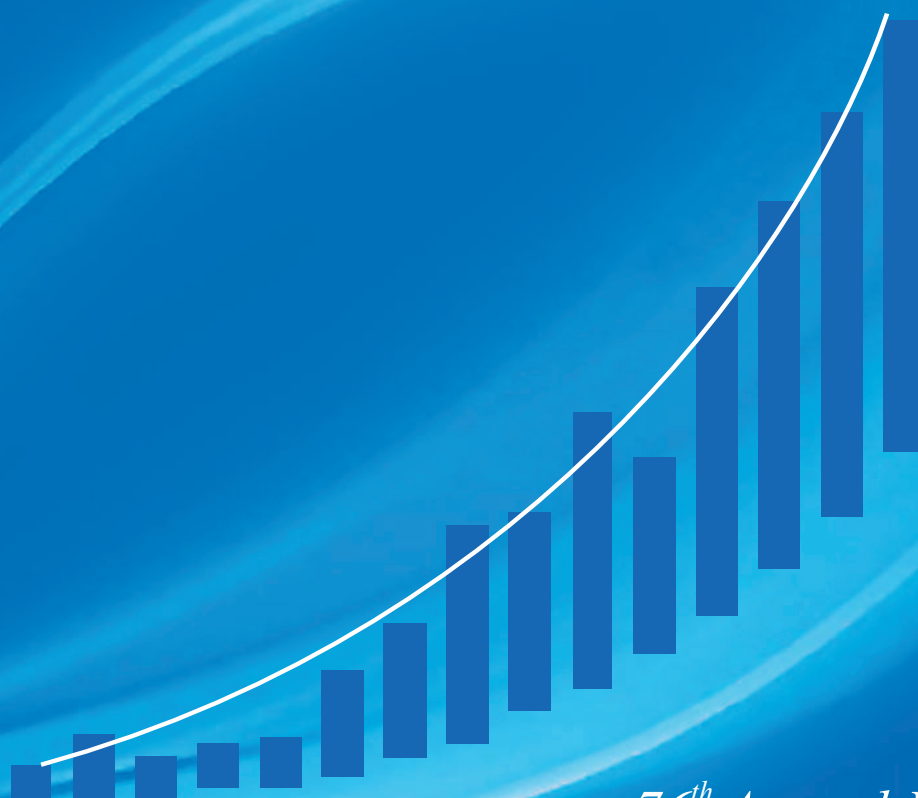




TATA INVESTMENT CORPORATION LIMITED



76th Annual Report
2012-2013

TATA INVESTMENT CORPORATION LIMITED

Seventy-sixth annual report 2012-2013

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BOARD OF DIRECTORS :

(as on 31st March 2013)

Mr. Noel N. Tata (*Chairman*)
 Mr. F.N. Subedar (*Vice Chairman*)
 Mr. A.B.K. Dubash
 Mr. K.A. Chaukar
 Mr. H.N. Sinor
 Mr. P.P. Shah
 Mr. A.N. Dalal (*Executive Director*)
 Mr. Z. Dubash
 Mr. A. Chandra

General Manager (Finance) & 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

Principal Bankers :

IDBI Bank Ltd.
 HDFC Bank Ltd.
 Catholic Syrian Bank Ltd.

Auditors :

Deloitte Haskins & Sells
 Chartered Accountants

Solicitors :

Mulla & Mulla and Craigie, Blunt & Caroe.

Registrars & Share Transfer Agents :

TSR Darashaw Private Limited
 6-10, Haji Moosa Patrawala Industrial Estate
 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.
 (Tel.: 022-6656 8484 Fax: 022-6656 8494)
 e-mail : csg-unit@tsrdarashaw.com
 Website : www.tsrdarashaw.com

**Annual General Meeting on Wednesday, 31st July, 2013, at Walchand Hirachand Hall,
 IMC Building, Churchgate, Mumbai - 400 020 at 3.00 p.m.**

No hand bags / parcels of any kind will be allowed inside the Hall. The same will have to be deposited outside the Hall on the counter provided, at the visitor's own risk.

TATA INVESTMENT CORPORATION LIMITED**NOTICE**

THE SEVENTY-SIXTH ANNUAL GENERAL MEETING OF TATA INVESTMENT CORPORATION LIMITED will be held at Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai 400 020, on Wednesday, the 31st day of July, 2013, at 3.00 p.m. to transact the following business :-

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Ordinary Shares.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :-
"RESOLVED that Mr. F.N. Subedar, who retires by rotation as a Director pursuant to the provisions of Section 256 of the Companies Act, 1956 be and is hereby re-appointed a Director of the Company."
4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :-
"RESOLVED that Mr. K.A. Chaukar, who retires by rotation as a Director pursuant to the provisions of Section 256 of the Companies Act, 1956 be and is hereby re-appointed a Director of the Company."
5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :-
"RESOLVED that Mr. Amit Chandra, who retires by rotation as a Director pursuant to the provisions of Section 256 of the Companies Act, 1956 be and is hereby re-appointed a Director of the Company."
6. To appoint Auditors and to fix their remuneration.

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- b) The Register of Members and the Transfer Books of the Company will remain closed from Wednesday, 17th July, 2013 to Wednesday, 31st July, 2013, both days inclusive.
- c) Dividend, if declared, will be paid on or after 1st August, 2013 to those members whose names appear on the Company's Register of Members on 31st July, 2013. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on Tuesday, 16th July, 2013 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Ltd.
- d) Members are requested to notify immediately any change in their addresses and / or the Bank Mandate details stating Bank Account No, MICR No and IFSC code to the Company's Registrars and Share Transfer Agents for shares held in physical form and to their respective Depository Participants for shares held in electronic form.
- e) 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 /deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants.
- f) Pursuant to Section 205A of the Companies Act 1956, all unclaimed / unpaid dividends upto the financial year ended 31st March, 1998 have been transferred to the General Revenue Account of the Central Government. Shareholders, who have not yet encashed their dividend warrants for the said period, are requested to forward their claims in the prescribed Form No.II to the Registrar of Companies, Central Government Office Bldg., 'A' Wing, 2nd floor, Next to Reserve Bank of India, CBD Belapur 400 614. Pursuant to Section 205C of the Companies Act 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2007 onwards, are requested to make their claims to the Company accordingly, without any delay.

By Order of the Board of Directors,
TATA INVESTMENT CORPORATION LIMITED
MANOJ KUMAR C V
General Manager (Finance)
& Company Secretary

Mumbai, 21st May, 2013
Registered Office :
Elphinstone Building
10, Veer Nariman Road
Mumbai 400 001.

**Details of the directors seeking re-appointment at the
forthcoming Annual General Meeting -
Clause 49 of the Listing Agreement**

| Name of the Director | Mr. F.N. Subedar | Mr. K.A. Chaukar | Mr. Amit Chandra |
|---|--|--|---|
| Date of Birth | 24.09.1955 | 01.08.1947 | 12.06.1968 |
| Date of Appointment | 11.03.2005 | 09.06.2004 | 29.03.2010 |
| Expertise in specific functional areas | Taxation, Accounts and Finance | Investment and Finance | Investments, Capital Markets and Private Equity |
| Qualifications | B.Com, ACA, ACS | B.A. (Economics) PGDBA DEA –Rural Economics | B.Engineering – VJTI MBA (Boston) |
| No. of Shares held in the Company (as on 31st March, 2013) | 2,455 Ordinary Shares | Nil | Nil |
| Directorships held in other companies (excluding private and foreign companies) | Tata Services Ltd. (Chairman) Ewart Investments Ltd. Panatone Finvest Ltd. Tata Consulting Engineers Ltd. Tata Petrodyne Ltd. Tata Sky Ltd. Tata AIG General Insurance Company Ltd. Tata Capital Ltd. Tata Capital Financial Services Ltd. Simto Investment Company Ltd. (Chairman) | Tata Teleservices Ltd. Tata Autocomp Systems Ltd. Tata Communications Ltd. Tata Business Support Services Ltd. (Chairman) Tata Petrodyne Ltd. Praj Industries Ltd. Tata Teleservices (Maharashtra) Ltd. (Chairman) Tata AIA Life Insurance Company Ltd. Tata Trustee Company Ltd. Advinus Therapeutics Ltd. | Piramal Healthcare Ltd. |
| Position held in mandatory committees of other companies | Tata Services Ltd. (Chairman: Audit Committee) Tata Consulting Engineers Ltd. (Chairman: Audit Committee) Tata Capital Ltd. (Member: Audit Committee) Ewart Investments Ltd. (Chairman: Audit Committee) Tata Petrodyne Ltd. (Member: Audit Committee) Tata Capital Financial Services Ltd. (Member: Audit Committee) Tata Sky Ltd. (Chairman : Audit Committee) (Member: Share Transfer & Allotment Committee) | Tata Autocomp Systems Ltd. (Member: Audit Committee) Tata Teleservices Ltd. (Member/Alternate Chairman: Audit Committee) Tata Communications Ltd. (Chairman: Shareholders/ Investor Grievance Committee) Tata Business Support Services Ltd. (Member: Audit Committee) Tata Trustee Company Ltd (Member: Audit Committee) Advinus Therapeutics Ltd. (Member: Audit Committee) | |

DIRECTORS' REPORT

TO
THE MEMBERS,

The Directors present their Seventy-Sixth Annual Report with the Audited Statement of Accounts for the year ended 31st March, 2013.

1. FINANCIAL RESULTS:

| | Standalone | Previous Year Rupees (in crores) | Consolidated |
|--|-------------------------------|--|-------------------------------|
| | Rupees (in crores) | | Rupees (in crores) |
| Dividend, Interest & Other Income | 141.15 | 128.80 | 135.69 |
| Profit on Sale of long term Investments (net)..... | 65.02 | 73.09 | 65.27 |
| Total Revenue | 206.17 | 201.89 | 200.96 |
| Profit before tax..... | 191.52 | 185.67 | 185.86 |
| Less: Provision for tax | 24.38 | 24.09 | 24.57 |
| Profit after tax | 167.14 | 161.58 | 161.29 |
| Share of Profits of Associates | - | - | 12.58 |
| Minority Interest | - | - | (0.02) |
| Profit for the year | 167.14 | 161.58 | 173.85 |
| Balance brought forward from the previous year..... | 220.03 | 242.81 | 290.82 |
| The Directors have made the following appropriations - | | | |
| Dividend on Ordinary Shares | 88.15 | 115.70 | 88.15 |
| Tax on Dividend | 14.98 | 18.77 | 14.98 |
| Statutory Reserve | 33.43 | 32.94 | 33.76 |
| General Reserve | 16.71 | 16.95 | 16.71 |
| | 153.27 | 184.36 | 153.60 |
| Surplus as per Statement of Profit and Loss | 233.90 | 220.03 | 311.07 |
| Earnings per share | | | |
| Basic (Rs.) | 30.34 | 29.71 | 31.56 |
| Diluted (Rs.)..... | 30.34 | 29.62 | 31.56 |

2. OPERATIONS :

The income of the Company constitutes a mix of dividend and interest income, supplemented by profit on sale of investments. The income from dividend and interest grew 9.59% from Rs. 128.80 crores in the previous year to Rs. 141.15 crores for the year ended March, 2013. The profit from ordinary activities before tax, excluding profit on sale of investments, has increased to Rs.126.50 crores for the year ended 31st March, 2013 (Rs. 112.58 crores - year ended 31st March, 2012). After considering the profit from sale of long term investments and the impact of tax thereof, the profit before tax for the year under review is Rs. 191.52 crores as against Rs.185.67 crores in the previous year, whereas the profit after tax for the year under review stands at Rs. 167.14 crores as against Rs. 161.58 crores as on 31st March 2012.

The basic and diluted earnings per share (EPS) were Rs. 30.34 per share as at 31st March, 2013 as against Rs. 29.71 and Rs. 29.62 per share as at 31st March, 2012, respectively. The consolidated earnings per share as on 31st March, 2013 was Rs. 31.56 per share.

The total number of companies held in the equity portfolio of the Company stands reduced from 171 as on 31st March, 2012 to 158 as on 31st March, 2013, of which 130 were listed companies and 28 unlisted companies. One unlisted company viz. Credit Analysis & Research Ltd. (CARE) was listed during the year.

In keeping with the spirit of contributing to Corporate Social Responsibility activities, the Company has made donations aggregating Rs. 1.01 crores during the year.

3. DIVIDEND :

The Directors are pleased to recommend a dividend of Rs. 16 per share (160%) on the paid up capital of Rs. 55.10 crores {previous year : Rs. 21 per share (210%) [including Rs. 5 per share (50%) as Platinum Jubilee Dividend]}

4. INVESTMENT PORTFOLIO :

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

| | As on 31.03.2013 (Rs. in crores) | As on 31.03.2012 (Rs. in crores) |
|---|---|--|
| QUOTED INVESTMENTS (Non-Current and Current) - | | |
| Net Book value | 1483.56 | 1441.08 |
| Market value | 3791.59 | 3720.75 |
| UNQUOTED INVESTMENTS (Non-Current and Current) - (including Mutual Funds) | | |
| Net Book value | 458.05 | 366.53 |
| Estimated value (please see para below) | 985.74 | 751.02 |
| TOTAL BOOK VALUE | | |
| Net Book value of all investments | 1941.61 | 1807.61 |
| TOTAL MARKET VALUE | | |
| Total market value of quoted investments and estimated value of unquoted investments (subject to tax as applicable) | 4777.33 | 4471.77 |
| BANK DEPOSITS AND INTERCORPORATE DEPOSITS | 122.95 | 229.26 |
| TOTAL NUMBER OF COMPANIES (excluding mutual funds) | 158 | 171 |
| Net Asset Value (NAV) | | |
| Before tax (Rs.)..... | 875 | 830 |
| After tax (Rs.)..... | 770 | 735 |

The NAV is computed on the basis of the market value of quoted investments, NAVs of unquoted mutual funds, most of the other equity investments in unlisted companies taken on the basis of the last available independent valuations based on the balance sheets available as at 31st March, 2012, and the remaining relatively small balance of unquoted investments taken at respective book values.

The Directors confirm that all the investments classified as non-current investments / trade investments as per the revised Schedule VI of the Companies Act, 1956 have been made with the intent to hold for long term appreciation, to enhance the income from dividends and are not held for trade. Investments in the category of 'Current Investments' intended to be held for less than one year, which for accounting and other purposes, are so classified at the time of making the investment, are indicated separately in the Balance Sheet.

The Company continues to invest in Tata and non-Tata companies, both in the listed and unlisted categories, though investments in Tata companies generally constitute a larger proportion and are of a longer term and strategic nature.

5. SUBSIDIARY COMPANY :

In August 2012, our Company acquired 95.57% of Simto Investment Company Ltd. (Simto). The Directors are pleased to inform that the acquisition has been smoothly completed at a valuation determined by an independent valuer. Simto was incorporated in the year 1983 and is a registered Non-Banking Financial Company with the Reserve Bank of India, engaged in investment activities.

Simto has an Issued Capital of Rs. 1.53 crores with a net worth of Rs. 17.75 crores as on 31st March, 2013. The market value of investments held by Simto is valued at Rs. 30.25 crores as on 31st March, 2013.

The Board of Simto going forward, proposes to allocate capital in the markets to participate in activities other than making investments for the long term which has been the primary activity of Tata Investment Corporation for many decades.

6. CONSOLIDATED FINANCIAL STATEMENTS :

The Consolidated Financial Statements pursuant to Clause 32 of the Listing Agreement entered into with the Stock Exchanges and prepared in accordance with the Accounting Standards are attached herewith.

The Ministry of Corporate Affairs, the Government of India has vide Circular No. 2/2011 dated 8th February, 2011 granted general exemption subject to fulfilment of certain conditions from attaching the Balance Sheet of the subsidiaries to the Balance Sheet of the Company without making an application for exemption. Accordingly, the Balance Sheet, the Statement of Profit and Loss Account and other documents of the subsidiary company are not being attached with the Balance Sheet of the Company. The financial information of the subsidiary company is disclosed in the Annual Report on page 62. The Annual Accounts of the subsidiary company and related detailed information will be made available to any member of the Company / its subsidiary company at the Registered Office of the Company. The Annual Accounts of the subsidiary company will also be available for inspection, as above, at the Registered Office of the Company.

7. MANAGEMENT DISCUSSION & ANALYSIS :

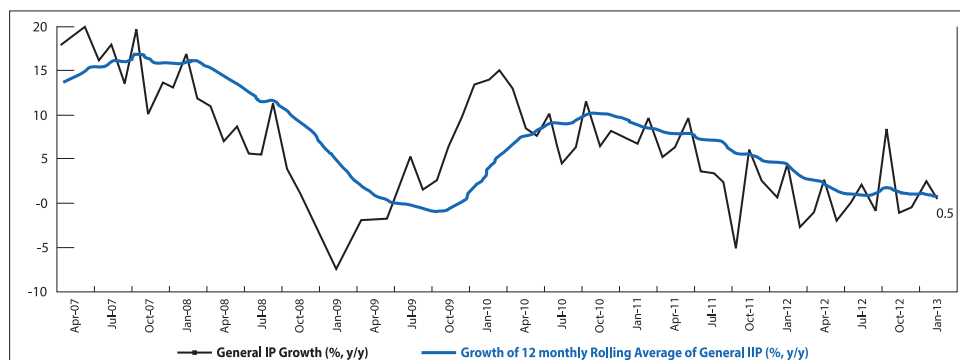
The year 2012-13 may perhaps be the year in which the downturn in the Indian economy was arrested and a semblance of resurgence brought back. Considerable credit goes to the Finance Minister for saving the nation from a possible downgrade by the global rating agencies, which had become a real threat by middle of the previous year.

The improved sentiment and confidence translated to substantial fund flows being diverted to the Indian equity markets in the second half of 2012. FII flows to the Indian market aggregated a staggering US\$ 30.8 billion for the full financial year ended March, 2013. The Sensex and the BSE 200 index recorded an appreciation of 8.2 percent and 6 percent respectively for the fiscal year. This compares better to the trend in the previous year with the Sensex recording a negative return of 10.5 percent.

The Government and the Reserve Bank of India remain concerned, and rightly so, about India's current account deficit (CAD) which was a staggering 5.1 percent of GDP for the F.Y. 2012-13. The merchandise trade deficit increased by 6.3 percent to US\$195 billion in 2013 and is estimated to increase further to US\$ 213 billion in the year 2013-14. The Economic Advisory Council has estimated CAD after considering remittances, service exports and invisible earnings to be higher at US\$ 100 billion in 2013-14 compared to an estimated US\$ 94 billion in 2012-13.

India has benefited from its substantial export of services, mainly in the field of information technology, which perhaps has now matured and is facing an era of lower growth. In India 5.7 lakh engineers graduate every year and aspire for fruitful employment. India urgently needs to invest in competitive export oriented industry to keep its youth employed, arrest currency weakness, lower imported inflation and finally lower cost of capital. The government recognizing the aforesaid has recently cleared a draft of a policy, to increase the share of manufacturing in the country's GDP from 16 percent to 25 percent in the year 2025 - unfortunately measures to support industry with adequate infrastructure or simpler and more efficient tax implementation have yet to be undertaken.

