of the capital is transferred to a reserve called Capital Redemption Reserve so as to retain the capital intact.

**Securities Premium reserve**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

**General reserve**

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

**Statutory reserve**

Special reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act") and related regulations applicable to those companies. Under the RBI Act, a non-banking finance company is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. Appropriation from this reserve fund is permitted only for the purposes specified by the RBI.

**Impairment Reserve**

Impairment Reserve represents the reserve created pursuant to the RBI circular dated March 13, 2020 on 'Implementation of Indian Accounting Standards'. Under the circular, where the impairment allowance under IND AS 109 is lower than the provisioning required as per prudential norms on Income Recognition, Asset Classification and Provisioning (including standard asset provisioning) the difference should be appropriated from the net profit to a separate 'Impairment Reserve'. Withdrawals from this reserve is allowed only after obtaining permission from the RBI. Though the Company is generally not in the activity of lending loans and advances, however, the provision for standard asset outstanding as on April 1, 2019 has been reversed and an amount equivalent to 0.40% of standard assets has been transferred to 'Impairment Reserve' as on March 31, 2020 out of abundant caution.

**8.1 Interest Income**

(₹ in lacs)

	Year Ended 31.03.2019	Year Ended 31.03.2019
a. On Financial Assets measured at fair value through OCI		
i) Interest income from investments .....	4,606.79	4,944.95
b. On Financial Assets measured at Amortised Cost		
i) Interest on bank deposits .....	84.80	99.04
ii) Other interest income .....	8.33	7.80
	<b>4,699.92</b>	<b>5,051.79</b>

## 8.2 Net gain/ (loss) on fair value changes

(₹ in lacs)

(A) Net gain/ (loss) on financial instruments at fair value through profit and loss account :-

	Year Ended 31.03.2020	Year Ended 31.03.2019
a) On trading portfolio		
- Derivative gain / loss on financial instruments .....	-	(4.11)
b) Others		
- Realised gains on bonds / debentures .....	-	298.52
- Equity instruments .....	-	(81.07)
- Mutual Funds.....	-	2,133.17
- Venture Capital.....	-	(36.95)
	-	2,309.56
Fair Value changes:		
-Realised .....	-	2,781.72
-Unrealised.....	-	(472.16)
	-	2,309.56

## 8.3 Other income

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
a. Provision against standard assets of NBFCs written back (refer note 7.20 on Impairment reserves) .....	0.70	-
b. Other Income .....	8.78	10.35
	9.48	10.35

## 8.4 Employee Benefits Expenses

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
a. Salaries and wages including bonus .....	899.26	1,030.41
b. Contribution to provident and other funds.....	74.41	77.38
c. Staff welfare expenses .....	101.83	87.14
	1,075.50	1,194.93

## 8.5 Finance Cost

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
(a) Measured at amortised cost		
(i) Interest on borrowings (other than debt securities).....	12.49	-
b. Finance cost on right of use.....	13.80	-
	26.29	-

### Note:

The Company has adopted Ind AS 116 "Lease" effective 1st April, 2019, and has applied the same to its existing leases using modified retrospective method. Accordingly, previous period information has not been restated and is not comparable to that extent.

**8.6 Net (gain) / loss on fair value changes**

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
A. Net (gain)/ loss on financial instruments at fair value through profit and loss account		
- Derivative gain on financial instruments .....	(166.63)	-
- Realised gains on bonds / debentures .....	(284.52)	-
- Equity instruments .....	1,128.43	-
- Mutual Funds.....	940.79	-
- Venture Capital .....	99.53	-
	<b>1,717.60</b>	-
Fair Value changes:		
-Realised.....	(1,467.35)	-
-Unrealised.....	3,184.95	-
	<b>1,717.60</b>	-

**Note:**

The above gain on derivative financial instruments are in the nature of futures & covered call option contracts and are classified as a trading portfolio.

**8.7 Other expenses**

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
i) Power .....	5.41	5.29
ii) Rent.....	16.39	81.91
iii) Repairs to machinery.....	2.38	3.32
iv) Insurance .....	1.01	0.24
v) Donations		
-Towards Corporate Social Responsibility.....	415.20	364.80
- Others.....	0.11	-
vi) Provision against standard assets of NBFCs (as per RBI regulations) (refer note 7.20 on Impairment reserves) .....	-	0.01
vii) Net loss on sale of property, plant and equipment.....	2.89	0.16
viii) GST paid on securities lending and borrowings .....	12.72	83.15
ix) Payments to auditors		
(a) Statutory Auditor		
(i) Audit fees.....	12.50	11.75
(ii) Tax Audit fees .....	1.08	1.08
(iii) For other services.....	11.96	7.71
(iv) For Taxation Matters .....	2.78	1.18
(v) GST on above .....	5.15	1.87
	<b>33.47</b>	23.59
(b) Internal Auditor.....	10.21	9.33
<b>Total (a) + (b) .....</b>	<b>43.68</b>	32.92
x) Miscellaneous expenses.....	376.45	354.71
	<b>876.24</b>	926.51

### 8.7.1 Details of CSR expenditure:

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
a) Gross amount required to be spent by the Company during the year .....	400.71	363.96
b) Amount spent during the year		
i) Construction / acquisition of any asset .....	-	-
ii) On purposes other than (i) above .....	415.20	364.80

### 8.7.2 Tax Expense

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
<b>(a) Amounts recognised in profit and loss</b>		
- Current Tax .....	1,535.49	1,366.00
- Excess provision of tax relating to earlier years .....	(130.23)	-
- Deferred tax relating to origination and reversal of temporary differences .....	(338.40)	(54.10)
<b>Total tax charge .....</b>	<b>1,066.86</b>	<b>1,311.90</b>
<b>(b) Amounts recognised in other comprehensive income</b>		
- Remeasurements of the defined benefit plans .....	(16.36)	13.56
- Equity Instruments through Other Comprehensive Income .....	141,131.76	(2,292.21)
- Bonds / Debentures through Other Comprehensive Income .....	101.85	293.82
	<b>141,217.25</b>	<b>(1,984.83)</b>
<b>(c) Reconciliation of the total tax charge:</b>		
- Accounting profit before tax .....	10,075.81	14,693.93
- At India's statutory income tax rate of 25.168% (2019: 21.5488%) .....	2,797.23	3,166.37
- Adjustment in respect of current income tax of prior years .....	(130.23)	-
- Income-tax at different rate .....	15.65	333.10
- Non-deductible tax expenses (net) .....	118.32	-
- Income not subject to tax		
- Dividend (net of expenses disallowed on exempt income) .....	(2,094.07)	(2,189.00)
- Net gain on fair value changes .....	483.30	-
- Others .....	215.06	1.43
- Impact of change in tax rate .....	(338.40)	-
<b>Income tax expense reported in the Consolidated statement of profit and loss .....</b>	<b>1,066.86</b>	<b>1,311.90</b>

The effective income tax rate for 31 March 2020 is 10.59% (31 March 2019: 8.93%).

### 9. Details of Earnings per share

(₹ In lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
Profit attributable to Equity share holders .....	9,053.10	13,377.88
Weighted average number of Ordinary shares for computing - Basic and Diluted earnings per share .....	50,595,296	54,639,132
Earnings per Ordinary share (Weighted average) Basic and Diluted (Rupees) .....	17.89	24.48

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of the completion of these financial statements which would require the restatement of EPS.

**10. Segment Information**

As the Company has no activities other than those of an investment company, the segment reporting under Indian Accounting Standard Ind AS 108 - 'Operating Segments' is not applicable. The Company does not have any reportable geographical segment.

**11. Contingent Liabilities & Commitments**

(₹ in lacs)

Contingent Liabilities

Income Tax matters decided in the Company's favour by appellate authorities, where the department is in further appeal. ....

Year Ended 31.03.2020	Year Ended 31.03.2019
11.31	11.31

Commitments

(a)	Uncalled liability on investments in Venture Capital Funds. ....	335.00	451.04
(b)	Investments partly paid – Equity Shares of ₹ 10 each in Tata Steel Ltd. (₹ 2.504 paid up).....	1,248.71	1,248.71

- 12.** Dividend of ₹ 18 per share (previous year ₹ 20 per share) amounting to ₹ 9,107.15 lacs (previous year ₹ 12,199.06 lacs [including tax thereon ₹ 2,080.00 lacs]) is proposed on ordinary shares. The recommended dividend will be accounted for when approved by the shareholders.

**13. Disclosures for leasing arrangements**

- (a) The Company has taken its office premises on operating lease.  
(b) Amount recognised during the year

(₹ in lacs)

	Year Ended 31.03.2020	Year Ended 31.03.2019
i) Depreciation on ROU Asset .....	64.92	-
ii) Finance cost on lease liability .....	13.80	-
(c) The movement in the lease liabilities during the year ended March 31, 2020 is as under :		
Opening effect of lease liability.....	162.30	-
Add: Additions.....	-	-
Add: Finance cost accrued during the year.....	13.80	-
Less: Deletions.....	-	-
Less: Payment of lease liabilities during the year.....	(72.63)	-
Balance at the end of the year .....	103.47	-
(d) The details regarding the contractual maturities of lease liabilities as of March 31, 2020 on an undiscounted basis:		
i) Less than one year.....	76.26	-
ii) One to five years .....	39.06	-
iii) More than 5 years.....	-	-
	115.32	-



#### 14. Employee Benefits

##### (a) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Family Pension Fund and Superannuation Fund which is a defined contribution plan. The Company has no obligations other than these three funds to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund, Family Pension Fund and Superannuation Fund for the year are summarised below.

##### Company's contribution to:

	Year ended 31.03.2020	Year ended 31.03.2019
Provident Fund.....	31.63	33.01
Superannuation Fund.....	24.12	26.86
Employees' State Insurance Scheme.....	0.11	0.16
	<b>55.86</b>	<b>60.03</b>

##### (b) Defined benefit plans

##### I Retiring gratuity (Funded)

##### (i) The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:

	Year ended 31.03.2020	Year ended 31.03.2019
<b>Change in defined benefit obligations:</b>		
Obligation at the beginning of the year .....	306.09	296.35
Current service cost .....	18.66	17.42
Past service cost .....	-	-
Interest costs.....	20.70	21.52
Remeasurement (gain)/loss.....	(4.48)	10.27
Liability assumed.....	12.91	-
Benefits paid .....	(36.09)	(39.47)
<b>Obligation at the end of the year</b>	<b>317.79</b>	<b>306.09</b>
<b>Change in plan assets:</b>		
<b>Fair value of plan assets at the beginning of the year .....</b>	<b>306.09</b>	<b>296.35</b>
Interest income .....	21.47	22.30
Remeasurement gain/(loss) excluding amount included within employee benefit expense .....	5.34	(0.11)
Employers' contribution .....	-	27.02
Benefits paid .....	(36.09)	(39.47)
Assets acquired .....	12.91	-
<b>Fair value of plan assets at the end of the year .....</b>	<b>309.72</b>	<b>306.09</b>
<b>Amounts recognised in the balance sheet consist of:</b>		
Fair value of plan assets .....	309.72	306.09
Present value of obligation.....	317.79	306.09
	<b>(8.07)</b>	<b>-</b>