Land issues and delays in environmental and other numerous clearances continue to discourage capital investment resulting in an environment of lower growth. The IIP growth numbers indicate considerable resistance to capital commitment by the manufacturing or industrial sector which arises from structural causes and perhaps may not reverse in the short term even if supported by a more favourable capital cost environment.

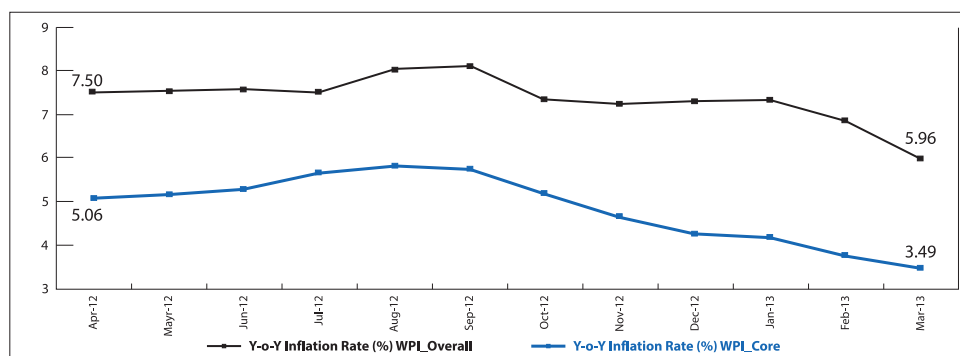


Source: Ministry of Statistics & Programme Implementation, Calculations

Increase in corporate debt and deterioration in the debt / equity ratios of India's corporate sector will continue to weigh upon the prospects of incremental capital outlays and are sources of great concern. The increase in the value of restructured loans is both a reflection of the slowdown in the economy as well as aggressive but unprofitable capital outlays on the part of the private corporate sector.

The burden on the government of the petroleum subsidy is estimated to be Rs. 96,880 crore in the year 2012-13. Phased decontrol of diesel price and capping of subsidised LPG cylinders, a landmark reform measure of this government, has given the comfort to the government to budget a 33% reduction to Rs. 65,000 crore for 2013-14 -which may be further reduced if lower oil prices become a long term paradigm.

The fall in overall inflation up to March 2013 supported by the fall in global oil prices advocates further liberalization in liquidity and lower interest rates, a path already undertaken by the Central Bank.



Source: Ministry of Commerce & Industry, RBI

Shareholders will recall that our Company had, as early as during the year 2011-12, allocated a sizeable amount for investment in fixed income securities with a view that both inflation and interest rates will come down in the coming years. The value of these securities have appreciated, while earning a handsome yield, and further appreciation is possible given the fall in inflation and expected easing of rates from the Central Bank.

The last two years have been a trying period for equity markets with the country clouded by news of scams, currency depreciation, high inflation and a steep fall in growth. A lower rate of inflation and interest rates pronounce a better macro environment going forward. Analysts estimate that the earnings growth of Sensex companies may rebound to double digits for the year ending March 2014. Reflecting this sentiment the Sensex has shown a robust trend with the Sensex reaching 20,000 in early May 2013.

Our Company in keeping with its policy to augment the potential for appreciation, continues to invest for the long term while availing opportunities to realize gains in periods of exuberance in the markets. While it is difficult to predict the trend for the remaining part of the current financial year, the Company with its diversified portfolio of investments will endeavour to effectively steer its portfolio in context of the aforesaid mixed bag of economic fundamentals.

8. DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors, based on the representations received from the Operating Management, confirm that, to the best of their knowledge –

- (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, in the selection of the accounting policies consulted the statutory auditors and have applied them consistently and made judgements 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 the period;
- (iii) they have taken proper and sufficient care, to the best of their knowledge and ability, 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.

9. INTERNAL CONTROL SYSTEMS :

The Company's auditors have confirmed that the Company has proper and adequate internal control systems commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly and that all applicable statutes and corporate policies are duly complied with.

The Company has appointed an independent firm of Chartered Accountants, as Internal Auditors, which continuously reviews the adequacy and efficacy of the internal controls. The Internal Auditors submit an Internal Audit Report periodically which is placed before and reviewed by the Audit Committee.

10. DIRECTORS :

Pursuant to the provisions of the Companies Act, 1956, and the Company's Articles of Association, Mr. F. N. Subedar, Mr. K.A. Chaukar and Mr. Amit Chandra retire by rotation and are eligible for re-appointment. The Board commends their re-appointment as Directors of the Company.

Mr. M.J. Kotwal, who reached the stipulated retirement age adopted by the Board, retired as the Executive Director and Secretary of the Company with effect from 28th May, 2012. The Board has placed on record its appreciation of the long and meritorious service rendered by Mr. Kotwal both as an Executive and as a Director of the Company.

11. AUDITORS :

M/s. Deloitte Haskins & Sells, Chartered Accountants, who are the statutory auditors of the Company, hold office in accordance with the provisions of the Act upto the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment.

12. GENERAL :

Being an investment company, the provisions regarding conservation of energy and technology absorption are not applicable to the Company.

During the year, the Company's expenditure and earnings in foreign exchange were Rs. 0.01 crores and Rs. 0.03 crores respectively, as mentioned in Notes 8 & 9 to the Accounts.

A statement giving particulars of employees as required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Report. However, pursuant to the provisions of Section 219(1)(b)(iv) of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

A report on Corporate Governance, in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, is set out separately for the information of the shareholders.

On behalf of the Board of Directors,

NOEL N. TATA

Chairman

Mumbai, 21st May, 2013

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.

Board of Directors :

As on 31st March, 2013, the Board of Directors of the Company comprised nine members, of whom eight are Non-Executive Directors. In accordance with the provisions of the Companies Act, 1956, and the Company's Articles of Association, Mr.F.N.Subedar, Mr.K.A.Chaukar and Mr. Amit Chandra, Directors, retire by rotation and are eligible for re-appointment. Pursuant to Clause 49 of the Listing Agreement, profile of Directors seeking re-appointment, have been given along with the Notice of the Annual General Meeting. None of the Directors are related to one another.

Board Meetings :

18 Board / Committee Meetings were held at Mumbai during the year under review comprising 5 Board Meetings and 13 meetings of various Committees. The Board Meetings were held on 18th May, 2012, 3rd August, 2012, 29th October, 2012, 7th February, 2013 and 26th March, 2013. The category of each Director, together with his attendance at Board Meetings, the number of his Directorships and memberships of the SEBI-designated Board Committees of other companies as well as his holding in the Company, as on 31st March, 2013 are given below :

| Name of Directors | Category of Director | Board Meetings attended during 2012-2013 | No. of Directorships of other Indian companies as on 31st March, 2013 | Membership of mandatory Board Committees of other companies as on 31st March, 2013 | | No. of Ordinary Shares held as on 31st March, 2013 |
|-------------------|----------------------|--|---|--|--------|--|
| | | | | Chairman | Member | |
| Mr. N.N. Tata | Non Independent | 5 | 9 | 1 | 2 | 19,145 |
| Mr. F.N. Subedar | Non Independent | 5 | 10 | 4 | 4 | 2,455 |
| Mr. A.B.K. Dubash | Independent | 4 | - | - | - | 2,265 |
| Mr. M.J. Kotwal# | Executive Director | 1 | 3 | - | - | - |
| Mr. K.A. Chaukar | Non Independent | 5 | 10 | 1 | 5 | - |
| Mr. H.N. Sinor | Independent | 4 | 10 | 2 | 7 | - |
| Mr. P.P. Shah | Independent | 5 | 11 | 1 | 7 | - |
| Mr. A.N. Dalal | Executive Director | 5 | 6 | 1 | 2 | - |
| Mr. Z. Dubash | Independent | 4 | 1 | - | 1 | - |
| Mr. A. Chandra | Independent | 4 | 1 | - | - | - |

#Retired with effect from 28th May, 2012.

All the Directors had attended the last Annual General Meeting held on 3rd August, 2012.

Committee of Directors :

Details of the various Committees of the Board of Directors of the Company as on 31st March, 2013 and the meetings attended by each Director during the year 2012-2013, shown within brackets, are as under :

| | Name of the Director |
|---|--|
| <i>Audit Committee :</i> (4 meetings held during the year) | Mr. H.N. Sinor - <i>Chairman</i> (4), Mr. A.B.K. Dubash (4), Mr. F.N. Subedar (3), Mr. P.P. Shah (3) |
| <i>Remuneration Committee :</i> (2 meetings held during the year) | Mr. Z. Dubash - <i>Chairman</i> (2) Mr. N.N. Tata (2), Mr. F.N. Subedar (2) |
| <i>Share Transfer & Investors' Grievance Committee</i> (2 meetings held during the year) | Mr. F.N. Subedar - <i>Chairman</i> (2) Mr. K.A. Chaukar (2), Mr. A.N. Dalal (2) |

Investment Committee
(3 meetings held during the year)

Mr. N.N. Tata - Chairman (3)
Mr. F.N. Subedar (3), Mr. A.B.K. Dubash (2),
Mr. K.A. Chaukar (3), Mr. P.P. Shah (3),
Mr. Z. Dubash(3)

Asset Liability Management Committee
(2 meetings held during the year)

Mr. H.N. Sinor - Chairman (2)
Mr. M.J. Kotwal (1), Mr. K.A. Chaukar (2)
Mr. A.N. Dalal (2)

Nomination Committee
(No meeting was held during the year)

Mr. N.N. Tata - Chairman
Mr. H.N. Sinor, Mr. K.A. Chaukar

Audit Committee :

The Audit Committee has been constituted in compliance with (i) Section 292A of the Companies Act, 1956 (ii) the listing guidelines on Corporate Governance, as mandated by the Stock Exchanges and (iii) the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 2008. All the Members, except Mr. F.N. Subedar are Independent Directors.

The functions of the Audit Committee 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) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees as well as approving payment to the statutory auditors for any other services rendered by the statutory auditors;
- c) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- d) Reviewing, with the management, the audited financial statements before submission to the board for approval, with particular reference to the items mentioned in sub clause II(D)4 of Clause 49 of the Listing Agreement;
- e) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc);
- f) Reviewing, with the management, performance of (i) statutory auditors and (ii) internal auditors, and adequacy of internal audit function and the internal control systems as well as the coverage and frequency of internal audit;
- g) Discussion with internal auditors of any significant findings and follow up thereon and reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud and reporting the matter to the board;
- h) 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;
- i) To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- j) To review the functioning of the Whistle Blower mechanism;
- k) Approval of the appointment of the CFO after assessing the qualifications, experience and background, etc. of the candidate;
- l) 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.

Remuneration Committee :

The Committee recommends the remuneration and annual increments for the Executive Directors as well as recommends the commission payable to the Non-Executive Directors from year to year.

Remuneration of Directors :

The Directors are paid sitting fees and Commission in accordance with Section 309 and 310 of the Companies Act, 1956. A total remuneration of Rs. 95.80 lacs was paid to the Non-Executive Directors during the year ended 31st March, 2013. The remuneration paid to each Non-Executive Director is given below :

| Name of the Director | Sitting fees paid during 2012-2013 | Commission for 2011-2012 paid in 2012-2013 |
|----------------------|------------------------------------|--|
| | (Rs. in lacs) | |
| Mr. N.N. Tata | 1.80 | 14.00 |
| Mr. F.N. Subedar | 2.60 | 14.00 |
| Mr. A.B.K. Dubash | 2.00 | 9.00 |
| Mr. K.A. Chaukar | 2.00 | 9.00 |
| Mr. H.N. Sinor | 1.80 | 12.50 |
| Mr. P.P. Shah | 2.20 | 7.50 |
| Mr. Z. Dubash | 1.60 | 8.50 |
| Mr. A. Chandra | 0.80 | 6.50 |
| TOTAL | 14.80 | 81.00 |

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 members had, at the Annual General Meeting held on 23rd June, 2010, appointed Mr. A.N. Dalal as the Executive Director of the Company for a period of five years with effect from 1st January, 2010. 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 Directors. Salary and perquisites are paid within the range approved by the shareholders. Commission payable to the Executive Directors 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 increments effective 1st April for the next year based on the recommendation of the Remuneration Committee within the limits fixed by the shareholders and subject to over-all ceilings stipulated in Section 198 and 309 of the Companies Act, 1956. The specific amount sanctioned to the Executive Directors is payable after the Annual Accounts have been approved by the Board of Directors. The remuneration paid to the Executive Directors during the year 2012 -2013 is given below :-

(Rs. in lacs)

| Name | Salary | Perquisites | Provident / Superannuation Fund | Performance Bonus for 2011-2012 paid in 2012-2013 |
|------------------|--------|-------------|---------------------------------|---|
| Mr. M.J. Kotwal* | 45.21 | 1.43 | 1.26^ | 40.00 |
| Mr. A.N. Dalal | 173.52 | 0.36 | 7.78 | 65.00 |

*for part of the year.

^excludes Retirement Gratuity

Share Transfer & Investors' Grievance Committee :

The Committee under the Chairmanship of Mr. F.N. Subedar, approves / monitors transfers, transmissions, consolidation etc. of shares in physical form, monitors the shareholding pattern as well as the redressal of complaints from shareholders by the Share Registrars. Mr. M.J. Kotwal, who was the Compliance Officer retired with effect from 28th May, 2012 and Mr. Manoj Kumar C. V. who has taken over as General Manager (Finance) & Company Secretary has been appointed as the Compliance Officer with effect from 1st June, 2012.

The Registrars had received correspondence from shareholders on 346 matters in the aggregate during the year. There were 208 queries regarding dividend warrants including changes on live warrants or issue of fresh cheques against time barred instruments, 94 requests for registration of change of address, Bank details, ECS, nomination, document registration, transmission of shares, loss of securities etc. and 44 correspondence for other miscellaneous matters. There has been 5 queries / requests pending as on 31st March, 2013, which have since been attended to by the Registrars of the Company.

Investment Committee :

The Investment Committee comprising Mr. Noel N. Tata (Chairman), Mr. F.N. Subedar, Mr. A.B.K. Dubash, Mr. K.A. Chaukar, Mr. Z. Dubash and Mr. P.P. Shah, has been constituted pursuant to Section 292 of the Companies Act, 1956. 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.

Asset Liability Management Committee :

In accordance with the Reserve Bank of India guidelines, an Asset Liability Management (ALM) Committee of the Board comprising Mr. H.N. Sinor (Chairman), Mr. K.A. Chaukar and Mr. A.N. Dalal, has been constituted for implementation of the ALM system and to review its functions periodically. The Committee also reviews the Risk Management Policy of the Company from time to time.

Nomination Committee :

The Nomination Committee has been constituted for the appointment of Directors with fit & proper credentials. The Nomination Committee as on 31st March, 2013 comprises of three Directors viz. Mr. N.N. Tata (Chairman), Mr. K.A. Chaukar and Mr. H.N. Sinor. Since no appointment of any new Director was envisaged, there was no meeting of the Nomination Committee held during the year.

Subsidiary Company :

The Company has one subsidiary i.e. Simto Investment Company Limited, which is not a material unlisted subsidiary company. 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.

General Body Meetings :

The Annual General Meeting of the Company will be held on Wednesday, 31st July, 2013 at 3-00 p.m. at Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai 400 020. The last Annual General Meeting was held on 3rd August, 2012 at Rangaswar Auditorium, Y.B. Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021. Prior thereto, the Annual General Meetings were held on 8th July, 2011 and 23rd June, 2010 at Walchand Hirachand Hall, Indian Merchants Chamber Building, Churchgate, Mumbai 400020. Special resolution under section 309 of the Companies Act, 1956 was passed with the requisite majority at the Annual General Meeting held on 23rd June, 2010. There was no resolution passed through Postal Ballot during the year.

Disclosures :

- i. The particulars of transactions between the Company and its related parties in accordance with Accounting Standard 18 are set out in Note No.12 to the Accounts. These transactions are in the ordinary course and are not likely to have any conflict with the interest of the Company.
- ii. There were no material 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.
- iii. 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.
- iv. 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.
- v. In accordance with the High Court Orders dated 27th September, 2002, 30th January, 2009 and 25th September, 2009 and the Accounting Practice adopted earlier, provision for diminution in the value of investments amounting to Rs. 703.51 lacs (net) has been debited to the Securities Premium Account during the year instead of to the Statement of Profit and Loss as prescribed under the Accounting Standard (AS) on 'Accounting for Investments'.
- vi. The Company has complied to the extent applicable with all mandatory requirements mentioned in Annexure IC of Clause 49 of the Listing Agreement in respect of Corporate Governance. As regards the non-mandatory requirements mentioned in Annexure ID thereto, the Company has been complying with the requirements as regards Remuneration Committee. Further, the Company has also adopted the Whistle Blower Policy as mentioned in this Report.

CEO / CFO certification :

The Executive Director and the General Manager (Finance) & 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, 2013 and are in compliance with the existing accounting standards, 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.

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, 2013, duly signed by the Executive Director is annexed hereto.

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 / Sakal) shortly after its submission to the Stock Exchanges.

The Company's website 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 Pvt.Ltd. (TSRD) are the Registrars and Share Transfer Agents of the Company. TSRDL has a network of Investor Relation Centres (IRCs) at Mumbai, Delhi, Bengaluru, Kolkata and Jamshedpur 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. The General Manager (Finance) & Company Secretary who is also the Compliance Officer verifies the Transfer Register sent by the Registrars. The Share Transfer and Investors' Grievance Committee approves the transfer of shares.

TSRD 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 TSRDL 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 endeavour is to attend to shareholder requests and redress their queries speedily and to their satisfaction, keeping in mind the statutory / regulatory time frame of 30 days. Investors' grievances, if any, are resolved by the Compliance Officer, failing which, they would be referred to the Investors' Grievance Committee.