	(₹ in lacs)	
	Year ended 31.3.2020	Year ended 31.3.2019
<b>Expense recognised in the statement of profit and loss consists of:</b>		
<b>Employee benefits expense:</b>		
Current service cost .....	18.66	17.42
Net interest expense .....	(0.77)	(0.78)
	<u>17.89</u>	<u>16.64</u>
<b>Other comprehensive income:</b>		
Return on plan assets excluding amount included in employee benefits expense .....	(5.34)	0.11
Actuarial (gain)/loss arising from changes in demographic assumption .....	-	0.07
Actuarial (gain)/loss arising from changes in financial assumption .....	(13.53)	2.16
Actuarial (gain)/loss arising from changes in experience adjustments .....	9.05	8.04
	<u>(9.82)</u>	<u>10.38</u>
<b>Expense/(gain) recognised in the statement of profit and loss</b>	<u><b>8.07</b></u>	<u><b>27.02</b></u>
 <b>(ii) Fair value of plan assets by category of investment is as below:</b>		
Assets Category : .....		
Debt instruments (quoted) .....	287.60	244.19
Debt instruments (unquoted) .....	11.79	11.78
Others (unquoted) .....	10.33	50.12
	<u>309.72</u>	<u>306.09</u>
 <b>(iii) Key assumptions used in the measurement of retiring gratuity is as below:</b>		
Discount rate (per annum) .....	6.25%	7.70%
Rate of escalation in salary (per annum) .....	6.00%	8.00%
 <b>(iv) Weighted average duration of the retiring gratuity obligation is 6.67 years (March 31, 2019: 7.33 Years).</b>		
<b>(v) The Company expects to contribute ₹ 20 lakhs to the plan during the financial year 2020-21.</b>		
<b>(vi) The table below outlines the effect on retiring gratuity obligation in the event of a decrease/increase of 0.50% in the assumptions used.</b>		

**As at March 31, 2020**

Assumption	Change in assumption	Impact on obligation	
		Increase	Decrease
Discount rate	Increase by 0.50%, decrease by 0.50%	₹ 307.04 lacs	₹ 328.74 lacs
		(3.38%)	3.45%
Salary rate	Increase by 0.50%, decrease by 0.50%	₹ 328.92 lacs	₹ 307.17 lacs
		3.50%	(3.34%)

**As at March 31, 2019**

Assumption	Change in assumption	Impact on obligation	
		Increase	Decrease
Discount rate	Increase by 0.50%, decrease by 0.50%	₹ 295.19 lacs	₹ 317.65 lacs
		(3.56%)	3.77%
Salary rate	Increase by 0.50%, decrease by 0.50%	₹ 317.54 lacs	₹ 317.54 lacs
		3.74%	(3.57%)

The above sensitivities may not be representative of the actual change as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**(vii) Projected Plan Cash Flow :**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

(₹ in lacs)

Maturity Profile	Year ended 31.3.2020	Year ended 31.3.2019
Expected benefits for year 1 .....	59.29	74.58
Expected benefits for year 2 .....	5.08	5.55
Expected benefits for year 3 .....	17.83	5.83
Expected benefits for year 4 .....	5.41	18.77
Expected benefits for year 5 .....	37.67	6.31
Expected benefits for year 6 .....	7.92	38.25
Expected benefits for year 7 .....	28.84	8.74
Expected benefits for year 8 .....	113.86	31.36
Expected benefits for year 9 .....	27.30	117.23
Expected benefits for year 10 and above .....	204.61	293.60

The Company expects to contribute ₹ 20 lakhs to the plan during the financial year 2020-21.

**(viii) Risk Associated with Defined Benefit Plan- Gratuity**

**Inherent risk :** The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

**Investment Risk and Asset-Liability Risk :** The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan are required to invest the funds as per the prescribed pattern of investments laid out in the income tax rules for such approved plans. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively.

During the year, there were no plan amendments, curtailments and settlements.

**(II) Post retirement medical benefits**

Under this unfunded scheme, employees of the Company receive medical benefits subject to certain limits on amounts of benefits, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Employees separated from the Company under an early separation scheme, on medical grounds or due to permanent disablement are also covered under the scheme. The Company accounts for the liability for post-retirement medical scheme based on an year end actuarial valuation.

- (i) The following table sets out the amounts recognised in the financial statements in respect of post retirement medical benefits and other defined benefit plans.

	(₹ in lacs)	
	Year ended 31.03.2020 Medical	Year ended 31.03.2019 Medical
<b>Change in defined benefit obligation:</b>		
Obligation at the beginning of the year .....	221.53	155.43
Current Service Cost.....	8.15	6.43
Interest Cost .....	16.77	11.65
Remeasurement (Gain)/ Loss .....	(55.20)	52.55
Benefits paid .....	(3.29)	(4.53)
Past Service Cost.....	-	-
<b>Obligation at the end of the year .....</b>	<b>187.96</b>	<b>221.53</b>
<b>Amounts recognised in the balance sheet consist of:</b>		
Fair value of plan assets .....	-	-
Present value of obligation.....	-	-
	-	-

	(₹ in lacs)	
	Year ended 31.03.2020 Medical	Year ended 31.03.2019 Medical
<b>Expense recognised in the statement of profit and loss consists of:</b>		
<b>Employee benefits expense:</b>		
Current service cost .....	8.15	6.43
Net interest expense .....	16.77	11.65
	<b>24.92</b>	<b>18.08</b>
<b>Other comprehensive income:</b>		
Return on plan assets excluding amount included in employee benefits expense .....	-	1.70
Actuarial (gain)/loss arising from changes in demographic assumption .....	-	1.70
Actuarial (gain)/loss arising from changes in financial assumption .....	35.75	(3.22)
Actuarial (gain)/loss arising from changes in experience adjustments.....	(90.95)	54.07
	<b>(55.20)</b>	<b>52.55</b>
<b>Expense/(gain) recognised in the statement of profit and loss</b>	<b>(30.28)</b>	<b>70.63</b>

- (ii) Key assumptions used in the measurement of retiring gratuity is as below:

Discount Rate (per annum).....	6.25%	7.55%
Inflation rate (per annum) .....	6.00%	6.00%

- (iii) Weighted average duration of post-retirement medical benefit obligation is 15.38 years (March 31, 2019: 14.39 years).

- (iv) The table below outlines the effect on retiring gratuity obligation in the event of a decrease/increase of 0.50% in the assumptions used.

**As at March 31, 2020**

Assumption	Change in assumption	Impact on obligation	
		Increase	Decrease
Discount rate	Increase by 0.50%, decrease by 0.50%	(7.48%)	8.40%
Medical Inflation	Increase by 0.50%, decrease by 0.50%	17.71%	(14.32%)
Life Expectancy	Increase by 0.50%, decrease by 0.50%	2.54%	(2.73%)

**As at March 31, 2019**

Assumption	Change in assumption	Impact on obligation	
		Increase	Decrease
Discount rate	Increase by 0.50%, decrease by 0.50%	(6.83%)	7.60%
Medical Inflation	Increase by 0.50%, decrease by 0.50%	16.18%	(13.28%)
Life Expectancy	Increase by 0.50%, decrease by 0.50%	6.53%	1.85%

The above sensitivities may not be representative of the actual change as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**(v) Projected Plan Cash Flow :**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

Maturity Profile	(₹ in lacs)	
	Year ended 31.3.2020	Year ended 31.3.2019
Expected benefits for year 1 .....	4.58	4.60
Expected benefits for year 2 .....	4.86	7.52
Expected benefits for year 3 .....	5.16	7.98
Expected benefits for year 4 .....	5.75	8.45
Expected benefits for year 5 .....	6.08	10.11
Expected benefits for year 6 .....	7.15	10.68
Expected benefits for year 7 .....	7.55	12.35
Expected benefits for year 8 .....	8.39	13.01
Expected benefits for year 9 .....	9.23	14.39
Expected benefits for year 10 and above .....	577.20	852.63

Weighted average duration of post-retirement medical benefit obligation is 15.38 years (March 31, 2019: 14.39 Years).

**Risk Associated with Defined Benefit Plan- Post Retirement Medical Benefits**

Inherent risk : The plan is of a defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse increase in healthcare costs or demographic experience can result in an increase in cost of providing these benefits to employees in future. The benefits are also paid during the lifetime of the beneficiaries and the plan carries the longevity risks.

During the year, there were no plan amendments, curtailments and settlements.

**(vi) Other Long Term Benefits**

Other Long Term Benefits include compensated absences, sick leave, long term service benefit and pension. The liability towards other long term benefits is determined by independent actuary at every balance sheet date.

Amounts recognised in the balance sheet consist of:

	(₹ in lacs)	
	Year ended 31.3.2020	Year ended 31.3.2019
(i) Compensated Absences (including privileged leave and sick leave) .....	246.23	288.06
(ii) Long Term Service Benefit .....	37.27	43.58
(ii) Pension .....	95.02	90.80
	<b>378.52</b>	<b>422.44</b>

**15. Related Parties Disclosures****a) List of Related Parties and Relationship****Holding Company**

Tata Sons Pvt. Ltd.

**Associates**

Tata Asset Management Ltd.

Tata Trustee Company Ltd.

Amalgamated Plantations Pvt. Ltd.

**Other Subsidiaries / Associates / Associate of Fellow Subsidiary of Promoter / Joint Venture :- (with whom the Company has transactions)**

- |  |  |
|--|--|
| 1. Ewart Investments Ltd.  | 2. Infiniti Retail Ltd.                  |
| 3. Tata Teleservices (Maharashtra) Limited                           | 4. Tata Autocomp Systems Ltd.            |
| 5. Tata Consultancy Services Ltd.                                    | 6. Tata International Ltd.               |
| 7. Tata Chemicals Ltd.   | 8. Tata Elxsi Ltd.                       |
| 9. Tata Consumer Products Ltd. (formerly Tata Global Beverages Ltd.) | 10. Tata Motors Ltd.                     |
| 11. Tata Power Company Ltd.  | 12. Tata Steel Ltd.                      |
| 13. The Indian Hotels Company Ltd.                                   | 14. Titan Company Ltd.                   |
| 15. Trent Ltd.   | 16. Voltas Ltd.                          |
| 17. The Associated Building Company Ltd.                             | 18. Tata AIA Life Insurance Company Ltd. |
| 19. Tata AIG General Insurance Company Ltd.                          |  |

**Other Related Parties**

1. Tata Investment Corporation Limited - Provident Fund
2. The Investment Corporation of India Limited - Employees Gratuity Trust Fund
3. Tata Sons Consolidated Superannuation Fund

**Key Management Personnel (KMP)**

Mr. A. N. Dalal (Executive Director)

## b) Related Party Transactions

(₹ in lacs)

	2019-20							2018-19								
	Holding Company	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties	KMP	Holding Company	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties	KMP
1. Proceeds received on Buy-back.	-	-	-	-	-	-	-	-	-	-	376.97	-	-	-	-	-
2. Interest income on debentures.	-	-	166.64	2,290.53	-	-	-	-	-	-	186.00	2,495.50	-	-	-	-
3. Redemption of debentures.....	-	-	2,000.00	2,400.00	-	-	-	-	-	-	-	-	-	-	-	-
4. Dividends received.....	32.60	486.79	935.23	4,945.82	-	-	-	-	26.08	664.05	332.33	5,974.54	-	-	-	-
5. Dividends paid.....	6,932.93	-	161.17	169.53	-	-	-	-	7,508.21	-	173.89	183.77	-	-	-	-
6. Purchase of fixed assets.....	-	-	1.38	-	-	-	-	-	-	-	0.61	-	-	-	-	-
7. Brand equity subscription expense .....	82.43	-	-	-	-	-	-	-	89.23	-	-	-	-	-	-	-
8. Rent paid.....	-	-	85.71	-	-	-	-	-	-	-	74.13	-	-	-	-	-
9. Other expenses.....	3.02	-	1.73	7.29	17.39	4.11	-	-	0.77	-	3.84	4.33	8.20	0.88	-	-
10. Paid towards Buy-back of Equity Shares.....	-	-	-	-	-	-	-	-	28,764.08	-	636.29	711.82	-	-	-	-
11. Employee benefits received.....	-	-	2.84	-	-	-	-	-	-	-	-	-	-	-	76.77	-
12. Contribution to Employees benefit trust.....	-	-	-	-	-	-	54.32	-	-	-	-	-	-	-	-	-
13. Compensation to KMP .....	-	-	-	-	-	-	-	329.23	-	-	-	-	-	-	-	307.80
Short term employee benefits... Post employment benefits *	-	-	-	-	-	-	-	145.80	-	-	-	-	-	-	-	162.00
Debit balance outstanding at year end - Outstanding receivables .....	-	-	100.03	12,049.54	0.36	-	-	-	-	-	2,119.36	22,651.30	-	-	-	-
Credit balance outstanding at year end - Outstanding payables.....	75.07	-	-	-	-	-	8.08	145.80*	86.26	-	0.41	-	7.96	-	-	162.00*

\* No separate figures are available towards Compensated absences, Contribution to gratuity fund and Post retirement medical benefit fund for the Director.