Whistle Blower Policy :

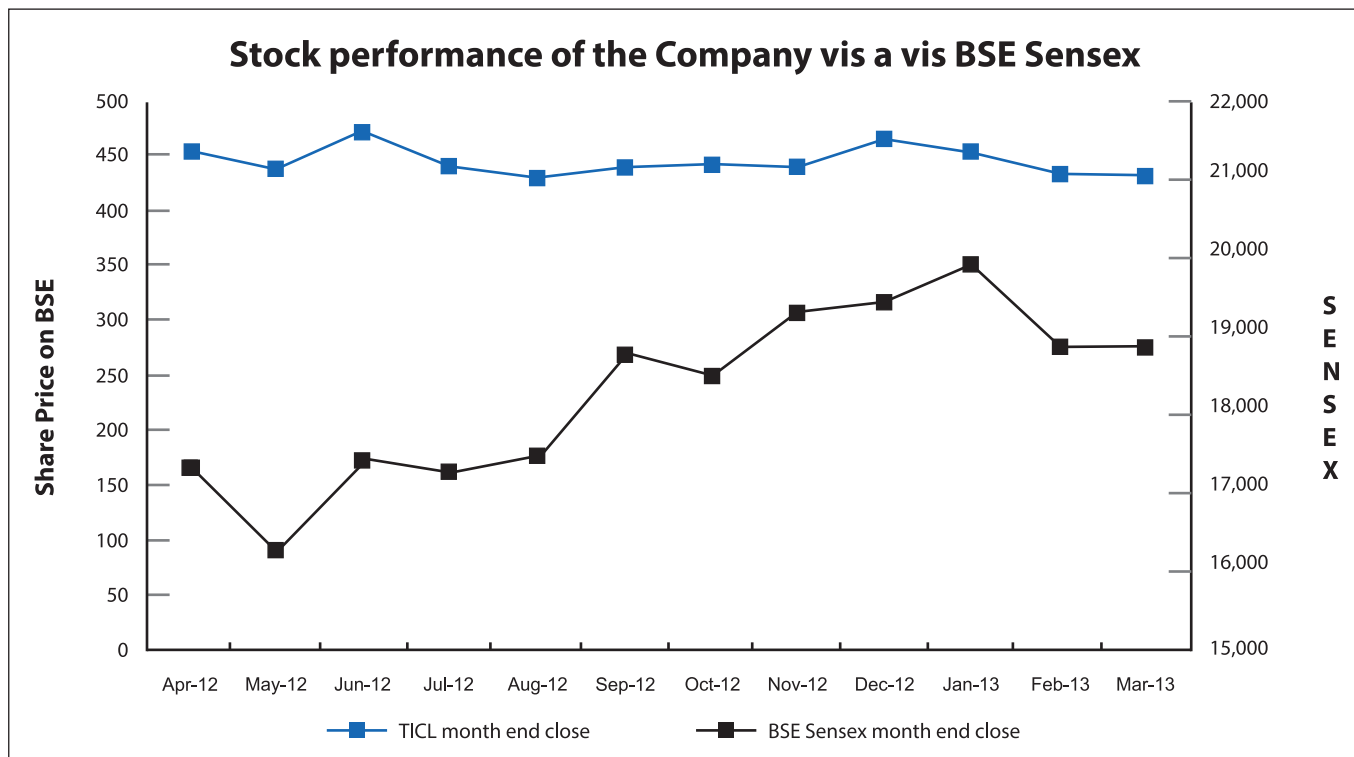
The model Whistle Blower Policy suggested for Tata companies has been adopted by the Board of Directors. The policy provides for adequate safeguards against victimisation of employees and also provides for access to the Audit Committee. The policy has been appropriately communicated within the Company. It is affirmed that no personnel has been denied access to the Audit Committee.

Management Discussion and Analysis forms part of the Directors' Report.

General Shareholder Information :

| | |
|--|--|
| Registered Office (Address for correspondence) | Elphinstone Building, 10, Veer Nariman Road, Mumbai 400 001. Tel. No. 022-6665 8282 Fax : 022-6665 7917 |
| Annual General Meeting (Date, time and venue) | Wednesday, 31st July, 2013 at 3-00 p.m. Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai 400 020. |
| Financial Year | The Financial Year of the Company ends on 31st March each year. |
| Book Closure Date | Wednesday, 17th July, 2013 to Wednesday, 31st July, 2013. |
| Dividend Payment | A dividend of Rs.16 per share (160%) for the year ended 31st March, 2013 on the existing Ordinary Share Capital of Rs. 55.10 crores would be payable to those Members whose names appear on the Register of Members on 31st July, 2013, in respect of shares held in electronic form, the dividend would be payable to the beneficial owners of shares as at the end of business hours on 16th July, 2013 as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. |
| Listing on Stock Exchanges | <ol style="list-style-type: none"> Bombay Stock Exchange Ltd. P. J. Towers, Dalal Street, Mumbai 400 001. The National Stock Exchange of India Ltd. Bandra-Kurla Complex, Mumbai 400 051. <p>Listing fees have been paid upto the year ending 31st March, 2014 to each of the Stock Exchanges.</p> |
| Stock Code | BSE : 501301 NSE : TATAINVEST |
| ISIN | INE672A01018 |
| Demat of Shares | Available on National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) 98.53% of the Company's shares are in dematerialised mode. Annual Custodial charges have been paid to both Depositories upto 31st March, 2014. |

| Market Price Data | BSE | | NSE | |
|-------------------|----------|---------|----------|---------|
| | High Rs. | Low Rs. | High Rs. | Low Rs. |
| April 2012 | 471.90 | 441.05 | 470.50 | 441.10 |
| May 2012 | 458.00 | 426.20 | 459.00 | 432.05 |
| June 2012 | 535.00 | 436.10 | 475.00 | 435.00 |
| July 2012 | 495.00 | 427.20 | 496.70 | 432.00 |
| August 2012 | 447.00 | 425.85 | 449.70 | 425.00 |
| September 2012 | 445.00 | 423.00 | 445.00 | 423.85 |
| October 2012 | 464.95 | 438.55 | 465.00 | 431.20 |
| November 2012 | 484.00 | 416.50 | 484.00 | 432.40 |
| December 2012 | 473.80 | 437.00 | 499.00 | 436.70 |
| January 2013 | 478.90 | 450.00 | 479.00 | 449.50 |
| February 2013 | 499.80 | 416.65 | 474.90 | 434.00 |
| March 2013 | 458.30 | 409.00 | 457.00 | 415.60 |



Registrars & Share Transfer Agents :

| | |
|--------------------------|---|
| REGISTERED OFFICE | TSR DARASHAW PRIVATE LIMITED 6-10, 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 |
| BRANCH OFFICES : | |
| Bengaluru | 503, Barton Centre, 84, M.G. Road, Bengaluru 560 001. Tel. : 080-25320321 Fax : 080-25580019 E-mail : tsrdlbg@tsrdarashaw.com |
| Jamshedpur | 'E' Road, Northern Town, Bistupur, Jamshedpur 831 001. Tel. : 0657-2426616 Fax : 0657-2426937 E-mail : tsrdljsr@tsrdarashaw.com |
| Kolkata | Tata Centre, 1st floor, 43, Jawaharlal Nehru Road, Kolkata 700 071. Tel. : 033-22883087 Fax : 033-22883062 E-mail : tsrdlcal@tsrdarashaw.com |
| New Delhi | 2/42, Sant Vihar, Ansari Road, Daryaganj, New Delhi 110 002. Tel. : 011-23271805 Fax : 011-23271802 E-mail : tsrdldel@tsrdarashaw.com |
| Agents | Shah Consultancy Services Ltd. 3, Sumatinath Complex, 2nd Dhal, Pritam Nagar, Ellis Bridge, Ahmedabad - 380 006. Telefax: 079 - 26576038 E-mail: shahconsultancy8154@gmail.com |

Distribution of Shareholding as on 31.3.2013

| | No. of shares | % |
|--|-----------------|---------------|
| Promoter Company and other Tata Companies | 40228931 | 73.02 |
| Directors & their Relatives | 38910 | 0.07 |
| Public Financial Institutions / Nationalised Banks / Insurance Companies & State Governments..... | 1186192 | 2.15 |
| Non-residents / Fils | 885347 | 1.61 |
| Other Bodies Corporate & Banks..... | 1444748 | 2.62 |
| Mutual Funds | 1543021 | 2.80 |
| Others | 9768147 | 17.73 |
| | <u>55095296</u> | <u>100.00</u> |

Distribution Schedule as on 31.3.2013

| Sr. No. | No. of shares | Holdings | Amount (Rs.) | % of total Capital | No. of Holders | % to total Holders |
|---------|--------------------|-----------------|------------------|--------------------|----------------|--------------------|
| 1. | 1 to 500 | 1985208 | 19852080 | 3.60 | 22110 | 89.08 |
| 2. | 501 to 1000 | 851788 | 8517880 | 1.55 | 1134 | 4.57 |
| 3. | 1001 to 2000 | 1062072 | 10620720 | 1.93 | 730 | 2.94 |
| 4. | 2001 to 3000 | 703166 | 7031660 | 1.28 | 286 | 1.15 |
| 5. | 3001 to 4000 | 513732 | 5137320 | 0.93 | 146 | 0.59 |
| 6. | 4001 to 5000 | 398203 | 3982030 | 0.72 | 88 | 0.35 |
| 7. | 5001 to 10000 | 1228814 | 12288140 | 2.23 | 174 | 0.70 |
| 8. | Greater than 10000 | 48352313 | 483523130 | 87.76 | 153 | 0.62 |
| | Total | <u>55095296</u> | <u>550952960</u> | <u>100.00</u> | <u>24821</u> | <u>100.00</u> |

DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERANCE TO THE CODE OF CONDUCT

In accordance with Clause 49 sub-clause I(D) of the Listing Agreement with Stock Exchanges, 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, 2013.

For Tata Investment Corporation Limited
A. N. DALAL
Executive Director

Mumbai, 21st May, 2013

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of

Tata Investment Corporation Limited

1. We have examined the compliance of conditions of Corporate Governance by Tata Investment Corporation Limited ("the Company"), for the year ended on 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and Management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. 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 **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Registration No. 117365W)

H. L. Shah
Partner
Membership No. 33590

Mumbai, 21st May, 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TATA INVESTMENT CORPORATION LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of TATA INVESTMENT CORPORATION LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act") and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by Section 227(3) of the Act, we report that:
- (a) We have 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 Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act;
 - (e) On the basis of the written representations from the directors as on 31st March, 2013 taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 117365W)

H. L. Shah
(Partner)

(Membership No. 33590)

Mumbai, 21st May, 2013

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of Tata Investment Corporation Limited for the year ended 31st March, 2013)

- (i) Having regard to the nature of the Company's business/activities/result, clauses (ii), (viii), (x), (xi), (xii), (xiii), (xv), (xvi), (xviii), (xix) and (xx) of the Order are not applicable to the Company.
- (ii) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (iii) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956.

In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the Register under Section 301 of the Companies Act, 1956, according to the information and explanations given to us:

 - (a) The Company has granted loans aggregating Rs. 9,000 lakhs to one party during the year. At the year-end, the outstanding balances of such loans aggregated Rs.2,500 lakhs (number of parties - 1) and the maximum amount involved during the year was Rs. 3,700 lakhs (number of parties - 1).
 - (b) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interests of the Company.
 - (c) The receipts of principal amounts and interest have been regular/as per stipulations.
 - (d) There are no overdue amounts remaining outstanding as at the year end.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
 - (a) The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
 - (b) Where each of such transaction is in excess of Rs.5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 58A & 58AA or any other relevant provisions of the Companies Act, 1956.
- (vii) In our opinion, the internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the Management have been commensurate with the size of the Company and the nature of its business.
- (viii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Wealth Tax, Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. Dues such as sales tax, Custom Duty and Excise duty are not applicable to the Company, considering the nature of business that the Company is engaged in.

- (b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Wealth Tax, Service Tax, Cess and other material statutory dues in arrears as at 31st March, 2013 for a period of more than six months from the date they became payable.
- (c) There were no dues of Income-tax, Wealth Tax, Service Tax, and cess, to the extent applicable, which have not been deposited on account of any dispute.
- (ix) Based on our examination of the records and evaluations of the related internal controls, the Company has maintained proper records of the transactions and contracts in respect of its dealing in shares, securities, debentures and other investments as applicable and timely entries have been made therein. The aforesaid securities have been held by the Company in its own name.
- (x) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short- term basis have, prima facie, not been used during the year for long- term investment.
- (xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No.117365W)

H. L. Shah
(Partner)
(Membership No. 33590)

Mumbai, 21st May, 2013

BALANCE SHEET AS AT 31ST MARCH, 2013

| Particulars | Note No. | (Rs. in lacs) | |
|---|----------|--------------------|--------------------|
| | | As at 31.3.2013 | As at 31.3.2012 |
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| (a) Share capital | 2.1 | 5,509.53 | 5,509.53 |
| (b) Reserves and surplus..... | 2.2 | 192,280.21 | 186,583.20 |
| Shareholders' Funds | | 197,789.74 | 192,092.73 |
| Non-current liabilities | | | |
| Long-term provisions | 2.3 | 356.02 | 120.14 |
| Current liabilities | | | |
| (a) Trade payables | 2.4 | 566.70 | 603.71 |
| (b) Other current liabilities..... | 2.5 | 275.56 | 263.70 |
| (c) Short-term provisions | 2.6 | 10,393.13 | 13,528.65 |
| Current Liabilities | | 11,235.39 | 14,396.06 |
| TOTAL | | 209,381.15 | 206,608.93 |
| ASSETS | | | |
| Non-current assets | | | |
| (a) Fixed assets -..... | 2.7 | | |
| Tangible assets | | 24.34 | 42.14 |
| Intangible assets | | 0.90 | - |
| (b) Non-current investments | 2.8 | 179,903.51 | 168,785.90 |
| (c) Deferred tax assets (net) | 2.9 | - | - |
| (d) Long-term loans and advances | 2.10 | 317.59 | 331.36 |
| Non-current assets | | 180,246.34 | 169,159.40 |
| Current assets | | | |
| (a) Current investments | 2.11 | 14,257.02 | 11,974.94 |
| (b) Trade receivables | 2.12 | 0.68 | 0.23 |
| (c) Cash and cash equivalents | 2.13 | 4,224.30 | 16,833.77 |
| (d) Short-term loans and advances | 2.14 | 8,449.88 | 6,385.43 |
| (e) Other current assets | 2.15 | 2,202.93 | 2,255.16 |
| Current assets | | 29,134.81 | 37,449.53 |
| TOTAL | | 209,381.15 | 206,608.93 |
| Significant Accounting Policies | 1 | | |

Accompanying Notes are an integral part of the Financial Statements.

 In terms of our report attached,
 For DELOITTE HASKINS & SELLS
 Chartered Accountants

 H. L. SHAH
 Partner

 MANOJ KUMAR C. V.
 General Manager (Finance)
 & Company Secretary

 A. N. DALAL
 Executive Director

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

 A. B. K. DUBASH
 K. A. CHAUKAR
 H.N SINOR
 P. P. SHAH } Directors

Mumbai, 21st May, 2013

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

| Particulars | Note No. | Year ended 31.3.2013 | (Rs. in lacs) Year ended 31.3.2012 |
|---|----------|-------------------------|--|
| Revenue from operations | 3.1 | 14,081.46 | 12,853.80 |
| Profit on sale of long term investments (net) | | 6,501.69 | 7,308.86 |
| Other income | 3.2 | 33.43 | 26.21 |
| Total Revenue | | <u>20,616.58</u> | <u>20,188.87</u> |
| Expenses : | | | |
| Employee benefits expense | 3.3 | 936.38 | 894.30 |
| Depreciation and amortization expenses | 2.7 | 27.23 | 40.83 |
| Other expenses | 3.4 | 500.94 | 686.09 |
| Total Expenses | | <u>1,464.55</u> | <u>1,621.22</u> |
| Profit before tax | | 19,152.03 | 18,567.65 |
| Tax expense : | | | |
| (1) Current tax [includes excess provision Rs.21.89 lacs of earlier years written back (Previous year Rs.109.04 lacs)] | | 2,438.11 | 2,408.96 |
| (2) Deferred tax | 2.9 | - | - |
| Profit for the year | | <u>16,713.92</u> | <u>16,158.69</u> |
| Earnings per equity share (Face Value Rs.10/- per share)..... | 4 | | |
| (1) Basic (Rupees) | | 30.34 | 29.71 |
| (2) Diluted (Rupees)..... | | 30.34 | 29.62 |
| Significant Accounting Policies..... | 1 | | |

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached,
For DELOITTE HASKINS & SELLS
Chartered Accountants

H. L. SHAH
Partner

MANOJ KUMAR C. V.
General Manager (Finance)
& Company Secretary

A. N. DALAL
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For and on behalf of the Board,
N. N. TATA Chairman
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A. B. K. DUBASH
K. A. CHAUKAR
H.N SINOR
P. P. SHAH } Directors

Mumbai, 21st May, 2013

CASH FLOW STATEMENT

| | For the Year ended 31st March | |
|--|--------------------------------------|------------------|
| | 2013 | 2012 |
| | ----- (Rupees in lacs) ----- | |
| A. CASH FLOW FROM OPERATING ACTIVITIES : | | |
| Net profit before tax | 19,152.03 | 18,567.65 |
| Adjustments for : | | |
| Provision for diminution in the value of investments, credited to the Statement of Profit and Loss | (0.19) | (5.86) |
| (Profit)/Loss on sale/write-off of fixed assets (net) | (0.99) | (0.22) |
| Depreciation | 27.23 | 40.83 |
| Unrealised foreign exchange (gain)/loss | (2.09) | 0.52 |
| Profit on sale of investments (net)..... | (6,476.08) | (7,247.49) |
| Provision/(write back) of standard assets | 2.85 | (13.00) |
| Operating profit before working capital changes | 12,702.76 | 11,342.43 |
| Adjustments for : | | |
| Trade receivables | (0.45) | 653.60 |
| Short term loans and advances | 26.71 | (67.61) |
| Long term loans and advances..... | 3.83 | (2.61) |
| Other current assets | 51.97 | (1,770.34) |
| Trade payables..... | (116.62) | 174.47 |
| Other current liabilities..... | 16.07 | 14.37 |
| Short term provisions | (4.81) | 9.54 |
| Long Term Provisions | 235.88 | 5.42 |
| Cash generated from operations..... | 12,915.34 | 10,359.27 |
| Direct taxes paid - (Net of refunds)..... | (2,521.07) | (2,651.33) |
| Net cash from operating activities | 10,394.27 | 7,707.94 |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Purchase of Fixed assets (including Capital work in progress/Advances on Capital Account) | (9.41) | (20.80) |
| Sale proceeds of Fixed assets..... | 10.00 | 0.92 |
| Purchase of investments..... | (91,371.04) | (147,014.41) |
| Investment in subsidiary..... | (2,976.26) | - |
| Sale proceeds of investments | 86,799.98 | 100,612.00 |
| Intercompany deposits placed | (8,000.00) | (15,000.00) |
| Intercompany deposits withdrawn..... | 8,500.00 | 22,500.00 |
| Net cash from/(used in) investing activities..... | (7,046.73) | (38,922.29) |
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | |
| Proceeds received on exercise of warrants [Ordinary shares issued/Securities Premium (net)] | - | 27,405.45 |
| Repayment of long term borrowings (including matured deposits/interest thereon)..... | (0.75) | (0.76) |
| Dividends/Dividend tax paid | (13,450.15) | (22.56) |
| Net cash from/(used in) financing activities | (13,450.90) | 27,382.13 |
| Net increase/(decrease) in cash and cash equivalents (A+B+C) | (10,103.36) | (3,832.22) |
| Cash and cash equivalents at the beginning of the year [See Note (iii) below] | 17,834.38 | 21,667.12 |
| Add/(Less): Exchange profit/(loss) on foreign currency bank balance..... | 2.09 | (0.52) |
| Cash and cash equivalents at the end of the year [See Note (iii) below] | 7,733.11 | 17,834.38 |

Notes :

- i) 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 Rs.6,645.90 lacs (Previous Year Rs.5,982.63 lacs) and dividend earned of Rs.7,096.07 lacs (Previous Year Rs.6,651.50 lacs) have been considered as part of "Cash flow from operating activities."
- ii) Direct taxes paid is treated as arising from operating activities and is not bifurcated between investing and financing activities.
- iii) Cash and cash equivalents represents cash and bank balances as per Balance Sheet, intercompany deposits placed for three months or lower tenure, and interest accrued thereon. Cash and cash equivalents includes current account balances of Rs.124.40 lacs (Previous year Rs.126.68 lacs) which are restricted in use on account of unclaimed dividend/fixed deposits/interest on fixed deposits and amount held in a country where exchange control restrictions apply. Cash and cash equivalents included in the Cash flow Statement comprises the following balance sheet items :-

| | As at 31st March | |
|--|------------------------------|-------------|
| | 2013 | 2012 |
| | ----- (Rupees in lacs) ----- | |
| 1. Cash and cash equivalents as per Balance Sheet..... | 4,224.30 | 16,833.77 |
| 2. Intercompany deposits placed | 3,500.00 | 1,000.00 |
| 3. Interest accrued on intercompany deposits placed..... | 8.81 | 0.61 |
| | 7,733.11 | 17,834.38 |

- iv) Previous year's figures have been regrouped, wherever necessary

In terms of our report attached,
For DELOITTE HASKINS & SELLS
Chartered Accountants

H. L. SHAH
Partner

MANOJ KUMAR C. V.
General Manager (Finance)
& Company Secretary

A. N. DALAL
Executive Director

Mumbai, 21st May, 2013

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

A. B. K. DUBASH
K. A. CHAUKAR
H. N. SINOR
P. P. SHAH } Directors

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

1. Significant Accounting Policies:

1.1 Basis of Preparation of Financial Statements.

The financial statements have been prepared on the historical cost convention, on an accrual basis and comply in all material respect with the Accounting Standards notified by Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 1956.