## c) Details of material related party transactions included in (b) above

	(₹ in lacs)									
	2019-20					2018-19				
	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter
<b>Proceeds received on Buy-back</b>										
Tata Consultancy Services Ltd.....	-	-	-	-	-	-	-	376.97	-	-
<b>Interest income on debentures</b>										
Tata International Ltd.....	-	166.64	-	-	-	-	-	186.00	-	-
Tata Chemicals Ltd.....	-	-	10.08	-	-	-	-	-	40.00	-
Tata Motors Ltd.....	-	-	91.32	-	-	-	-	-	99.50	-
Tata Power Company Ltd.....	-	-	1,312.78	-	-	-	-	-	1,311.00	-
Tata Steel Ltd.....	-	-	876.35	-	-	-	-	-	1,045.00	-
<b>Redemption of debentures</b>										
Tata International Ltd.....	-	2,000.00	-	-	-	-	-	-	-	-
Tata Chemicals Ltd.....	-	-	400.00	-	-	-	-	-	-	-
Tata Motors Ltd.....	-	-	1,000.00	-	-	-	-	-	-	-
Tata Steel Ltd.....	-	-	1,000.00	-	-	-	-	-	-	-
<b>Dividends received</b>										
Tata Asset Management Ltd.....	184.29	-	-	-	-	-	526.55	-	-	-
Tata Trustee Company Ltd.....	302.50	-	-	-	-	-	137.50	-	-	-
Amalgamated Plantations Pvt. Ltd.....	-	-	-	-	-	-	-	-	-	-
Tata Autocomp Systems Ltd.....	-	54.40	-	-	-	-	-	54.40	-	-
Tata Consultancy Services Ltd.....	-	880.83	-	-	-	-	-	277.93	-	-
Tata Chemicals Ltd.....	-	-	1,900.00	-	-	-	-	-	3,344.00	-
Tata Elxsi Ltd.....	-	-	673.63	-	-	-	-	-	673.63	-
Tata Consumer Products Ltd.....	-	-	193.73	-	-	-	-	-	160.60	-
Tata Power Company Ltd.....	-	-	88.94	-	-	-	-	-	88.93	-
Tata Steel Ltd.....	-	-	519.28	-	-	-	-	-	399.46	-
The Indian Hotels Company Ltd.....	-	-	80.36	-	-	-	-	-	64.29	-
Titan Company Ltd.....	-	-	893.78	-	-	-	-	-	670.34	-
Trent Ltd.....	-	-	197.70	-	-	-	-	-	174.89	-
Volvas Ltd.....	-	-	398.40	-	-	-	-	-	398.40	-
<b>Dividends paid</b>										
Ewart Investments Ltd.....	-	161.17	-	-	-	-	-	173.89	-	-
Tata Chemicals Ltd.....	-	-	88.20	-	-	-	-	-	95.17	-
Tata Consumer Products Ltd.....	-	-	29.37	-	-	-	-	-	31.69	-
Tata Steel Ltd.....	-	-	45.60	-	-	-	-	-	49.20	-
Trent Ltd.....	-	-	6.36	-	-	-	-	-	7.71	-



c) Details of material related party transactions included in (b) above

	(₹ in lacs)									
	2019-20					2018-19				
	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter	Other Joint Venture with Promoter	Other Related Parties	Associates	Other Subsidiaries of Promoter	Other Associates of Promoter	Other Associate of Fellow Subsidiary of Promoter
<b>Purchase of Fixed Assets</b>										
Ewart Investments Ltd.....	-	0.83	-	-	-	-	-	-	-	-
Infiniti Retail Ltd.....	-	0.55	-	-	-	-	-	0.61	-	-
<b>Rent Paid</b>										
Ewart Investments Ltd.....	-	85.71	-	-	-	-	-	74.13	-	-
<b>Other expenses</b>										
Ewart Investments Ltd.....	-	-	-	-	-	-	-	0.38	-	-
Infiniti Retail Ltd.....	-	0.08	-	-	-	-	-	0.01	-	-
Tata AIA Life Insurance Company Ltd.....	-	-	-	-	1.75	-	-	-	-	0.88
Tata AIG General Insurance Company Ltd.....	-	-	-	-	2.36	-	-	-	-	-
Tata Consultancy Services Ltd.....	-	-	-	-	-	-	-	2.85	-	-
Tata Teleservices (Maharashtra) Limited.....	-	1.65	-	-	-	-	-	0.60	-	-
The Associated Building Company Ltd.....	-	-	-	17.39	-	-	-	-	2.83	-
The Indian Hotels Company Ltd.....	-	-	2.48	-	-	-	-	-	-	-
Trent Ltd.....	-	-	4.81	-	-	-	-	-	1.50	-
Titan Company Ltd.....	-	-	-	-	-	-	-	-	-	-
<b>Paid towards Buy-back of Equity Shares</b>										
Ewart Investments Ltd.....	-	-	-	-	-	-	-	636.29	-	-
Tata Chemicals Ltd.....	-	-	-	-	-	-	-	-	348.25	-
Tata Consumer Products Ltd.....	-	-	-	-	-	-	-	-	115.97	-
Tata Steel Ltd.....	-	-	-	-	-	-	-	-	180.03	-
Trent Ltd.....	-	-	-	-	-	-	-	-	67.57	-
<b>Employee benefits received</b>										
Ewart Investments Ltd.....	-	2.56	-	-	-	-	-	-	-	-
Tata Consultancy Services Ltd.....	-	0.28	-	-	-	-	-	-	-	-
<b>Contribution to Employees benefit trust</b>										
Tata Investment Corporation Limited - Provident Fund.....	-	-	-	-	-	29.04	-	-	-	30.41
The Investment Corporation of India Limited - Employees Gratuity Trust Fund	-	-	-	-	-	8.07	-	-	-	27.02
Tata Sons Consolidated Superannuation Fund.....	-	-	-	-	-	17.21	-	-	-	19.34

## 16. Disclosures on financial instruments

## (a) Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

(₹ in lacs)

Particulars	As at 31.03.2020								
	Amortised cost	Fair value through profit or loss	Fair value through OCI	Total carrying value	Total fair value	Fair value			
							Level 2	Level 3	Total
<b>Financial Assets</b>									
Cash and cash equivalents	972.54	-	-	972.54	972.54	-	-	-	-
Bank balances other than cash and cash equivalents	1,569.41	-	-	1,569.41	1,569.41	-	-	-	-
Derivative financial instruments	4.78	-	-	4.78	4.78				
Trade receivables	101.42	-	-	101.42	101.42	-	-	-	-
Loan	3.77	-	-	3.77	3.77	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-
- in mutual funds	-	15,014.55	-	15,014.55	15,014.55	-	15,014.55	-	15,014.55
- in equity shares	-	2,789.41	735,915.12	738,704.53	738,704.53	686,777.91	-	51,926.62	738,704.53
- in exchange traded funds	-	6,539.06	-	6,539.06	6,539.06	6,539.06			6,539.06
- in Bonds / Debentures	-	-	40,978.88	40,978.88	40,978.88	-	40,978.88	-	40,978.88
- in venture capital	-	641.48	-	641.48	641.48	-	-	641.48	641.48
Other financial assets	93.61	-	-	93.61	93.61	-	-	-	-
	<u>2,745.53</u>	<u>24,984.50</u>	<u>776,894.00</u>	<u>804,624.03</u>	<u>804,624.03</u>	<u>693,316.97</u>	<u>55,993.43</u>	<u>52,568.10</u>	<u>801,878.50</u>
<b>Financial Liabilities</b>									
Trade payables and other financial liabilities	980.11	-	-	980.11	980.11	-	-	-	-
	<u>980.11</u>	<u>-</u>	<u>-</u>	<u>980.11</u>	<u>980.11</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

(₹ in lacs)

Particulars	As at 31.03.2019								
	Amortised cost	Fair value through profit or loss	Fair value through OCI	Total carrying value	Total fair value	Fair value			
						Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>									
Cash and cash equivalents	284.08	-	-	284.08	284.08	-	-	-	-
Bank balances other than cash and cash equivalents	1,599.66	-	-	1,599.66	1,599.66	-	-	-	-
Trade receivables	409.11	-	-	409.11	409.11	-	-	-	-
Loan	5.11	-	-	5.11	5.11	-	-	-	-
Investments						-	-	-	-
- in mutual funds	-	16,487.63	-	16,487.63	16,487.63	-	16,487.63	-	16,487.63

(₹ in lacs)

Particulars	As at 31.03.2019								
	Amortised cost	Fair value through profit or loss	Fair value through OCI	Total carrying value	Total fair value	Fair value			
						Level 1	Level 2	Level 3	Total
- in equity shares	-	228.40	863,447.52	863,675.92	863,675.92	805,038.44	-	58,637.48	863,675.92
- in Bonds / Debentures	-	-	49,570.11	49,570.11	49,570.11	-	49,570.11	-	49,570.11
- in venture capital	-	1,002.65	-	1,002.65	1,002.65	-	-	1,002.65	1,002.65
Other financial assets	127.84	-	-	127.84	127.84	-	-	-	-
	<b>2,425.80</b>	<b>17,718.68</b>	<b>913,017.63</b>	<b>933,162.11</b>	<b>933,162.11</b>	<b>805,038.44</b>	<b>66,057.74</b>	<b>59,640.13</b>	<b>930,736.31</b>
<b>Financial Liabilities</b>									
Trade payables and other financial liabilities	963.44	-	-	963.44	963.44	-	-	-	-
	<b>963.44</b>	<b>-</b>	<b>-</b>	<b>963.44</b>	<b>963.44</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Investments in mutual funds and venture capital are classified as fair value through the statement of profit and loss.

#### (b) Measurement of fair values

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

- The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments
- The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. The Investments measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation reports provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range
- The fair value of the financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.
- There have been no transfers between Level 1 and Level 2 for the years ended March 31, 2020 and March 31, 2019.
- Reconciliation of Level 3 fair value measurement is as below:

Particulars	As at	
	31.03.2020	31.03.2019
Balance at the beginning of the year .....	59,640.13	60,420.91
Additions during the year .....	507.79	295.18
Sales/ write off during the year .....	(235.44)	(1,422.79)
Fair Value changes during the year .....	(7,344.38)	346.83
Balance at the end of the year .....	<b>52,568.10</b>	<b>59,640.13</b>

#### (c) Derivative Financial Instruments

During the current year, the Group has entered into future & option transactions on their existing portfolio. Credit risk arising from derivative financial instruments is, at any time, is limited to those with positive fair values, as recorded on the balance sheet.

**(d) Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Market risk

The Company has a risk management policy which not only covers the market risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks.

The risk management policy is approved by the Board of Directors. The risk management framework aims to:

- (i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.
- (ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

**Credit Risk:**

Credit risk is the risk of financial loss to the company if a customer or counter-party fails to meet its contractual obligations.

**Trade receivables**

Credit risk with respect to trade receivables is limited, since the trade receivables amount is immaterial.

**Cash and cash equivalents**

The company holds cash and cash equivalents of ₹ 2,541.95 lacs at 31 March 2020 (31 March 2019: ₹ 1,883.74 lacs). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

**Liquidity Risk:**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

\* all non derivative financial liabilities

\* Derivative financial instruments for which the contractual maturities are essential for understanding the timing of the cash flows.

(₹ in lacs)

	Non Derivative financial liabilities			
	As at 31.03.2020		As at 31.03.2019	
	Trade Payables	Other Financial Liabilities	Trade Payables	Other Financial Liabilities
<b>Carrying Value .....</b>	<b>496.67</b>	<b>483.44</b>	<b>599.92</b>	<b>363.52</b>
<b>Contractual Cash flows.....</b>	<b>496.67</b>	<b>483.44</b>	<b>599.92</b>	<b>363.52</b>
- Less than one year.....	496.67	368.12	599.92	363.52
- Between one to five years.....	-	115.32	-	-
- More than five years .....	-	-	-	-

### **Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as equity price, interest rates etc.) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. The Company is exposed to market risk primarily related to the market value of its investments.