1.2 The preparation of the financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including the contingent liabilities) and the reported income and expenses during the reporting period. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. The differences between the actual results and the estimates are recognized in the periods in which the results are known / materialise.

1.3 Fixed assets are stated at cost less accumulated depreciation provided on the written down value method at the following rates :-

| | (% p.a.) |
|----------------------------|----------|
| (a) Buildings | 5 |
| (b) Plant and Equipment | 40 |
| (c) Furniture and Fixtures | 100 |
| (d) Vehicles | 26 |
| (e) Office Equipment | 40 |
| (f) Software | 40 |

(g) Leasehold improvements are amortised equitably over the remaining period of the lease.

1.4 Income from Dividend is accounted as and when such dividend has been declared and the Company's right to receive payment is established.

Interest income is recognised on a time proportion basis, taking into account the amount outstanding and the rate applicable. Income from debentures and bonds is accrued over the maturity of the security, net of amortisation of premium/ discount, where intended to be held for a long-term, thereby recognising the implicit yield to maturity, with reference to the coupon dates.

1.5 a) Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the period in which the related service is rendered.

b) Contributions under Defined Contribution Plans are recognised in the Statement of Profit and Loss in the period in which the employee has rendered the service.

c) Company's liability towards Defined Benefit Plans / Long term compensated absences is determined by an independent actuary using the projected unit credit method. Past service cost is recognised on a straight line basis over the average period until the benefits become vested. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

1.6 a) Long Term investments as per Accounting Standard (AS) 13 - 'Accounting for Investments' are stated at average cost except where there is a diminution other than temporary, for which provision is made.

b) Current investments as per Accounting Standard (AS) 13 - 'Accounting for Investments' are stated at the lower of cost and fair value, considered category wise.

c) The difference between the holding cost and the face value of the Government securities / Bonds / Debentures is written off / up proportionately over the remaining life of the concerned investment / till the call option date in case of perpetual debentures.

1.7 Income tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of tax payable in respect of the estimated taxable income for the period. The deferred tax charge or credit is recognised using prevailing enacted or substantively enacted tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Deferred tax assets / liabilities are reviewed at each Balance Sheet date, based on developments during the year and available case laws to reassess realisation / liabilities.

1.8 Current / Non-current:

All assets and liabilities are presented as Current or Non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI of the Companies Act, 1956. The Company has considered its operating cycle as 12 months for the purpose of Current / Non-current classification of assets and liabilities.

| | | (Rs.in lacs) |
|--|----------------------|-----------------------------|
| | | As at |
| | | As at |
| | | 31.3.2012 |
| 2. Notes to Balance Sheet : | | |
| 2.1. <u>Share Capital</u> | | |
| a) Ordinary Share Capital | | |
| i) Authorised Capital - | | |
| 6,00,00,000 Ordinary shares of Rs.10 each | | 6,000.00 |
| ii) Issued Capital - | | |
| 5,50,95,796 (Previous Year 5,50,95,796) | | |
| Ordinary shares of Rs.10 each fully paid up..... | | 5,509.58 |
| iii) Subscribed and Fully paid up - | | |
| 5,50,95,296 (Previous Year 5,50,95,296) | | |
| Ordinary shares of Rs.10 each fully paid up..... | | 5,509.53 |
| b) 3,75,41,071 Ordinary shares - 68.14% (Previous Year 3,75,41,071 Ordinary shares - 68.14%) of Rs.10/- each are held by the Holding Company, Tata Sons Ltd. No other shareholder holds more than 5% of the Ordinary share capital of the Company. 8,69,472 Ordinary shares (Previous Year 8,69,472) are held by a Subsidiary of the Holding Company and 6,74,390 Ordinary shares (Previous Year 6,74,390) are held by Associates of the Holding Company. | | |
| c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period: | | |
| | 2012 - 13 | 2011 - 12 |
| | No. of Shares | Amount (Rs. in lacs) |
| | No. of Shares | Amount (Rs. in lacs) |
| At the beginning of the period | 55,095,296 | 5,509.53 |
| Add: Issued during the year | - | - |
| Outstanding at the end of the year | 55,095,296 | 5,509.53 |
| | 48,237,074 | 4,823.71 |
| | 6,858,222 | 685.82 |
| | 55,095,296 | 5,509.53 |
| d) The Company has only one class of Equity shares having a par value of Rs. 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 equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. | | |
| 2.2 <u>Reserves and Surplus</u> | | |
| | | (Rs.in lacs) |
| | | As at |
| | | As at |
| | | 31.3.2012 |
| a) Capital Reserve | | |
| Balance as per last Balance Sheet | | 4,163.35 |
| b) Securities Premium Account | | |
| Balance as per last Balance Sheet | | 72,716.77 |
| Add : Received on allotment of Ordinary shares | | |
| [net of share issue expenses Rs.Nil (Previous year Rs. 27.43 lacs)] | | - |
| | | 72,716.77 |
| Less: Provision for diminution in value of investments (net) (note 5) | | 703.51 |
| | | 72,013.26 |
| c) General Reserve | | |
| Balance as per last Balance Sheet | | 53,000.00 |
| Add : Transferred from Surplus as per Statement of Profit and Loss | | 1,671.39 |
| | | 54,671.39 |
| | | 130,848.00 |
| Carried forward..... | | 129,880.12 |

| | | (Rs.in lacs) | |
|-------|--|--------------------|--------------------|
| | | As at 31.3.2013 | As at 31.3.2012 |
| 2.2 | <u>Reserves and Surplus (Contd.)</u> | | |
| | Brought forward..... | 130,848.00 | 129,880.12 |
| | d) Statutory Reserve (as per RBI regulations) | | |
| | Balance as per last Balance sheet | 34,700.00 | 31,406.00 |
| | Add : Transferred from Surplus as per Statement of Profit and Loss..... | 3,343.00 | 3,294.00 |
| | | 38,043.00 | 34,700.00 |
| | e) Surplus as per Statement of Profit and Loss | | |
| | Balance as per last Balance Sheet | 22,003.08 | 24,280.72 |
| | Add : Profit for the year | 16,713.92 | 16,158.69 |
| | | 38,717.00 | 40,439.41 |
| | Less : Final dividend on Ordinary shares | 8,815.25 | 11,570.01 |
| | Tax on Dividends..... | 1,498.15 | 1,876.95 |
| | Transfer to Statutory Reserve | 3,343.00 | 3,294.00 |
| | Transfer to General Reserve | 1,671.39 | 1,695.37 |
| | | 15,327.79 | 18,436.33 |
| | | 23,389.21 | 22,003.08 |
| | | 192,280.21 | 186,583.20 |
| 2.3 | <u>Long Term Provisions</u> | | |
| | Provision for pension and employee benefits | 356.02 | 120.14 |
| 2.4 | <u>Trade Payables</u> | | |
| | None of the parties grouped under Trade Payables have declared themselves under the Micro, Small and Medium Enterprises Development Act, 2006. | | |
| | The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors. | | |
| 2.4.1 | Trade Payables include amount payable to the holding company, Tata Sons Ltd., Rs.196.66 lacs (Previous Year Rs.195.56 lacs). | | |
| 2.5 | <u>Other Current Liabilities</u> | | |
| | a) Liability towards Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 (not due as at Balance Sheet dates) | | |
| | | As at 31.3.2013 | As at 31.3.2012 |
| | i) Unpaid dividends | 95.26 | 98.45 |
| | ii) Unpaid matured deposits and interest on matured deposits | 0.72 | 1.47 |
| | | 95.98 | 99.92 |
| | b) Statutory dues | 8.89 | 8.71 |
| | c) Liability for commission to non-executive Directors | 90.00 | 90.00 |
| | d) Income received in advance | 9.41 | 9.86 |
| | e) Payables on purchase of fixed assets | - | 0.27 |
| | f) Others (includes pro-rata share of losses from a Venture Capital Investment) | 71.28 | 54.94 |
| | | 275.56 | 263.70 |
| 2.6 | <u>Short Term Provisions</u> | | |
| | a) Provision for pension and employee benefits | 43.36 | 48.17 |
| | b) Contingent provision against standard assets (as per RBI regulations) | 26.63 | 23.78 |
| | c) Provision for taxation (net of advance taxes) | 9.74 | 9.74 |
| | d) Proposed dividend..... | 8,815.25 | 11,570.01 |
| | e) Tax on proposed dividend..... | 1,498.15 | 1,876.95 |
| | | 10,393.13 | 13,528.65 |

2.7 Fixed Assets

(Rs.in lacs)

| Name of the Asset | Gross Block | | | | Accumulated Depreciation | | | Net Block | |
|-----------------------------------|----------------------------------|---------------------------------|--------------------------------|----------------------------------|----------------------------------|--------------------------------|--------------------------------|----------------------------------|--------------------------------------|
| | As at 01.4.2012 | Additions during the year | Deductions / Adjustments | As at 31.3.2013 | As at 01.4.2012 | Depreciation for the year | Deductions/ Adjustments | As at 31.3.2013 | Net book value as at 31.3.2013 |
| A. TANGIBLE ASSETS | | | | | | | | | |
| i) Buildings | 1.30 (1.30) | - (0.00) | - (0.00) | 1.30 (1.30) | 1.10 (1.09) | 0.01 (0.01) | - 0.00 | 1.11 (1.10) | 0.19 (0.20) |
| ii) Plant and Equipment | 11.93 (17.30) | - (0.00) | - (5.37) | 11.93 (11.93) | 7.90 (10.57) | 1.62 (2.67) | - (5.34) | 9.52 (7.90) | 2.41 (4.03) |
| iii) Furniture and Fixtures | 66.79 (70.37) | 2.48 (2.14) | - (5.72) | 69.27 (66.79) | 66.79 (70.37) | 2.48 (2.14) | - (5.72) | 69.27 (66.79) | - 0.00 |
| iv) Vehicles | 56.02 (64.45) | 8.44 (0.00) | 35.93 (8.43) | 28.53 (56.02) | 41.64 (44.70) | 3.77 (5.06) | 27.62 (8.12) | 17.79 (41.64) | 10.74 (14.38) |
| v) Office Equipment | 51.25 (55.00) | 6.66 (8.99) | 4.15 (12.74) | 53.76 (51.25) | 39.11 (43.07) | 7.36 (8.16) | 3.71 (12.12) | 42.76 (39.11) | 11.00 (12.14) |
| vi) Leasehold Improvements ... | 45.58 (45.58) | - (0.00) | - (0.00) | 45.58 (45.58) | 34.19 (11.40) | 11.39 (22.79) | - (0.00) | 45.58 (34.19) | - (11.39) |
| | 232.87 (254.00) | 17.58 (11.13) | 40.08 (32.26) | 210.37 (232.87) | 190.73 (181.20) | 26.63 (40.83) | 31.33 (31.30) | 186.03 (190.73) | 24.34 (42.14) |
| B. INTANGIBLE ASSETS | | | | | | | | | |
| Software | - (0.00) | 1.50 (0.00) | - (0.00) | 1.50 (0.00) | - (0.00) | 0.60 (0.00) | - (0.00) | 0.60 (0.00) | 0.90 (0.00) |
| GRAND TOTAL..... | 232.87 | 19.08 | 40.08 | 211.87 | 190.73 | 27.23 | 31.33 | 186.63 | 25.24 |
| Previous Year..... | (254.00) | (11.13) | (32.26) | (232.87) | (181.20) | (40.83) | (31.30) | (190.73) | (42.14) |

Figures in brackets indicate previous year figures

2.8 NON-CURRENT INVESTMENTS (LONG TERM)
**TRADE INVESTMENTS
(AT COST, UNLESS OTHERWISE STATED)**

(Rs.in lacs)

| | As at 31.3.2013 | | As at 31.3.2012 | |
|--|------------------|-------------------|-----------------|------------|
| | Book Value | Book Value | Book Value | Book Value |
| I. Quoted :- (note 2.8.2) | | | | |
| Equity shares | 95,643.19 | | 89,875.36 | |
| Preference shares..... | - | | 1,228.83 | |
| Government securities [note 1.6.c]..... | - | | 2,444.30 | |
| Bonds/Debentures [note 1.6.c] | 50,063.09 | | 47,465.11 | |
| Mutual funds | 208.09 | | - | |
| | | 145,914.37 | | 141,013.60 |
| (Market Value Rs.3,74,875.55 lacs, Previous year Rs.3,67,531.24 lacs) | | | | |
| II. Unquoted :- (note 2.8.3) | | | | |
| Equity shares | 25,220.73 | | 19,802.51 | |
| Preference shares..... | - | | 34.73 | |
| Debt Mutual funds..... | 8,410.00 | | 5,883.81 | |
| Equity Mutual funds | - | | 1,000.00 | |
| Venture Capital funds..... | 2,484.05 | | 2,749.86 | |
| | | 36,114.78 | | 29,470.91 |
| Less : Provision for diminution in value of Long term investments | | 182,029.15 | | 170,484.51 |
| | | 2,125.64 | | 1,698.61 |
| | | 179,903.51 | | 168,785.90 |

2.8.1 All the above investments are fully paid, except where otherwise indicated.

2.8.2 Details of Quoted Non-Current Investments

(Rs. in lacs)

| Particulars | Face value | As at 31-03-2013 | | As at 31-03-2012 | |
|--|------------|---------------------|------------------|------------------|------------------|
| | | Holding | Book value | Holding | Book value |
| EQUITY SHARES :- | | | | | |
| 1 BANKS | | | | | |
| Andhra Bank..... | 10 | 550000 | 694.72 | 300000 | 399.17 |
| Axis Bank Ltd..... | 10 | 330000 | 131.64 | 330000 | 131.64 |
| Bank of Baroda..... | 10 | 100000 | 772.67 | 78091 | 610.82 |
| Central Bank of India..... | 10 | 650000 | 802.73 | 550000 | 727.51 |
| Corporation Bank..... | 10 | 230000 | 1,005.00 | 135000 | 613.97 |
| Development Credit Bank Ltd..... | 10 | 800000 | 635.17 | 800000 | 635.17 |
| HDFC Bank Ltd..... | 2 | 615000 | 345.25 | 615000 | 345.25 |
| ICICI Bank Ltd..... | 10 | 205000 | 1,943.62 | 160000 | 1,551.59 |
| IDBI Bank Ltd..... | 10 | 580000 | 720.28 | 580000 | 720.28 |
| Indian Bank..... | 10 | 450000 | 703.60 | 400000 | 615.10 |
| Jammu & Kashmir Bank Ltd..... | 10 | 30000 | 277.21 | - | - |
| Punjab National Bank..... | 10 | 60000 | 435.75 | - | - |
| South Indian Bank Ltd..... | 1 | 600000 | 140.78 | - | - |
| State Bank of India..... | 10 | 1440000 | 872.90 | 1440000 | 872.90 |
| United Bank of India..... | 10 | - | - | 300000 | 231.99 |
| | | | <u>9,481.32</u> | | <u>7,455.39</u> |
| | | | <u>18,298.02</u> | | <u>15,661.23</u> |
| | | Market Value | | | |
| 2 CEMENT | | | | | |
| Ambuja Cements Ltd..... | 2 | - | - | 1320000 | 24.29 |
| HeidelbergCement India Ltd..... | 10 | 550000 | 218.56 | 550000 | 218.56 |
| Madras Cements Ltd..... | 1 | 346070 | 360.14 | 400000 | 416.26 |
| Mangalam Cements Ltd..... | 10 | 414317 | 610.43 | 414317 | 610.43 |
| Ultratech Cement Ltd..... | 10 | 130000 | 1,212.34 | 130000 | 1,212.34 |
| | | | <u>2,401.47</u> | | <u>2,481.88</u> |
| | | Market Value | <u>4,051.66</u> | | <u>5,605.67</u> |
| 3 CHEMICALS & FERTILIZERS | | | | | |
| Clariant Chemicals India Ltd..... | 10 | - | - | 50000 | 139.17 |
| Godrej Industries Ltd..... | 1 | 250000 | 488.34 | 250000 | 488.34 |
| Tata Chemicals Ltd..... | 10 | 15753500 | 4,552.76 | 15753500 | 4,552.76 |
| United Phosphorus Ltd..... | 2 | - | - | 115000 | 188.83 |
| | | | <u>5,041.10</u> | | <u>5,369.10</u> |
| | | Market Value | <u>51,526.78</u> | | <u>55,558.01</u> |
| 4 ELECTRICITY & TRANSMISSION | | | | | |
| Alstom T & D India Ltd..... | 2 | 20053 | 28.52 | 75000 | 106.66 |
| NHPC Ltd..... | 10 | - | - | 1200000 | 311.18 |
| NTPC Ltd..... | 10 | 1715000 | 2,321.95 | 1065000 | 1,364.59 |
| Power Grid Corporation of India Ltd..... | 10 | 1000000 | 1,022.15 | 600000 | 590.19 |
| PTC India Ltd..... | 10 | 500000 | 495.13 | 500000 | 495.13 |
| Schneider Electric Infrastructure Ltd..... | 2 | - | - | 75000 | 106.67 |
| Tata Power Co. Ltd..... | 1 | 6000000 | 225.84 | 6000000 | 225.84 |
| | | | <u>4,093.59</u> | | <u>3,200.26</u> |
| | | Market Value | <u>9,606.08</u> | | <u>9,164.98</u> |
| 5 ELECTRICALS & ELECTRONICS | | | | | |
| Bharat Electronics Ltd..... | 10 | 119000 | 360.38 | 119000 | 360.38 |
| Blue Star Ltd..... | 2 | 240000 | 681.94 | 215000 | 636.52 |
| Cummins India Ltd..... | 2 | 142940 | 0.46 | 142940 | 0.46 |
| Siemens Ltd..... | 2 | 110000 | 672.87 | 5000 | 32.92 |
| Thermax Ltd..... | 2 | 99000 | 564.58 | 99000 | 564.58 |
| Voltas Ltd..... | 1 | 9460000 | 355.70 | 9460000 | 355.70 |
| | | | <u>2,635.93</u> | | <u>1,950.56</u> |
| | | Market Value | <u>10,761.30</u> | | <u>14,021.30</u> |

| Particulars | Face value | As at 31-03-2013 | | (Rs. in lacs) | |
|--|------------|------------------|------------------|-----------------------------|------------------|
| | | Holding | Book value | As at 31-03-2012 Holding | Book value |
| 6 ENGINEERING, CONSTRUCTION & INFRASTRUCTURE | | | | | |
| Bharat Earth Movers Ltd..... | 10 | 200000 | 1,258.87 | 155000 | 1,118.94 |
| Bharat Heavy Electricals Ltd..... | 2 | 500000 | 680.03 | 500000 | 680.03 |
| Crompton Greaves Ltd..... | 2 | 360000 | 676.45 | 345000 | 659.29 |
| Engineers India Ltd..... | 5 | 191350 | 231.10 | 166350 | 183.17 |
| Godrej Properties Ltd..... | 10 | 10224 | 54.74 | - | - |
| IRB Infrastructure Developers Ltd..... | 10 | 200000 | 342.40 | 150000 | 274.16 |
| KSB Pumps Ltd..... | 10 | 144000 | 64.55 | 144000 | 64.55 |
| Larsen & Toubro Ltd..... | 2 | 190000 | 92.36 | 190000 | 92.36 |
| Mahindra Lifespace Developers Ltd..... | 10 | 57085 | 237.25 | - | - |
| McNally Bharat Engineering Co.Ltd..... | 10 | 300000 | 234.33 | - | - |
| National Buildings Construction Corporation Ltd..... | 10 | 305000 | 405.52 | - | - |
| Patel Engineering Ltd..... | 1 | - | - | 85000 | 345.99 |
| Punj Lloyd Ltd..... | 2 | 300000 | 676.51 | 300000 | 676.51 |
| Sanghvi Movers Ltd..... | 2 | - | - | 60000 | 122.40 |
| | | | <u>4,954.11</u> | | <u>4,217.40</u> |
| Market Value | | | <u>5,937.03</u> | | <u>6,623.97</u> |
| 7 FAST MOVING CONSUMER GOODS | | | | | |
| Agro Tech Foods Ltd..... | 10 | 31000 | 148.35 | - | - |
| Asian Paints (India) Ltd..... | 10 | 53694 | 21.88 | 53694 | 21.88 |
| Berger Paints India Ltd..... | 2 | 400000 | 406.20 | 400000 | 406.20 |
| Godrej Consumer Products Ltd..... | 1 | - | - | 65000 | 190.55 |
| Hindustan Unilever Ltd..... | 1 | 175000 | 472.05 | 175000 | 472.05 |
| ITC Ltd..... | 1 | 739020 | 12.72 | 739020 | 12.72 |
| Mount Everest Mineral Water Ltd..... | 10 | 60000 | 91.05 | 60000 | 91.05 |
| Nestle India Ltd..... | 10 | 59000 | 350.21 | 59000 | 350.21 |
| Pidilite Industries Ltd..... | 1 | 1204000 | 136.17 | 1204000 | 136.17 |
| Tata Global Beverages Ltd..... | 1 | 27500000 | 740.02 | 27500000 | 740.02 |
| Titan Industries Ltd..... | 1 | 17225640 | 1,710.87 | 17225640 | 1,710.87 |
| VST Industries Ltd..... | 10 | 13500 | 140.63 | 13500 | 140.63 |
| | | | <u>4,230.15</u> | | <u>4,272.35</u> |
| Market Value | | | <u>92,200.99</u> | | <u>80,174.24</u> |
| 8 FINANCE, SERVICES & INVESTMENTS | | | | | |
| Bajaj Holdings & Investments Ltd..... | 10 | 40000 | 354.78 | - | - |
| Credit Analysis & Research Ltd. (Transferred from Unquoted List)..... | 10 | 308000 | 8.70 | - | - |
| GIC Housing Finance Ltd..... | 10 | 1500000 | 857.49 | 1199980 | 571.28 |
| Housing Development Finance Corporation Ltd..... | 2 | 350000 | 4.65 | 350000 | 4.65 |
| IL & FS Investment Managers Ltd..... | 2 | 775000 | 173.62 | 775000 | 173.62 |
| Infrastructure Development Finance Company Ltd..... | 10 | 900000 | 1,171.35 | 900000 | 1,171.35 |
| JM Financial Ltd..... | 1 | 2500000 | 376.63 | - | - |
| LIC Housing Finance Co. Ltd..... | 2 | 825000 | 173.51 | 825000 | 173.51 |
| Motilal Oswal Financial Services Ltd..... | 1 | 340729 | 410.67 | 145000 | 215.28 |
| Rural Electrification Corporation Ltd..... | 10 | 80000 | 143.49 | 190000 | 340.79 |
| | | | <u>3,674.89</u> | | <u>2,650.48</u> |
| Market Value | | | <u>11,437.72</u> | | <u>7,554.68</u> |
| 9 HEALTHCARE | | | | | |
| Apollo Hospital Enterprises Ltd..... | 5 | 47500 | 155.89 | 47500 | 155.89 |
| Biocon Ltd..... | 5 | 160000 | 495.58 | 100000 | 325.80 |
| Cadila Healthcare Ltd..... | 5 | 154141 | 1,194.48 | 87000 | 659.55 |
| Cipla Ltd..... | 2 | 180000 | 588.29 | 175000 | 572.28 |
| Dishman Pharmaceuticals & Chemicals Ltd..... | 2 | 200000 | 189.60 | - | - |
| Carried forward..... | | | <u>2,623.84</u> | | <u>1,713.52</u> |

| Particulars | Face value | As at 31-03-2013 | | As at 31-03-2012 | |
|--|----------------------|------------------|------------------|------------------|------------------|
| | | Holding | Book value | Holding | Book value |
| | Brought forward..... | | 2,623.84 | | 1,713.52 |
| 9 HEALTHCARE (cont'd) | | | | | |
| FDC Ltd. | 1 | 700000 | 635.09 | 500000 | 454.43 |
| Glaxo Smithkline Pharmaceuticals Ltd..... | 10 | 80000 | 67.70 | 80000 | 67.70 |
| Glenmark Pharmaceuticals Ltd..... | 1 | 222000 | 24.33 | 222000 | 24.33 |
| Hikal Ltd. | 10 | - | - | 60000 | 225.97 |
| Indraprastha Medical Corporation Ltd..... | 10 | 920000 | 439.90 | 920000 | 439.90 |
| Merck Ltd. | 10 | - | - | 70000 | 256.00 |
| Opto Circuits India Ltd. | 10 | - | - | 125450 | 201.11 |
| Piramal Enterprises Ltd.(Form.Piramal Healthcare Ltd.) | 2 | - | - | 70000 | 282.59 |
| Ranbaxy Laboratories Ltd. | 5 | 100000 | 386.61 | 120000 | 463.93 |
| Sun Pharma Advanced Research Co.Ltd..... | 1 | 315000 | 347.10 | - | - |
| Sun Pharmaceutical Industries Ltd..... | 1 | 750000 | 34.34 | 750000 | 34.34 |
| Torrent Pharmaceuticals Ltd..... | 5 | 100000 | 470.16 | 100000 | 470.16 |
| | | | <u>5,029.07</u> | | <u>4,633.98</u> |
| | Market Value | | <u>14,155.34</u> | | <u>11,599.44</u> |
| 10 HOTELS | | | | | |
| EIH Ltd. | 2 | 200000 | 213.59 | 200000 | 213.59 |
| Hotel Leelaventure Ltd..... | 2 | 600000 | 194.25 | 600000 | 194.25 |
| Indian Hotels Co. Ltd..... | 1 | 9894060 | 5,806.82 | 9894060 | 5,806.82 |
| Oriental Hotels Ltd..... | 1 | 1076000 | 39.03 | 1076000 | 39.03 |
| TAJGVK Hotels & Resorts Ltd..... | 2 | 68300 | 8.19 | 68300 | 8.19 |
| | | | <u>6,261.88</u> | | <u>6,261.88</u> |
| | Market Value | | <u>5,768.24</u> | | <u>7,018.64</u> |
| 11 INFORMATION TECHNOLOGY | | | | | |
| Aptech Ltd. | 10 | 175000 | 174.31 | 175000 | 174.31 |
| HCL Infosystems Ltd. | 2 | 620000 | 580.84 | 500000 | 527.91 |
| HCL Technologies Ltd..... | 2 | 60000 | 250.69 | 60000 | 250.69 |
| Infosys Ltd..... | 5 | 40000 | 973.55 | - | - |
| Infotech Enterprises Ltd. | 5 | - | - | 200000 | 354.84 |
| KPIT Cummins Infosystems Ltd..... | 2 | - | - | 510000 | 295.73 |
| MindTree Ltd..... | 10 | - | - | 40000 | 162.22 |
| NIIT Ltd..... | 2 | 872878 | 422.86 | 500000 | 271.64 |
| NIIT Technologies Ltd. | 10 | - | - | 200000 | 379.27 |
| Nucleus Software Exports Ltd..... | 10 | - | - | 150000 | 220.33 |
| Satyam Computer Services Ltd..... | 2 | 450000 | 376.69 | 450000 | 376.69 |
| Tata Consultancy Services Ltd..... | 1 | 590452 | 2,493.69 | 545452 | 1,998.09 |
| Tata Elxsi Ltd. | 10 | 900000 | 1,753.15 | 900000 | 1,753.15 |
| Tech Mahindra Ltd..... | 10 | 10000 | 100.13 | - | - |
| Wipro Ltd..... | 2 | 330000 | 1,295.88 | 265000 | 1,071.76 |
| | | | <u>8,421.79</u> | | <u>7,836.63</u> |
| | Market Value | | <u>15,246.65</u> | | <u>12,126.00</u> |
| 12 METALS & MINING | | | | | |
| Coal India Ltd..... | 10 | 220000 | 683.41 | 150000 | 455.24 |
| Gujarat Mineral Development Corporation Ltd..... | 2 | 400000 | 553.10 | 400000 | 553.10 |
| Hindalco Industries Ltd..... | 1 | 525000 | 260.93 | 525000 | 260.93 |
| Jindal Steel & Power Ltd. | 1 | - | - | 32500 | 231.80 |
| MOIL Ltd..... | 10 | 150000 | 510.78 | 150000 | 510.78 |
| NMDC Ltd..... | 1 | 305000 | 548.76 | 150000 | 322.02 |
| Steel Authority of India Ltd. | 10 | 285000 | 362.01 | 285000 | 362.01 |
| Tata Sponge Iron Ltd..... | 10 | - | - | 65622 | 137.18 |
| Tata Steel Ltd. | 10 | 3385000 | 6,147.16 | 3385000 | 6,147.16 |
| The Tinplate Company of India Ltd. | 10 | 600000 | 325.58 | 600000 | 325.58 |
| | | | <u>9,391.73</u> | | <u>9,305.80</u> |
| | Market Value | | <u>13,566.41</u> | | <u>19,363.73</u> |

| Particulars | Face value | As at 31-03-2013 | | As at 31-03-2012 | |
|--|------------|------------------|------------------|------------------|------------------|
| | | Holding | Book value | Holding | Book value |
| (Rs. in lacs) | | | | | |
| 13 MOTOR VEHICLES & ANCILLARIES | | | | | |
| Autoline Industries Ltd..... | 10 | 275000 | 342.33 | 200000 | 281.45 |
| Bosch Ltd..... | 10 | 30000 | 4.59 | 30000 | 4.59 |
| Exide Industries Ltd..... | 1 | - | - | 275000 | 294.96 |
| Greaves Cotton Ltd..... | 2 | 375000 | 343.12 | 325000 | 303.11 |
| Mahindra & Mahindra Ltd..... | 5 | 440000 | 60.98 | 440000 | 60.98 |
| Maruti Suzuki India Ltd..... | 5 | 155000 | 1,825.44 | 145000 | 1,712.24 |
| SKF India Ltd..... | 10 | 200000 | 32.66 | 200000 | 32.66 |
| Sundram Fasteners Ltd..... | 1 | 300000 | 2.07 | 300000 | 2.07 |
| Swaraj Engines Ltd..... | 10 | 50000 | 247.24 | - | - |
| Tata Motors Ltd..... | 2 | 10525000 | 5,082.52 | 11025000 | 5,323.97 |
| Tata Motors Ltd. 'A' Ordinary Shares..... | 2 | 1775000 | 1,922.47 | 3425000 | 3,709.55 |
| | | | <u>9,863.42</u> | | <u>11,725.58</u> |
| Market Value | | | <u>41,378.01</u> | | <u>45,881.09</u> |
| 14 OIL & NATURAL RESOURCES | | | | | |
| Cairn India Ltd..... | 10 | 478000 | 757.01 | 478000 | 757.01 |
| Castrol India Ltd..... | 10 | 200000 | 156.31 | 100000 | 156.31 |
| Gujarat State Petronet Ltd..... | 10 | 405000 | 324.89 | 225000 | 200.74 |
| Hindustan Petroleum Corporation Ltd..... | 10 | - | - | 185000 | 575.05 |
| Mangalore Refinery & Petrochemicals Ltd..... | 10 | - | - | 300000 | 244.68 |
| Oil & Natural Gas Corporation Ltd..... | 5 | 425000 | 1,005.97 | 368000 | 822.24 |
| Oil India Ltd..... | 10 | 72500 | 338.68 | 62500 | 285.97 |
| Reliance Industries Ltd..... | 10 | 263430 | 1,167.05 | 252430 | 1,090.58 |
| Savita Oil Technologies Ltd..... | 10 | 23893 | 111.56 | 20000 | 93.38 |
| | | | <u>3,861.47</u> | | <u>4,225.96</u> |
| Market Value | | | <u>6,054.16</u> | | <u>6,348.87</u> |
| 15 RETAIL | | | | | |
| Trent Ltd..... | 10 | 1520754 | 10,485.37 | 1104665 | 7,256.55 |
| | | | <u>10,485.37</u> | | <u>7,256.55</u> |
| Market Value | | | <u>15,124.66</u> | | <u>10,515.86</u> |
| 16 TELECOMMUNICATIONS | | | | | |
| Idea Cellular Ltd..... | 10 | - | - | 600000 | 382.85 |
| Mahanagar Telephone Nigam Ltd..... | 10 | - | - | 300000 | 267.93 |
| | | | - | | <u>650.78</u> |
| Market Value | | | - | | <u>675.30</u> |
| 17 TEXTILES | | | | | |
| Arvind Ltd..... | 10 | - | - | 60000 | 46.81 |
| Century Textiles & Industries Ltd..... | 10 | 225000 | 554.80 | 225000 | 554.80 |
| JBF Industries Ltd..... | 10 | - | - | 110000 | 149.67 |
| Siyaram Silk Mills Ltd..... | 10 | 100000 | 291.69 | - | - |
| | | | <u>846.49</u> | | <u>751.28</u> |
| Market Value | | | <u>885.75</u> | | <u>1,005.59</u> |
| 18 TRANSPORTATION & LOGISTICS | | | | | |
| Adani Ports & Special Economic Zone Ltd..... | 2 | 425000 | 545.37 | 254419 | 338.37 |
| Container Corporation of India Ltd..... | 10 | 120000 | 468.38 | 120000 | 468.38 |
| Gateway Distriparks Ltd..... | 10 | 475000 | 588.99 | 425000 | 518.25 |
| Transport Corporation of India Ltd..... | 2 | 310000 | 298.34 | 231346 | 242.81 |
| Varun Shipping Co. Ltd..... | 10 | - | - | 650000 | 357.02 |
| | | | <u>1,901.08</u> | | <u>1,924.83</u> |
| Market Value | | | <u>2,591.41</u> | | <u>2,459.35</u> |

| Particulars | Face value | As at 31-03-2013 | | As at 31-03-2012 | |
|---|------------|------------------|-------------------|------------------|-------------------|
| | | Holding | Book value | Holding | Book value |
| (Rs. in lacs) | | | | | |
| 19 MISCELLANEOUS & DIVERSIFIED | | | | | |
| Aditya Birla Nuvo Ltd. | 10 | 200000 | 1,267.48 | 185000 | 1,107.03 |
| Bajaj Hindusthan Ltd..... | 1 | - | - | 160000 | 280.70 |
| Jagran Prakashan Ltd..... | 2 | 350000 | 312.23 | 350000 | 312.23 |
| Jain Irrigation Systems Ltd..... | 2 | 200000 | 162.74 | - | - |
| Kesoram Industries Ltd..... | 10 | - | - | 90000 | 292.91 |
| PVR Ltd..... | 10 | 500000 | 579.89 | 500000 | 579.89 |
| Sintex Industries Ltd..... | 1 | 240000 | 305.41 | 240000 | 305.41 |
| Supreme Industries Ltd..... | 2 | 150000 | 256.83 | 150000 | 256.83 |
| The Phoenix Mills Ltd..... | 2 | - | - | 185171 | 385.92 |
| West Coast Paper Mills Ltd..... | 2 | 375000 | 183.75 | 375000 | 183.75 |
| | | | 3,068.33 | | 3,704.67 |
| | | | 4,735.17 | | 4,056.54 |
| | | | 95,643.19 | | 89,875.36 |
| | | | 323,325.38 | | 315,414.49 |
| Market Value | | | | | |
| Total of Listed Equity Shares - Book Value | | | | | |
| - Market Value | | | | | |
| PREFERENCE SHARES :- | | | | | |
| Trent Ltd - 0.1% Compulsory Convertible - Series B.... | 10 | - | - | 212008 | 1,228.83 |
| | | | - | | 1,228.83 |
| GOVERNMENT SECURITIES :- | | | | | |
| Government of India 2021,7.80%..... | 100 | - | - | 1000000 | 940.39 |
| Government of India 2022,8.13%..... | 100 | - | - | 1500000 | 1,503.91 |
| | | | - | | 2,444.30 |
| BONDS/DEBENTURES :- | | | | | |
| 9.45% Housing Development Finance Corporation Ltd 2021..... | 1000000 | 200 | 2,001.56 | 200 | 2,001.75 |
| 9.55% Housing Development Finance Corporation Ltd 2021..... | 1000000 | 700 | 6,954.64 | 700 | 6,949.18 |
| 9.90% Housing Development Finance Corporation Ltd 2021..... | 1000000 | 100 | 1,002.60 | 100 | 1,002.90 |
| 7.36% Tax Free India Infrastructure Finance Co.Ltd 2028..... | 1000 | 250000 | 2,500.00 | - | - |
| 8.00% Tax Free Indian Railway Finance Corporation Ltd 2022..... | 1000 | 350000 | 3,516.13 | 350000 | 3,517.94 |
| 8.20% Tax Free National Highways Authority of India 2022..... | 1000 | 150000 | 1,505.84 | 150000 | 1,506.51 |
| 9.95% State Bank of India 2026..... | 10000 | 10000 | 1,021.91 | 10000 | 1,024.66 |
| 10.20% Tata Capital Financial Services Ltd 2014..... | 1000000 | - | - | 250 | 2,500.00 |
| 10.00% Tata Chemicals Ltd 2019..... | 1000000 | 40 | 400.00 | 40 | 400.00 |
| 9.50% Tata Communications Ltd 2014..... | 1000000 | 50 | 500.01 | 50 | 500.02 |
| 9.95% Tata Motors Ltd 2020..... | 1000000 | 100 | 1,000.00 | 100 | 1,000.00 |
| 11.40% Tata Power Co.Ltd Perpetual.(Call - 2021)..... | 1000000 | 1150 | 11,815.05 | 1150 | 11,853.58 |
| 10.30% Tata Sons Ltd. (the holding company) 2014..... | 1000000 | 50 | 502.17 | 50 | 504.22 |
| 9.75% Tata Sons Ltd. (the holding company) 21/04/2016..... | 1000000 | 150 | 1,502.12 | 150 | 1,502.81 |
| 9.75% Tata Sons Ltd. (the holding company) 19/07/2016..... | 1000000 | 50 | 500.56 | 50 | 500.73 |
| 9.68% Tata Sons Ltd. (the holding company) 2017..... | 1000000 | 500 | 5,001.00 | 500 | 5,001.26 |
| Carried forward | | | 39,723.59 | | 39,765.56 |