### **Interest rate risk :**

Interest rate risk arises from effects of fluctuation in prevailing levels of market interest rates on the fair value of Bonds / Debentures.

### **Exposure to interest rate risk :**

Since the Company does not have any financial assets or financial liabilities bearing floating interest rates, any change in interest rates at the reporting date would not have any significant impact on the financial statements of the Company.

### **Currency risk:**

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

### **Price risk:**

#### **(a) Exposure**

The company is exposed to equity price risk arising from investments held by the company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss.

To manage its price risk arising from investment in equity securities, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the company.

The majority of the company's equity investments are listed on the Bombay stock exchange (BSE) or the National stock exchange (NSE) in India.

#### **(b) Sensitivity analysis - Equity price risk**

The table below summaries the impact of increases/decreases of the index on the company's equity and profit for the period. The analysis is based on the assumption that the equity/index had increased by 2% or decreased by 2% with all other variables held constant, and that all the company's equity instruments moved in line with the index.

(₹ in lacs)

	Impact on profit after tax		Impact on other components of equity	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
NSE / BSE Index - increase by 2%.....	55.79	4.57	13,679.77	16,096.20
NSE / BSE Index - decrease by 2% .....	(55.79)	(4.57)	(13,679.77)	(16,096.20)

Profit for the period would increase/decrease as a result of gains/losses on exchange traded funds equity securities classified as fair value through profit or loss, if any. Other components of equity would increase/decrease as a result of gain/losses on equity securities classified as fair value through other comprehensive income.

## 17. Maturity analysis of Assets and Liabilities :

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	(₹ In lacs)			
	As at 31.03.2020		As at 31.03.2019	
	Within 12 months	After 12 months	Within 12 months	After 12 months
<b>ASSETS</b>				
<b>Financial Assets</b>				
- Cash And Cash Equivalents.....	972.54	-	284.08	-
- Bank Balance other than above.....	1,569.41	-	1,599.66	-
- Derivative financial instruments .....	4.78	-	4.78	-
- Trade Receivables .....	101.42	-	101.42	-
- Loan .....	3.77	-	1.82	3.29
- Investments .....	21,553.61	791,208.39	21,050.81	922,150.86
- Other Financial Assets.....	-	93.61	40.43	87.41
<b>Non Financial Assets</b>				
- Current Tax Asset (net) .....	-	881.32	-	743.90
- Property Plant & Equipment .....	-	31.88	-	14.26
- Goodwill on Consolidation .....	-	1,344.16	-	1,344.16
- Other Intangible Assets.....	-	0.38	-	0.20
- Right of use assets .....	-	97.38	-	-
- Other Non Financial Assets .....	36.96	48.02	32.87	54.75
<b>TOTAL ASSETS</b> .....	<b>24,242.49</b>	<b>793,705.14</b>	<b>2,3418.78</b>	<b>924,398.83</b>
<b>LIABILITIES</b>				
<b>Financial Liabilities</b>				
- Trade Payables .....	496.67	-	599.92	-
- Other Financial Liabilities.....	444.38	39.06	363.52	-
<b>Non Financial Liabilities</b>				
- Current Tax Liability (net) .....	158.31	-	19.66	-
- Provisions.....	89.99	484.56	77.40	567.27
- Deferred Tax Liability (net) .....	60.99	10,327.46	83.05	153,539.93
- Other Non Financial Liabilities .....	14.49	-	15.89	-
<b>TOTAL LIABILITIES</b> .....	<b>1,264.83</b>	<b>10,851.08</b>	<b>1,159.44</b>	<b>154,107.20</b>
				<b>155,266.64</b>

18. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 as on 31st March 2020 :

(₹ in lacs)

	Net assets, i.e., total assets minus Total Liabilities		Share of profit or loss including Other Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
<b>Parent:</b>				
Tata Investment Corporation Ltd.....	98.97	797,395.15	108.29	27,573.10
<b>Subsidiaries:</b>				
<b>Indian</b>				
Simto Investment Company Ltd. ....	0.60	4,852.53	(2.01)	(511.43)
<b>Minority Interests:</b>				
<b>Indian</b>				
Simto Investment Company Ltd. ....	(0.01)	(119.52)	(0.05)	(12.43)
<b>Associates (Investment as per the equity method):</b>				
<b>Indian</b>				
Tata Asset Management Ltd.....	1.21	9,745.15	2.62	667.53
Tata Trustee Company Ltd.....	0.08	639.38	0.47	120.80
Amalgamated Plantations Private Ltd.....	0.06	498.97	(7.52)	(1,913.98)
<b>Elimination</b> .....	(0.91)	(7,299.46)	(1.81)	(461.93)
	<b>100.00</b>	<b>805,712.20</b>	<b>100.00</b>	<b>25,461.66</b>

## 19. Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company has adequate cash and bank balances. The company monitors its capital by a careful scrutiny of the cash and bank balances, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

## 20. Events after Reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

21. Previous year's figures have been regrouped/reclassified, wherever necessary, to correspond with current year's classification / disclosure.

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

For and on behalf of the Board  
N. N. TATA *Chairman*  
F. N. SUBEDAR *Vice Chairman*

Roshni R. Marfatia  
*Partner*  
(Membership No. 106548)

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

A. N. DALAL  
*Executive Director*

V. BHANDARKAR  
SUPRAKASH MUKHOPADHYAY  
A. SEN  
J. TATA  
V. CHANDRASEKARAN  
} *Directors*

Mumbai, 27th May, 2020

## FINANCIAL STATISTICS

(For the last 20 years)

(Rupees in lacs)