(Rs. in lacs)

| Particulars | Face value | As at 31-03-2013 | | As at 31-03-2012 | |
|---|------------|------------------|-------------------|------------------|-------------------|
| | | Holding | Book value | Holding | Book value |
| Brought forward..... | | | 39,723.59 | | 39,765.56 |
| BONDS / DEBENTURES (contd) | | | | | |
| 10.20% Tata Steel Ltd 2015 | 1000000 | 100 | 980.61 | 100 | 971.37 |
| 10.40% Tata Steel Ltd 2019 | 1000000 | 100 | 1,000.52 | 100 | 1,000.61 |
| 11.50% Tata Steel Ltd Perpetual (Call - 2021) | 1000000 | 100 | 1,000.00 | 100 | 1,000.00 |
| 11.80% Tata Steel Ltd Perpetual (Call - 2021) | 1000000 | 700 | 7,358.37 | 450 | 4,727.57 |
| | | | 50,063.09 | | 47,465.11 |
| MUTUAL FUNDS :- | | | | | |
| Goldman Sachs Nifty ETF | 10 | 42500 | 208.09 | - | - |
| | | | 208.09 | | - |
| | | | 145,914.37 | | 141,013.60 |

2.8.3 Details of Unquoted Non-Current Investment

EQUITY SHARES :-

INDIAN

| | | | | | |
|--|------|----------|------------------|----------|------------------|
| Amalgamated Plantations Pvt.Ltd. (associate company).. | 10 | 15000000 | 1,500.00 | 15000000 | 1,500.00 |
| Credit Analysis & Research Ltd. (Transferred to Quoted List) | 10 | - | - | 408000 | 11.52 |
| Fiora Services Ltd..... | 100 | 10500 | 10.50 | 10500 | 10.50 |
| Indbazar.com Ltd..... | 10 | 50000 | 52.50 | 50000 | 52.50 |
| Indian Seamless Enterprise Ltd. | 10 | 67210 | 33.61 | 67210 | 33.61 |
| Institutional Investor Advisory Services Ltd. | 10 | 1000000 | 133.30 | 1000000 | 133.30 |
| Jamipol Ltd. | 10 | 250000 | 25.00 | 250000 | 25.00 |
| Mecklai Financial & Commercial Services Ltd. | 10 | 15000 | 50.00 | 15000 | 50.00 |
| National Stock Exchange of India Ltd. | 10 | 58000 | 2,064.21 | 58000 | 2,064.21 |
| Piem Hotels Ltd. | 10 | 35000 | 0.55 | 35000 | 0.55 |
| Quikjet Cargo Airlines Pvt.Ltd..... | 10 | 1643413 | 177.30 | 1296111 | 142.57 |
| Ritspin Synthetics Ltd..... | 10 | 100000 | 10.00 | 100000 | 10.00 |
| Roots Corporation Ltd. | 10 | 2614379 | 2,000.00 | 2614379 | 2,000.00 |
| Rujuvalika Investments Ltd..... | 10 | 183333 | 30.00 | 183333 | 30.00 |
| Simto Investment Company Ltd. (subsidiary company) | 10 | 1466137 | 2,976.26 | - | - |
| Tata Asset Management Ltd. (associate company)..... | 10 | 5265457 | 1,950.09 | 5265457 | 1,950.09 |
| Tata Autocomp Systems Ltd..... | 10 | 2720054 | 702.68 | 2720054 | 702.68 |
| Tata Capital Ltd..... | 10 | 77196591 | 10,234.18 | 65102888 | 7,815.43 |
| Tata Industries Ltd..... | 100 | 676790 | 1,133.89 | 676790 | 1,133.89 |
| Tata Services Ltd. | 1000 | 270 | 2.70 | 270 | 2.70 |
| Tata Sons Ltd (holding company)..... | 1000 | 326 | 193.27 | 326 | 193.27 |
| Tata Teleservices Ltd..... | 10 | 5684692 | 1,936.17 | 5684692 | 1,936.17 |
| Tata Trustee Company Ltd. (associate company)..... | 10 | 275000 | 2.62 | 275000 | 2.62 |
| Trent Retail Services Pvt.Ltd..... | 100 | 995 | 1.90 | 995 | 1.90 |
| | | | 25,220.73 | | 19,802.51 |

SRI LANKA

(At cost less provision for other than temporary diminution)

| | | | | | |
|-------------------------------------|----|------|------------------|------|------------------|
| Guardian Capital Partners PLC | 10 | 2720 | * | 2720 | * |
| | | | * | | * |
| | | | 25,220.73 | | 19,802.51 |

* Denotes balance less than Rs.500

PREFERENCE SHARES :-

| | | | | | |
|---|----|---|---|--------|-------|
| Quikjet Cargo Airlines Pvt.Ltd. - 0.001% CCPS | 10 | - | - | 347302 | 34.73 |
| | | | - | | 34.73 |

| Particulars | Face value | As at 31-03-2013 | | As at 31-03-2012 | |
|---|------------|------------------|------------------|------------------|------------------|
| | | Holding | Book value | Holding | Book value |
| DEBT MUTUAL FUNDS :- | | | | | |
| Birla Sun Life Cash Plus Instl. Plan (Growth) | 100 | 2096156 | 3,910.00 | - | - |
| Birla Sun Life Income Plus (Growth) | 100 | 1957441 | 1,000.00 | - | - |
| HDFC Income Fund (Growth) | 10 | 5739671 | 1,500.00 | - | - |
| HDFC Liquid Fund - Premium Plus Plan (Growth) | 10 | - | - | 1744148 | 375.04 |
| ICICI Prudential Liquid SIP - Growth. | 100 | - | - | 695208 | 1,090.00 |
| IDFC Super Saver Income Fund-STP (Growth) | 10 | 6307344 | 1,500.00 | - | - |
| Tata Liquid Super High Investment Fund (Growth) | 1000 | 23115 | 500.00 | 226011 | 4,418.77 |
| | | | 8,410.00 | | 5,883.81 |
| EQUITY MUTUAL FUNDS :- | | | | | |
| HDFC Top 200 Fund (Growth) | 10 | - | - | 494586 | 1,000.00 |
| | | | | | 1,000.00 |
| VENTURE CAPITAL FUNDS :- | | | | | |
| India Advantage Fund Series 3 | 100 | 250000 | 250.00 | 250000 | 250.00 |
| Indiareit Fund | 100000 | 341 | 340.80 | 366 | 365.81 |
| Milestone Real Estate Fund | 1000 | 117392 | 1,173.92 | 145834 | 1,458.34 |
| Multiples Private Equity Fund Scheme. | 100000 | 232 | 231.75 | 129 | 128.50 |
| TVS Shriram Growth Fund Scheme 1A | 1000 | 42758 | 427.58 | 48721 | 487.21 |
| TVS Shriram Growth Fund-Scheme 1B | 1000 | 6000 | 60.00 | 6000 | 60.00 |
| | | | 2,484.05 | | 2,749.86 |
| | | | 36,114.78 | | 29,470.91 |

2.9 Deferred Tax Assets

Deferred Tax Assets have not been recognised, as there is no reasonable certainty for setting off the same, considering the present tax status of the Company.

2.10 Long Term loans and advances
(Unsecured, considered good)

| | As at 31.3.2013 | As at 31.3.2012 |
|--|-----------------|-----------------|
| a) Loans to employees | 9.74 | 11.97 |
| b) Security deposits (note 2.10.1) | 303.50 | 303.49 |
| c) Advances on Capital Account | - | 9.94 |
| d) Other loans and advances | 4.35 | 5.96 |
| | 317.59 | 331.36 |

2.10.1 Security deposits includes an amount of Rs.300.00 lacs with Ewart Investments Ltd. (Previous Year Rs.300.00 lacs), which is a related party.

2.11 CURRENT INVESTMENTS (FULLY PAID)

| Particulars | As at 31-03-2013 | | As at 31-03-2012 | |
|--|------------------|------------------|------------------|------------------|
| | Book value | Book value | Book value | Book value |
| Quoted (note 2.11.1) | | | | |
| Equity Shares (Lower of cost and fair value) | | | | |
| At Cost | 5,723.34 | | 5,707.25 | |
| Less : Provision for diminution | 1,440.25 | | 1,163.96 | |
| At fair value | | 4,283.09 | | 4,543.29 |
| (Market Value Rs.4,283.09 lacs; Previous year Rs.4,543.29 lacs) | | | | |
| Unquoted (note 2.11.2) | | | | |
| Preference Shares.(At cost) | - | | 3,500.00 | |
| Debt Mutual Funds.(At cost) | - | | 1,500.00 | |
| Certificate of Deposit.(At cost) | 9,973.93 | | 2,431.65 | |
| | | 9,973.93 | | 7,431.65 |
| | | 14,257.02 | | 11,974.94 |

2.11.1 Details of Quoted Current Investments

(Rs. in lacs)

| Particulars | Face value | As at 31-03-2013 | | As at 31-03-2012 | |
|------------------------------------|------------|------------------|-----------------|------------------|-----------------|
| | | Holding | Book value | Holding | Book value |
| EQUITY SHARES :- | | | | | |
| Axis Bank Ltd..... | 10 | 67500 | 851.32 | 65000 | 827.10 |
| Bharat Electronics Ltd..... | 10 | 51000 | 791.59 | 32500 | 564.35 |
| Bharat Heavy Electricals Ltd..... | 2 | 265000 | 970.59 | 172500 | 771.26 |
| NTPC Ltd..... | 10 | - | - | 70000 | 138.47 |
| Reliance Industries Ltd..... | 10 | 259000 | 2,556.33 | 239000 | 2,407.50 |
| Steel Authority of India Ltd..... | 10 | 165000 | 204.72 | 165000 | 204.72 |
| Sundram Fasteners Ltd..... | 1 | 600000 | 348.79 | 500000 | 298.25 |
| Tata Consultancy Services Ltd..... | 1 | - | - | 45000 | 495.60 |
| | | | 5,723.34 | | 5,707.25 |

 2.11.2 Details of Unquoted Current Investments
PREFERENCE SHARES :-

| | | | | | |
|---|------|---|---|----------|-----------------|
| Tata Autocomp Systems Ltd.8% Cum.Red. (Red.30/09/2012)..... | 10 | - | - | 10000000 | 1,000.00 |
| Tata Autocomp Systems Ltd.8% Cum.Red. (Red.31/10/2012)..... | 10 | - | - | 5000000 | 500.00 |
| Tata Sons Ltd (the holding company) 7.50% Cum. (Red.30/12/2012)..... | 1000 | - | - | 200000 | 2,000.00 |
| | | | | | 3,500.00 |

DEBT MUTUAL FUNDS :-

| | | | | | |
|--|----|---|---|----------|-----------------|
| Tata Fixed Maturity Plan Series 38-D (Growth)..... | 10 | - | - | 15000000 | 1,500.00 |
| | | | | | 1,500.00 |

CERTIFICATE OF DEPOSIT :-

| | | | | | |
|----------------------------------|--------|-------|-----------------|------|-----------------|
| Axis Bank Ltd. (18-06-2012)..... | 100000 | - | - | 2500 | 2,431.65 |
| Bank of Baroda (03-04-2013)..... | 100000 | 10000 | 9,973.93 | - | - |
| | | | 9,973.93 | | 2,431.65 |

2.11.3 Current Investments shown in note 2.11 of Rs.Nil (Previous Year Rs.5000.00 lacs) represents current maturities of Long term Investments which as per the Accounting Standard (AS)-13 'Accounting for Investments' are Long term Investments.

(Rs.in lacs)

| | As at 31.3.2013 | As at 31.3.2012 |
|---|--------------------|--------------------|
| 2.12 <u>Trade receivables</u> | | |
| All Trade receivables are unsecured and considered good - less than six months from the date they became due for payment..... | 0.68 | 0.23 |
| 2.13 <u>Cash and cash equivalents</u> | | |
| a) Balance with banks | | |
| i) On current accounts (note 2.13.1)..... | 166.95 | 242.33 |
| ii) On deposit account (note 2.13.2)..... | 27.93 | 25.81 |
| | 194.88 | 268.14 |
| b) Other bank balances | | |
| On deposit accounts (note 2.13.3)..... | 4,029.42 | 16,565.63 |
| | 4,224.30 | 16,833.77 |

- 2.13.1 Balance with banks on current accounts include
- amount kept in Unpaid dividend accounts - Rs.95.25 lacs (Previous Year Rs.98.45 lacs).
 - amount kept in an escrow account towards matured deposits and interest thereon Rs.0.72 lacs (Previous Year Rs.1.47 lacs).
 - amount which is subject to exchange control restrictions in Sri Lanka Rs.0.91 lacs (Previous Year Rs.1.25 lacs).
- 2.13.2 Balances with banks on deposit account includes
- amount which is subject to exchange control restrictions in Sri Lanka Rs.27.52 lacs (Previous Year Rs.25.51 lacs).
 - interest accrued but not due on deposit - Rs.0.41 lacs (Previous Year Rs.0.30 lacs).
- 2.13.3 Other bank balances on deposit accounts include interest accrued but not due on deposits - Rs.40.72 lacs (Previous Year Rs.865.63 lacs).

| | As at 31.3.2013 | (Rs. in lacs) As at 31.3.2012 |
|---|--------------------|-------------------------------------|
| 2.14 <u>Short term loans and advances</u> (Unsecured, considered good) | | |
| a) Intercompany deposits (note 2.14.1)..... | 8,000.00 | 6,000.00 |
| b) Interest accrued on intercompany deposits (note 2.14.1) | 70.56 | 91.60 |
| c) Advance taxes (net of provisions)..... | 359.81 | 276.85 |
| d) Loans to employees | 2.23 | 2.23 |
| e) Security Deposit | 7.50 | - |
| f) Advance to Gratuity fund..... | 5.00 | - |
| g) Other loans and advances (Advances to staff and prepaid expenses)..... | 4.78 | 14.75 |
| | 8,449.88 | 6,385.43 |
| 2.14.1 Intercompany deposits / Interest accrued on intercompany deposits include the following amounts from related parties :- | | |
| <u>Name</u> | | |
| Tata Housing Development Company Ltd..... | 1,524.47 | - |
| Tata Sky Ltd..... | 2,508.82 | - |
| Tata Sons Ltd..... | - | 4,090.99 |
| Tata Realty and Infrastructure Ltd..... | - | 1,000.62 |
| 2.15 <u>Other current assets</u> (Unsecured, considered good) | | |
| i) Dividends declared but not received | 25.70 | 51.54 |
| ii) Interest accrued but not due on debentures, bonds and certificate of deposit..... | 2,177.23 | 2,203.36 |
| iii) Amount receivable from holding company, Tata Sons Ltd..... | - | 0.26 |
| | 2,202.93 | 2,255.16 |