Year	Paid up Capital	Reserves and Surplus/ Other Equity	Total Borrowings	Investments (at or below cost)	Other assets less other liabilities (net)	Total Income (including net interest)	Total Expenses (including net interest)	Profit before Tax	Profit after Tax	Dividend/ Dividend Tax	Dividend on Ordinary Shares (%)	Realisable value of investments	Debt/ Equity ratio	Number of companies invested in (excluding mutual fund units)
<b>As per IGAAP</b>														
2000-01	1641.01	24416.19	1421.72	27322.59	156.33	4480.76	398.16	4082.60	4112.72	1085.03	60	46401	0.05:1	353
2001-02	1969.18	28619.95	3193.73	30003.04	3779.82	5032.73	521.01	4511.72	4396.73	1085.03	60	49982	0.10:1	308
2002-03	2297.36	32516.38	1019.94	31693.13	4140.55	5280.11	341.21	4938.90	4582.38	1181.51	60	54511	0.03:1	253
2003-04	2297.36	37946.15	3875.18	45501.06	(1382.37)	9036.69	486.62	8550.07	8055.68	2617.62	101	118476	0.10:1	238
2004-05	2297.36	46357.29	633.70	51652.21	(2363.86)	11918.47	528.63	11389.84	11237.53	3148.25	120	149005	0.01:1	237
2005-06	3446.04	56807.47	417.89	62462.40	(1791.00)	17087.84	628.56	16459.28	16314.07	4715.21	120	243807	0.01:1	231
2006-07	3446.04	68635.94	53.31	75358.83	(3223.54)	20413.52	639.93	19773.59	18164.87	6047.54	150	221000	0.01:1	229
2007-08	3446.04	81066.83	-	88819.05	(4306.18)	21007.65	776.24	20231.41	18585.20	6047.54	150	306572	0.00:1	184
2008-09	3446.04	91080.56	44774.23	121921.98	17378.85	21344.33	997.00	20347.33	18629.02	6047.54	150	216627	0.00:1*	178
2009-10	4823.71	148153.89	-	130552.19	22425.41	23262.10	981.55	22280.55	19391.59	7256.39	150	363807	0.00:1	197
2010-11	4823.71	159144.91	-	129088.44	34880.18	24727.83	1281.18	23446.65	19858.86	8999.78	160	405853	0.00:1	205
2011-12	5509.53	186583.20	-	180760.84	11331.89	20234.92	1667.27	18567.65	16158.69	13446.96	210	447177	0.00:1	171
2012-13	5509.53	192280.21	-	194160.53	3629.21	20616.58	1464.55	19152.03	16713.92	10313.40	160	477733	0.00:1	158
2013-14	5509.53	201047.72	-	214161.54	(7604.29)	22304.67	1536.83	20767.84	17867.84	10957.99	170	529083	0.00:1	121
2014-15	5509.53	209434.64	-	223184.52	(8240.35)	23111.71	1509.39	21602.32	18651.32	11272.94	170	707252	0.00:1	124
2015-16	5509.53	218087.28	-	219735.37	3861.44	25207.28	1785.26	23422.02	20261.02	11272.94	170	665758	0.00:1	110
2016-17	5509.53	238951.66	-	242008.92	2452.27	27136.99	3129.07	24007.92	20237.92	11936.05	180	841863	0.00:1	111
2017-18	5509.53	251029.16	-	252072.29	4466.40	30976.69	2690.01	28286.68	23748.68	13284.03	200	1015853	0.00:1	109
<b>As per Ind AS</b>														
2018-19	5059.53	776961.58	-	221,957.42	(152070.51)	18184.45	2121.75	16062.70	14765.04	12199.06	200	934092	0.00:1	91
2019-20	5059.53	792335.62	-	233,582.38	(7551.77)	14956.13	2034.80	12921.33	11864.11	9107.15	180**	804947+	0.00:1	88

Note : Previous years' figures have been re-grouped wherever necessary.

\* Zero coupon fully convertible bonds not considered as debt.

\*\* Subject to shareholders approval.

+ Please see Note 6 of the Directors' Report.

## SUMMARY OF INVESTMENTS

DISTRIBUTION AMONG DIFFERENT INDUSTRIES AND CLASSES OF SECURITIES

(Quoted and Unquoted Investments)

	As on <b>31.03.2020</b> (%)	As on <u>31.03.2019</u> (%)
<b><u>Distribution among different industries/ classes of securities as a percentage to the book value -</u></b>		
<b>I. Equity:</b>		
Banks.....	<b>6.36</b>	4.39
Cement.....	<b>4.97</b>	3.20
Chemicals and Fertilizers.....	<b>1.89</b>	1.99
Electricity and Transmission.....	<b>0.31</b>	1.60
Electricals and Electronics.....	<b>1.00</b>	1.05
Engineering, Construction & Infrastructure.....	<b>5.54</b>	3.78
Fast Moving Consumer Goods.....	<b>7.87</b>	7.03
Finance, Services & Investments.....	<b>15.03</b>	14.94
Healthcare.....	<b>1.25</b>	1.68
Hotels.....	<b>5.69</b>	5.30
Information Technology.....	<b>3.36</b>	3.40
Media & Publishing.....	<b>0.31</b>	0.32
Metals & Mining.....	<b>4.00</b>	4.20
Motor Vehicles and Ancillaries.....	<b>8.00</b>	9.17
Oil and Natural Resources.....	<b>2.32</b>	2.52
Retail.....	<b>4.91</b>	5.10
Telecommunications.....	<b>0.09</b>	0.21
Transportation and Logistics.....	<b>1.62</b>	1.28
Miscellaneous and Diversified.....	<b>0.37</b>	0.92
	<b>74.89</b>	72.08
<b>II. Debentures/Bonds</b>	<b>16.48</b>	21.17
<b>III. Mutual Funds/Venture Capital Funds.</b>	<b>8.63</b>	6.75
	<b>100.00</b>	100.00







**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 Consultants Private Ltd.  
Unit : Tata Investment Corporation Limited  
6 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 Consultants Private Ltd.  
Unit : Tata Investment Corporation Limited  
6 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 Consultants Private Ltd.  
Unit : Tata Investment Corporation Limited  
6 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 :





## Notes

## Notes

**TATA INVESTMENT CORPORATION LIMITED**

CIN L67200MH1937PLC002622

Elphinstone Building 10 Veer Nariman Road Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 7917

e-mail [ticl@tata.com](mailto:ticl@tata.com) website [www.tatainvestment.com](http://www.tatainvestment.com)