3 Notes to Statement of Profit and Loss :

| | Year ended 31.3.2013 | (Rs. in lacs) Year ended 31.3.2012 |
|--|-------------------------|--|
| 3.1 <u>Revenue from operations</u> | | |
| a) Income from investments | | |
| i) Dividend [includes Rs.65.78 lacs on current investments as per AS 13 (Previous Year Rs.66.87 lacs)]..... | 7,096.07 | 6,651.50 |
| ii) Interest on investments [net of amortisation of premium/(discount) on Bonds / Debenture Rs.71.52 lacs (Previous Year Rs.46.05 lacs) [includes Rs.79.52 lacs on current investments as per AS 13 (Previous Year Rs.9.11 lacs)]] | 5,045.48 | 2,609.72 |
| iii) Fees from shares lent | 365.10 | 281.04 |
| iv) Loss on sale of Current Investments..... | (25.61) | (61.37) |
| | 12,481.04 | 9,480.89 |
| b) Interest on deposits and advances..... | 1,600.42 | 3,372.91 |
| Total (a) + (b)..... | 14,081.46 | 12,853.80 |
| 3.1.1 Interest income included in Revenue from operations..... | 6,645.90 | 5,982.63 |

| | | (Rs. in lacs) | |
|------|--|-------------------------|-------------------------|
| | | Year ended 31.3.2013 | Year ended 31.3.2012 |
| 3.2 | Other Income | | |
| | i) Net profit on sale of fixed assets..... | 0.99 | 0.22 |
| | ii) Provision for diminution in value of investments, no longer required, written back (Net) | 0.19 | 5.86 |
| | iii) Contingent provision against standard assets of NBFCs, no longer required written back | - | 13.00 |
| | iv) Interest on income tax refund..... | 18.17 | 1.04 |
| | v) Gain on foreign exchange | 2.09 | - |
| | iv) Miscellaneous..... | 11.99 | 6.09 |
| | | 33.43 | 26.21 |
| 3.3 | Employee benefits expense | | |
| | i) Salaries..... | 784.75 | 786.53 |
| | ii) Contribution to provident and other funds | 77.12 | 58.43 |
| | iii) Staff welfare expense | 74.51 | 49.34 |
| | | 936.38 | 894.30 |
| 3.4 | Other Expenses | | |
| | i) Power..... | 6.35 | 4.95 |
| | ii) Rent..... | 53.93 | 52.95 |
| | iii) Repairs to buildings | 0.72 | 0.78 |
| | iv) Repairs to machinery..... | 6.23 | 2.82 |
| | v) Insurance..... | 2.73 | 1.07 |
| | vi) Donations | 101.10 | 305.25 |
| | vii) Contingent provision against standard assets of NBFCs (as per RBI regulations)..... | 2.85 | - |
| | viii) Loss on foreign exchange..... | - | 0.52 |
| | ix) Payments to auditors | | |
| | a) As Statutory Auditor..... | | |
| | i) Audit fees..... | 11.00 | 11.00 |
| | ii) Tax Audit Fees | 2.50 | 2.50 |
| | iii) For other services..... | 12.50 | 11.25 |
| | iv) For Service tax..... | 3.21 | 2.78 |
| | | 29.21 | 27.53 |
| | b) As Internal Auditor..... | 5.62 | 5.51 |
| | Total (a) + (b) | 34.83 | 33.04 |
| | x) Miscellaneous expenses..... | 292.20 | 284.71 |
| | | 500.94 | 686.09 |
| 3.5 | There were no exceptional/extraordinary items and discontinuing operations for the years ended 31st March, 2013 and 2012. | | |
| 4 | Details of Earnings per share :- | | |
| i) | Profit computation for both basic and diluted earnings per share of Rs.10/- Net Profit as per Statement of Profit and Loss available for Ordinary shareholders (Rs. in lacs) | 16,713.92 | 16,158.69 |
| ii) | Weighted average number of Ordinary shares for computing - | | |
| | a) Basic earnings per share..... | 55,095,296 | 54,383,240 |
| | b) Diluted earnings per share | 55,095,296 | 54,553,491 |
| iii) | Earnings per Ordinary share (Weighted average)- (As per Accounting Standard 20 - 'Earnings Per Share') | | |
| | Basic (Rupees) | 30.34 | 29.71 |
| | Diluted (Rupees) | 30.34 | 29.62 |
| 5. | In accordance with the High Court Orders dated 27th September, 2002, 30th January, 2009 and 25th September, 2009 and the accounting practice adopted earlier, provision for diminution in the value of investments (Long term and Current) amounting to Rs.703.51 lacs (Previous Year Rs.1,993.07 lacs) has been adjusted to the Securities Premium account instead of the Statement of Profit and Loss as prescribed under Accounting Standard (AS) 13 on 'Accounting for Investments.' | | |

| | Year ended 31.3.2013 | (Rs. in lacs) Year ended 31.3.2012 |
|--|---|--|
| 6. i) Contingent Liabilities - | | |
| Income Tax matters decided in the Company's favour by appellate authorities, where the department is in further appeal..... | 55.75 | 11.31 |
| ii) Commitments - | | |
| a) Uncalled liability on investments in Venture Capital Funds | 758.25 | 861.50 |
| b) Pro-rata share of expenses for the proposed offer of equity shares of an investee company through public issue..... | - | 50.00 |
| 7. Dividend of Rs. 16 per share (previous year Rs. 21 per share) amounting to Rs. 10,313.40 lacs (previous year Rs.13,446.96 lacs) including tax thereon Rs. 1,498.15 lacs (previous year Rs.1,876.95 lacs) is proposed and provided on ordinary shares. | | |
| 8. Expenditure in foreign currency - | | |
| a) For professional fees..... | 0.43 | 0.16 |
| b) For purchase of fixed assets | - | 0.45 |
| c) For travelling expenses..... | 0.81 | 0.76 |
| 9. Earnings in foreign currency - | | |
| a) Interest received on deposits | 2.76 | 1.69 |
| b) Sale proceeds of investments (Previous Year - net profit on sale Rs.1,061.55 lacs)..... | - | 1,277.52 |
| 10. Foreign exchange currency exposures not covered with regard to the (non-repatriable) deposit placed with Hatton National Bank, Colombo, of Sri Lankan Rs.64.25 lacs (Previous Year Sri Lankan Rs.64.25 lacs) (Equivalent Indian Rs.27.52 lacs; Previous Year Equivalent Indian Rs.25.51 lacs). | | |
| 11. As the Company has no activities other than those of an investment company, the segment reporting under Accounting Standard 17 - "Segment Reporting" is not applicable. The Company does not have any reportable geographical segment. | | |
| 12. Related Parties Disclosures | | |
| a) List of Related Parties and Relationship | | |
| Promoter and Holding Company | | |
| Tata Sons Ltd. | | |
| Subsidiary | | |
| Simto Investment Company Ltd. (w.e.f. 31.8.2012) | | |
| Associates | | |
| Tata Asset Management Ltd. | | |
| Tata Trustee Company Ltd. | | |
| Amalgamated Plantations Pvt. Ltd. | | |
| Key Management Personnel (KMP) | | |
| Mr. M. J. Kotwal (upto 27.5.2012) | | |
| Mr. A. N. Dalal | | |
| Other Subsidiaries of Promoter :- (with whom the Company has transactions) | | |
| 1. Drive India Enterprises Solution Ltd. | 2. Ewart Investments Ltd. | |
| 3. Infiniti Retail Ltd. | 4. TC Travel & Services Ltd. | |
| 5. Tata AIG General Insurance Company Ltd. | 6. Tata Autocomp Systems Ltd. | |
| 7. Tata Capital Ltd. | 8. Tata Capital Financial Services Ltd. | |
| 9. Tata Consultancy Services Ltd. | 10. Tata Consulting Engineers Ltd. | |
| 11. Tata Housing Development Company Ltd. | 12. Tata Realty and Infrastructure Ltd. | |
| 13. Tata Securities Ltd. | 14. Tata Sky Ltd. | |
| 15. Tata Teleservices Ltd. (upto 25.3.2013) | 16. Tata Teleservices (Maharashtra) Ltd. (upto 25.3.2013) | |

b) Related Party Transactions

(Rs. in lacs)

| | 2012-13 | | | | 2011-12 | | | |
|--|-----------------|---------------|--------------------------------|---------------|-----------|------------|--------------------------------|--------|
| | Promoter | Associates | Other Subsidiaries of Promoter | KMP | Promoter | Associates | Other Subsidiaries of Promoter | KMP |
| 1. Subscription received for Company's equity shares | - | - | - | - | 24,622.04 | - | 434.74 | 3.16 |
| 2. Redemption proceeds of non-convertible preference shares received | 2,000.00 | - | 1,500.00 | - | 1,000.00 | - | - | - |
| 3. Subscription to equity shares | - | - | 2,418.74 | - | - | - | 179.33 | - |
| 4. Interest received on debentures..... | 728.50 | - | 82.44 | - | 333.34 | - | 177.45 | - |
| 5. Dividends received | 286.20 | 607.41 | 412.77 | - | 290.93 | 379.60 | 217.38 | - |
| 6. Dividends paid | 7,883.62 | - | 182.59 | - | - | - | - | - |
| 7. Deposits placed..... | - | - | 11,000.00 | - | 8,000.00 | - | 3,500.00 | - |
| 8. Deposits withdrawn | 4,000.00 | - | 8,000.00 | - | 4,000.00 | - | 5,500.00 | - |
| 9. Interest on deposit placed | 68.52 | - | 320.48 | - | 593.10 | - | 290.08 | - |
| 10. Purchase of investments..... | - | - | - | - | 4,000.00 | - | 4,591.16 | - |
| 11. Purchase of fixed assets | - | - | 1.85 | - | 0.15 | - | 0.46 | - |
| 12. Sale of fixed assets | - | - | - | - | 0.26 | - | - | - |
| 13. Brand equity subscription expense | 58.00 | - | - | - | 56.77 | - | - | - |
| 14. Rent paid | - | - | 53.93 | - | - | - | 52.94 | - |
| 15. Brokerage paid | - | - | 6.19 | - | - | - | 5.52 | - |
| 16. Telephone call charges..... | - | - | 3.62 | - | - | - | 3.69 | - |
| 17. Other expenses | 9.01 | - | 7.33 | - | - | - | 0.65 | - |
| 18. Receipt of bonus shares (of face value of Rs.10/-) | - | - | - | - | - | 25.00 | - | - |
| 19. Miscellaneous Receipts | 3.30 | - | - | - | - | - | - | - |
| 20. Remuneration..... | - | - | - | 308.56 | - | - | - | 489.26 |
| Debit balance outstanding at year end - Outstanding receivables | 7,827.43 | - | 4,333.29 | - | 11,931.30 | - | 3,973.24 | - |
| Credit balance outstanding at year end - Outstanding payable..... | 196.66 | - | 0.09 | 79.00 | 195.56 | - | - | 255.00 |

c) Details of material related party transactions included in (b) above

(Rs. in lacs)

| | 2012-13 | | | 2011-12 | | |
|--|------------|--------------------------------|--------|------------|--------------------------------|--------|
| | Associates | Other Subsidiaries of Promoter | KMP | Associates | Other Subsidiaries of Promoter | KMP |
| Redemption proceeds of non-convertible preference shares received | | | | | | |
| Tata Autocomp Systems Ltd..... | - | 1,500.00 | - | - | - | - |
| Subscription to equity shares | | | | | | |
| Tata Teleservices Ltd..... | - | - | - | - | 179.33 | - |
| Tata Capital Ltd..... | - | 2,418.74 | - | - | - | - |
| Interest received on debentures | | | | | | |
| Tata Capital Ltd..... | - | - | - | - | 177.45 | - |
| Tata Capital Financial Services Ltd. | - | 82.44 | - | - | - | - |
| Dividends received | | | | | | |
| Tata Asset Management Ltd..... | 394.91 | - | - | 289.60 | - | - |
| Tata Trustee Co. Ltd..... | 137.50 | - | - | - | - | - |
| Amalgated Plantations Pvt. Ltd..... | 75.00 | - | - | 90.00 | - | - |
| Tata Autocomp Systems Ltd..... | - | 265.16 | - | - | 120.00 | - |
| Tata Consultancy Services Ltd. | - | 147.61 | - | - | 97.38 | - |
| Dividends paid | | | | | | |
| Ewart Investments Ltd..... | - | 182.59 | - | - | - | - |
| Deposits placed | | | | | | |
| Tata Housing Development Company Ltd..... | - | 2,500.00 | - | - | - | - |
| Infiniti Retail Ltd..... | - | 2,000.00 | - | - | - | - |
| Tata Sky Ltd..... | - | 6,500.00 | - | - | 2,500.00 | - |
| Deposits withdrawn | | | | | | |
| Tata Consulting Engineers Ltd..... | - | - | - | - | 500.00 | - |
| Infiniti Retail Ltd..... | - | 2,000.00 | - | - | - | - |
| Tata Sky Ltd..... | - | 4,000.00 | - | - | 2,500.00 | - |
| Tata Housing Development Company Ltd..... | - | 1,000.00 | - | - | - | - |
| Tata Realty and Infrastructure Ltd..... | - | 1,000.00 | - | - | - | - |
| Tata Autocomp Systems Ltd..... | - | - | - | - | 2,500.00 | - |
| Interest on deposits placed | | | | | | |
| Tata Autocomp Systems Ltd..... | - | - | - | - | 146.70 | - |
| Infiniti Retail Ltd..... | - | 36.16 | - | - | - | - |
| Tata Realty & Infrastructure Ltd..... | - | 4.11 | - | - | 0.68 | - |
| Tata Sky Ltd..... | - | 161.65 | - | - | 141.47 | - |
| Tata Consulting Engineers Ltd..... | - | - | - | - | 1.23 | - |
| Tata Housing Development Company Ltd..... | - | 118.56 | - | - | - | - |
| Purchase of investments | | | | | | |
| Tata Capital Ltd..... | - | - | - | - | 2,500.00 | - |
| Tata AIG General Insurance Company Ltd..... | - | - | - | - | 2,091.16 | - |
| Purchase of Fixed Assets | | | | | | |
| Infiniti Retail Ltd..... | - | 1.85 | - | - | 0.46 | - |
| Rent Paid | | | | | | |
| Ewart Investments Ltd..... | - | 53.93 | - | - | 52.94 | - |
| Brokerage paid | | | | | | |
| Tata Securities Ltd..... | - | 6.19 | - | - | 5.52 | - |
| Telephone call charges | | | | | | |
| Tata Teleservices (Maharashtra) Ltd..... | - | 3.62 | - | - | 3.69 | - |
| Other expenses | | | | | | |
| TC Travel and Services Ltd..... | - | 1.03 | - | - | 0.65 | - |
| Ewart Investments Ltd..... | - | 3.53 | - | - | - | - |
| Tata Securities Ltd..... | - | 2.77 | - | - | - | - |
| Receipt of bonus shares (of face value of Rs.10/-) | | | | | | |
| Tata Trustee Company Ltd..... | - | - | - | 25.00 | - | - |
| Remuneration | | | | | | |
| Mr. M. J. Kotwal..... | - | - | 54.90 | - | - | 259.85 |
| Mr. A. N. Dalal..... | - | - | 253.66 | - | - | 229.41 |

13. Employee benefits :
Defined benefit plans - As per actuarial valuation

(Rs. in lacs)

| | | As at 31.3.2013 Gratuity (Funded) | As at 31.3.2012 Gratuity (Funded) |
|---|---|--|--|
| A | Expenses recognised in the Statement of Profit and Loss for the year | | |
| | 1. Current service cost | 9.46 | 9.82 |
| | 2. Interest cost | 14.22 | 13.89 |
| | 3. Expected return on plan assets | (13.72) | (13.75) |
| | 4. Net actuarial (gain)/loss recognised during the year | 12.21 | 2.22 |
| | 5. Losses/(gains) on acquisition/divesture | 12.44 | - |
| | 6. Expenses / (Income) recognised in the Statement of Profit and Loss (Note 3.3) | 34.61 | 12.18 |
| B | Actual return on plan assets for the year | | |
| | 1. Expected return on plan assets | 13.72 | 13.75 |
| | 2. Actuarial gain / (loss) on plan assets | 2.50 | 2.11 |
| | 3. Actual return on plan assets | 16.22 | 15.86 |
| C | Net Asset/(Liability) recognised in the Balance Sheet at the end of the year | | |
| | 1. Present value of the Defined Benefit Obligation | 159.87 | 210.99 |
| | 2. Fair value of plan assets | 164.87 | 210.99 |
| | 3. Net Asset/(Liability) recognised in the Balance Sheet | 5.00 | - |
| D | Changes in Defined Benefit Obligation during the year | | |
| | 1. Present value of the Defined Benefit Obligation at the beginning of the year | 210.99 | 196.16 |
| | 2. Current service cost | 9.46 | 9.82 |
| | 3. Interest cost | 14.22 | 13.89 |
| | 4. Benefits Paid | (108.20) | (13.21) |
| | 5. Actuarial (gain)/loss on obligation | 14.71 | 4.33 |
| | 6. Liabilities assumed on acquisition | 18.69 | - |
| | 7. Present value of obligation as at the end of the year | 159.87 | 210.99 |
| E | Changes in Fair Value of plan assets during the year | | |
| | 1. Fair value of plan assets at the beginning of the year | 210.99 | 196.16 |
| | 2. Expected return on plan assets | 13.72 | 13.75 |
| | 3. Contributions made | 39.61 | 12.18 |
| | 4. Benefits Paid | (108.20) | (13.21) |
| | 5. Actuarial gain/(loss) on plan assets | 2.50 | 2.11 |
| | 6. Assets acquired on acquisition | 6.25 | - |
| | 7. Fair value of plan assets at the end of the year | 164.87 | 210.99 |
| F | Major Categories of plan assets as a percentage of total plan assets | | |
| | 1. Central Government Securities | 44.37% | 34.66% |
| | 2. State Government Securities | 4.56% | 3.57% |
| | 3. Public Sector Bonds | 50.54% | 54.11% |
| | 4. Cash at Bank | 0.53% | 7.66% |
| G | Actuarial assumptions | | |
| | 1. Discount rate | 7.90% | 8.30% |
| | 2. Expected rate of return on plan assets | 8.45% | 8.25% |
| | 3. Mortality | Published rates under Indian Assured Lives mortality (2006-08) Ult table | Published rates under LIC (1994-96) mortality tables |
| H | Experience adjustments | | |
| | 1. On plan liabilities | 9.25 | 6.44 |
| | 2. On plan assets | 2.50 | 2.11 |
| I | Other long term benefits The defined benefit obligations which are provided for but not funded are as under :- | | |
| | 1. Long Service Award | 33.50 | 24.12 |
| | 2. Compensated Absences | 146.31 | 144.19 |
| | 3. Post Retirement Medical Benefit | 22.87 | - |
| | 4. Pension | 196.70 | - |

Notes :

- Gratuity is administered through a trust fund recognised by the Income Tax Act, 1961.
- Future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other retirement factors.
- The expected rate of return on plan assets is based on expectation of the average Long term rate of return on investments of the Fund during the estimated terms of the obligations.
- The best estimate of the expected contribution for the next year amounts to Rs.5.00 lacs (Previous Year Rs.9.00 lacs).
- Experience adjustments for the year ended 31st March, 2011, on plan liabilities is Rs. 21.48 lacs and on the plan assets is Rs.0.07 lacs and for the year ended 31st March, 2010, Rs.(-) 6.26 lacs and Rs.Nil respectively.
- The above information is certified by the actuary and relied upon by statutory auditors.
- The discount rate is based on prevailing market yield of Indian Government securities as at the valuation date for the estimated terms of the obligations.

| | | |
|--|------------------------|-----------------|
| h) The Company has recognized the following amounts in the Statement of Profit and Loss (Details in note 3.3) | (Rs. in lacs) | |
| | As at 31.3.2013 | As at 31.3.2012 |
| Compensated absences, Long Service Awards, Post Retirement Medical Benefits and Pension (included under salaries) | 139.64 | 21.53 |
| Contributions to Provident and other funds include | | |
| - Provident Fund | 23.52 | 26.04 |
| - Superannuation Fund | 18.71 | 19.98 |
| - Employees' State Insurance Scheme | 0.28 | 0.23 |
| - Retiring gratuities including contribution to Gratuity Fund..... | 34.61 | 12.18 |
| | 77.12 | 58.43 |

14. The following additional information (other than what is already disclosed elsewhere) is disclosed in terms of RBI Circular (Ref. No.DBNS.200/CGM CPR-2008) dated 1st August, 2008.

(a) **Capital to Risk Assets Ratio (CRAR) -**

| Items | Current Year* | Previous Year |
|---------------------------------|---------------|---------------|
| i) CRAR (%) | 102.11 | 101.20 |
| ii) CRAR - Tier I capital (%) | 102.10 | 101.19 |
| iii) CRAR - Tier II capital (%) | 0.01 | 0.01 |

*NBS-7 return yet to be filed.

(b) **Exposure to Real Estate Sector -**

(Rs. in lacs)

| Category | Current Year | Previous Year |
|---|------------------|---------------|
| a) Direct exposure | | |
| (i) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented; | - | - |
| (ii) Commercial Real Estate - Lending secured by mortgages on commercial real estates. Exposure would also include non-fund based (NFB) limits; | - | - |
| (iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures - | | |
| a. Residential | - | - |
| b. Commercial Real Estate | - | - |
| b) Indirect Exposure Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)# | 13,972.51 | 13,698.77 |

represents investments in equity shares / venture capital funds / bonds.

(c) **Asset Liability Management -**

Maturity pattern of certain items of assets and liabilities as on 31.3.2013

(Rs. in lacs)

| | 1 day to one month | Over one 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 |
|-----------------------|--------------------------|----------------------------------|---------------------------------|---------------------------------|-------------------------------|------------------------------|-------------------------------|-----------------|-----------|
| Liabilities | | | | | | | | | |
| Borrowings from banks | - | - | - | - | - | - | - | - | - |
| Market Borrowings | - | - | - | - | - | - | - | - | - |
| Assets | | | | | | | | | |
| Advances | 1,524.47 | 1,000.00 | 2,508.82 | 3,037.28 | - | - | - | - | 8,070.57 |
| Investments @ | 18,592.02 | - | - | - | - | 4,466.84 | 7,003.68 | 41,076.62 | 71,139.16 |

@ Equity shares amounting to Rs.1,23,021.37 lacs, 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.

15. During the year the Company had acquired 95.57% of the equity share holding of Simto Investment Company Ltd. (Simto) thereby making Simto a subsidiary of the Company w.e.f. 31st August, 2012.

16. Previous year's figures have been regrouped/reclassified, wherever necessary, to correspond with current year's classification / disclosure.

Schedule appended to the Balance Sheet of a non-deposit taking non-banking financial company
[as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

| | (Rs. in lacs) | | | |
|--|---------------------------|---------|---------------------------|---------|
| | | | Previous Year | |
| Particulars | | | | |
| Liabilities Side : | | | | |
| (1) Loans and advances availed by the NBFCs | Amount | Amount | Amount | Amount |
| Inclusive of interest accrued thereon but not paid : | outstanding | overdue | outstanding | overdue |
| (a) Debentures : Secured | - | - | - | - |
| : Unsecured | - | - | - | - |
| (other than falling within the meaning of public deposits) | | | | |
| (b) Deferred Credits | - | - | - | - |
| (c) Term Loans | - | - | - | - |
| (d) Inter-corporate loans and borrowing | - | - | - | - |
| (e) Commercial Paper | - | - | - | - |
| (f) Public Deposits | 0.72* | - | 1.47* | - |
| (g) Other Loans (Overdraft from a bank) | - | - | - | - |
| *entire amount is on account of unclaimed deposits/interest. | | | | |
| Assets Side : | | | Previous Year | |
| (2) Break-up of Loans and Advances including bills receivables [other than those included in 3 below] : | <u>Amount outstanding</u> | | <u>Amount outstanding</u> | |
| (a) Secured | | - | | - |
| (b) Unsecured | | 8767.47 | | 6716.79 |
| (3) Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities | | | | |
| (i) Lease assets including lease rentals under sundry debtors : | | | | |
| (a) Financial lease | | - | | - |
| (b) Operating Lease | | - | | - |
| (ii) Stock on hire including hire charges under sundry debtors : | | | | |
| (a) Assets on hire | | - | | - |
| (b) Repossessed Assets | | - | | - |
| (iii) Other loans counting towards AFC activities | | | | |
| (a) Loans where assets have been repossessed | | - | | - |
| (b) Loans other than (a) above | | - | | - |
| (4) Break-up of Investments : (net of provision for diminution) (as per AS 13) | | | | |
| <u>Current Investments :</u> | | | | |
| 1. <u>Quoted :</u> | | | | |
| (i) Shares : (a) Equity | | 4283.09 | | 4543.29 |
| (b) Preference | | - | | - |
| (ii) Debentures and Bonds | | - | | - |
| (iii) Units of mutual funds | | - | | - |
| (iv) Government Securities | | - | | - |
| (v) Others | | - | | - |
| 2. <u>Unquoted :</u> | | | | |
| (i) Shares : (a) Equity | | - | | - |
| (b) Preference | | - | | - |
| (ii) Debentures and Bonds | | - | | - |
| (iii) Units of mutual funds | | - | | - |
| (iv) Government Securities | | - | | - |
| (v) Others | | 9973.93 | | 2431.65 |

| | (Rs. in lacs) | |
|---|--------------------|-------------------------------------|
| | Amount outstanding | Previous Year Amount outstanding |
| Long Term investments : | | |
| 1. Quoted : | | |
| (i) Shares: (a) Equity | 93801.45 | 88426.11 |
| (b) Preference..... | - | 1228.83 |
| (ii) Debentures/Bonds | 50063.09 | 47465.11 |
| (iii) Units of mutual funds..... | 208.09 | - |
| (iv) Government Securities | - | 2444.30 |
| (v) Others | - | - |
| 2. Unquoted : | | |
| (i) Shares: (a) Equity | 24936.83 | 19553.15 |
| (b) Preference..... | - | 3534.73 |
| (ii) Debentures and Bonds | - | - |
| (iii) Units of mutual funds..... | 8410.00 | 8383.81 |
| (iv) Government Securities..... | - | - |
| (v) Others - Units of venture capital fund..... | 2484.05 | 2749.86 |
| TOTAL | 194160.53 | 180760.84 |

(5) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances (including other Current Assets)

| | Secured | Unsecured | Total | Previous Year | | |
|------------------------------------|----------|-----------------|-----------------|---------------|-----------------|-----------------|
| | | | | Secured | Unsecured | Total |
| 1. Related Parties | | | | | | |
| a) Subsidiaries | - | - | - | - | - | - |
| b) Companies in the same group | - | 4333.29 | 4333.29 | - | 1300.68 | 1300.68 |
| c) Other related parties..... | - | 327.43 | 327.43 | - | 4101.35 | 4101.35 |
| 2. Other than related parties..... | - | 10534.66 | 10534.66 | - | 20405.92 | 20405.92 |
| TOTAL | - | 15195.38 | 15195.38 | - | 25807.95 | 25807.95 |

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

| Category | Market Value/Break up or fair value or NAV | Book Value (Net of Provisions) | Previous Year | |
|------------------------------------|---|-----------------------------------|---|-----------------------------------|
| | | | Market Value/Break up or fair value or NAV | Book Value (Net of Provisions) |
| 1. Related Parties | | | | |
| a) Subsidiaries | 2976.26 | 2976.26 | - | - |
| b) Companies in the same group | 65157.30 | 20206.46 | 51174.10 | 21787.71 |
| c) Other related parties..... | 22920.06 | 9199.12 | 19874.39 | 9702.29 |
| 2. Other than related parties..... | 386679.29 | 161778.69 | 376127.82 | 149270.84 |
| TOTAL | 477732.91 | 194160.53 | 447176.31 | 180760.84 |

(7) Other Information

| | Previous Year |
|--|---------------|
| (i) Gross Non-Performing Assets | |
| (a) Related parties..... | - |
| (b) Other than related parties..... | - |
| (ii) Net Non-Performing Assets | |
| (a) Related parties..... | - |
| (b) Other than related parties..... | - |
| (iii) Assets acquired in satisfaction of debt..... | - |

Signatures to notes to financial statements
and NBFC (Non-Deposit Accepting or Holding)
Companies Prudential Norms (RBI) Directions, 2007.

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

MANOJ KUMAR C. V.
General Manager (Finance)
& Company Secretary

A.N. DALAL
Executive Director

A. B. K. DUBASH
K. A. CHAUKAR
H.N SINOR
P. P. SHAH } Directors

Mumbai, 21st May, 2013

**INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF
TATA INVESTMENT CORPORATION LIMITED****Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of TATA INVESTMENT CORPORATION LIMITED ("the Company") and its subsidiary (the Company and its subsidiary constitute "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2013, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal controls 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risks assessments, the auditor considers internal control relevant to the company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on the financial statements of the subsidiary and associates referred to below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2013;
- (b) in the case of the Consolidated Statement of Profit and Loss, of the Profit of the Group for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matter

We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets (net) of Rs. 1,796.60 lacs as at 31st March, 2013, total revenues of Rs. 86.50 lacs and net cash outflows amounting to Rs. 64.95 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 profit of

Rs. 1,037.66 lacs for the year ended 31st March, 2013, 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, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associates, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of this matter.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No.117365W)

H. L. Shah
Partner
(Membership No.33590)

Mumbai, 21st May, 2013

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2013

| Particulars | Note No. | (Rs. in lacs) As at 31.3.2013 |
|--|----------|-------------------------------------|
| EQUITY AND LIABILITIES | | |
| Shareholders' Funds | | |
| (a) Share capital..... | 2.1 | 5,509.53 |
| (b) Reserves and surplus | 2.2 | 200,008.20 |
| Shareholders' Funds | | <u>205,517.73</u> |
| Minority Interest | | 73.95 |
| Non-current liabilities | | |
| Long-term provisions..... | 2.3 | 356.02 |
| Current liabilities | | |
| (a) Trade payables | 2.4 | 566.70 |
| (b) Other current liabilities | 2.5 | 296.27 |
| (c) Short-term provisions..... | 2.6 | 10,393.46 |
| Current Liabilities | | <u>11,256.43</u> |
| TOTAL..... | | <u>217,204.13</u> |
| ASSETS | | |
| Non-current assets | | |
| (a) Fixed assets | 2.7 | |
| Tangible assets | | 24.34 |
| Intangible assets..... | | 0.90 |
| (b) Goodwill on Consolidation..... | | 1,323.71 |
| (c) Non-current investments | 2.8 | 185,882.85 |
| (d) Deferred tax assets (net) | 2.9 | - |
| (e) Long-term loans and advances..... | 2.10 | 317.59 |
| Non-current assets..... | | <u>187,549.39</u> |
| Current assets | | |
| (a) Current investments..... | 2.11 | 14,719.89 |
| (b) Trade receivables | 2.12 | 0.68 |
| (c) Cash and cash equivalents..... | 2.13 | 4,246.67 |
| (d) Short-term loans and advances..... | 2.14 | 8,449.88 |
| (e) Other current assets..... | 2.15 | 2,237.62 |
| Current assets | | <u>29,654.74</u> |
| TOTAL..... | | <u>217,204.13</u> |
| Significant Accounting Policies | 1 | |

Accompanying Notes are an integral part of the Consolidated Financial Statements.

In terms of our report attached,
For DELOITTE HASKINS & SELLS
Chartered Accountants

H. L. SHAH
Partner

MANOJ KUMAR C. V.
General Manager (Finance)
& Company Secretary

A. N. DALAL
Executive Director

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

A. B. K. DUBASH
K. A. CHAUKAR
H.N SINOR
P. P. SHAH } Directors

Mumbai, 21st May, 2013

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(Rs. in lacs)

| Particulars | Note No. | Year ended 31.3.2013 |
|---|----------|-------------------------|
| Revenue from operations..... | 3.1 | 13,535.51 |
| Profit on sale of long term investments (net)..... | | 6,526.73 |
| Other income | 3.2 | 33.43 |
| Total Revenue | | 20,095.67 |
| Expenses : | | |
| Employee benefits expense | 3.3 | 936.38 |
| Depreciation and amortization expenses..... | 2.7 | 27.23 |
| Other expenses | 3.4 | 546.35 |
| Total Expenses | | 1,509.96 |
| Profit before tax | | 18,585.71 |
| Tax expense : | | |
| (1) Current tax [includes excess provision Rs.21.89 lacs of earlier years written back (Previous year Rs.109.04 lacs)]..... | | 2,456.69 |
| (2) Deferred tax..... | 2.9 | - |
| Profit After Tax | | 16,129.02 |
| Add : Share of Profits of Associates..... | | 1,258.58 |
| Less : Minority Interest..... | | 2.14 |
| Profit After Tax, Minority Interest and Share of Profits of Associates | | 17,385.46 |
| Earnings per equity share (Face Value Rs.10/- per share)..... | 4 | |
| (1) Basic (Rupees) | | 31.56 |
| (2) Diluted (Rupees)..... | | 31.56 |
| Significant Accounting Policies | 1 | |

Accompanying Notes are an integral part of the Consolidated Financial Statements.

In terms of our report attached,
For DELOITTE HASKINS & SELLS
Chartered Accountants

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Partner

MANOJ KUMAR C. V.
General Manager (Finance)
& Company Secretary

A. N. DALAL
Executive Director

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

A. B. K. DUBASH
K. A. CHAUKAR
H.N SINOR
P. P. SHAH } Directors

Mumbai, 21st May, 2013

CONSOLIDATED CASH FLOW STATEMENT

| | | For the Year ended 31.3.2013 (Rs. in lacs) |
|----------------|---|--|
| A. | CASH FLOW FROM OPERATING ACTIVITIES : | |
| | Net profit before tax..... | 18,585.71 |
| | Adjustments for : | |
| | Provision for diminution in the value of investments, debited to the Statement of Profit and Loss (net) | 16.37 |
| | (Profit) / Loss on sale / write-off of fixed assets (net) | (0.99) |
| | Depreciation | 27.23 |
| | Adjustments for dividends received from Associates..... | 607.41 |
| | Unrealised foreign exchange (gain) / loss..... | (2.09) |
| | Profit on sale of investments (net) | (6,510.35) |
| | Provision / (write back) of standard assets | 2.85 |
| | Loss on Deemed Disposal of Associate..... | 28.78 |
| | Operating profit before working capital changes..... | 12,754.92 |
| | Adjustments for : | |
| | Trade receivables..... | (0.45) |
| | Short term loans and advances | 26.71 |
| | Long term loans and advances..... | 3.83 |
| | Other current assets..... | 44.95 |
| | Trade payables | (116.62) |
| | Other current liabilities | 16.29 |
| | Short term provisions..... | (12.35) |
| | Long Term Provisions..... | 235.88 |
| | Cash generated from operations | 12,953.16 |
| | Direct taxes paid - (Net of refunds)..... | (2,544.33) |
| | Net cash from operating activities..... | 10,408.83 |
| B. | CASH FLOW FROM INVESTING ACTIVITIES : | |
| | Purchase of Fixed assets (including Capital work in progress / Advances on Capital Account)..... | (9.41) |
| | Sale proceeds of Fixed assets | 10.00 |
| | Purchase of investments | (93,397.37) |
| | Purchase of investments in subsidiary | (2,976.26) |
| | Sale proceeds of investments..... | 88,746.80 |
| | Intercompany deposits placed..... | (8,000.00) |
| | Intercompany deposits withdrawn | 8,500.00 |
| | Net cash from/(used in) investing activities | (7,126.24) |
| C. | CASH FLOW FROM FINANCING ACTIVITIES : | |
| | Repayment of long term borrowings (including matured deposits / interest thereon)..... | (0.75) |
| | Dividends / Dividend tax paid..... | (13,450.15) |
| | Net cash from / (used in) financing activities..... | (13,450.90) |
| | Net increase / (decrease) in cash and cash equivalents (A+B+C) | (10,168.31) |
| | Cash and cash equivalents at the beginning of the year | 17,834.38 |
| | Cash and bank balance taken over on acquisition of subsidiary..... | 87.32 |
| | Add / (Less): Exchange profit / (loss) on foreign currency bank balance..... | 2.09 |
| | Cash and cash equivalents at the end of the year [See Note (iii) below]..... | 7,755.48 |
| Notes : | | |
| i) | 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 Rs.6,694.63 lacs and dividend earned of Rs.6,492.17 lacs have been considered as part of "Cash flow from operating activities". | |
| ii) | Direct taxes paid is treated as arising from operating activities and is not bifurcated between Investing and Financing activities. | |
| iii) | Cash and cash equivalents represents cash and bank balances as per Balance Sheet, intercompany deposits placed for three months or lower tenure, and interest accrued thereon. Cash and cash equivalents includes current account balances of Rs.144.34 lacs which are restricted in use on account of unclaimed dividend / fixed deposits / interest on fixed deposits and amount held in a country where exchange control restrictions apply. | |
| | Cash and cash equivalents included in the Cash flow Statement comprises the following balance sheet items :- | |
| | | As at 31st March 2013 (Rs. in lacs) |
| | 1. Cash and cash equivalents as per Balance Sheet..... | 4,246.67 |
| | 2. Intercompany deposits placed | 3,500.00 |
| | 3. Interest accrued on intercompany deposits placed..... | 8.81 |
| | | 7,755.48 |

In terms of our report attached,
For DELOITTE HASKINS & SELLS
Chartered Accountants

H. L. SHAH
Partner

MANOJ KUMAR C. V.
General Manager (Finance)
& Company Secretary

A. N. DALAL
Executive Director

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

A. B. K. DUBASH }
K. A. CHAUKAR }
H.N SINOR } Directors
P. P. SHAH }

Mumbai, 21st May, 2013

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2013

Background

During the year, the Company had acquired 95.57% of the equity shareholding of Simto Investment Company Ltd. (Simto) thereby making Simto a subsidiary of the Company with effect from 31st August, 2012. Accordingly, the Consolidated Financial Statements for the year have been prepared for the first time, and hence there are no comparative figures for previous year.

1. Basis of Consolidation and Significant Accounting Policies :

1.1) Basis of Consolidation

The Consolidated Financial Statements relate to Tata Investment Corporation Limited (the Company), its Subsidiary and its Associates.

a. Basis of Preparation

The financial statements are prepared under the historical cost convention and on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles, Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 and the relevant provisions thereof.

b. Use of Estimates

The preparation of the financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including the contingent liabilities) and the reported income and expenses during the reporting period. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. The differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c. Principles of Consolidation

The Consolidated Financial Statements of the Company have been prepared on the following basis :

- i. The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra group balances and intra group transactions and unrealised profits have been fully eliminated as per Accounting Standard 21- 'Consolidated Financial Statements' notified by the Companies (Accounting Standards) Rules, 2006.
- ii. The Consolidated Financial Statements include the share of profits of the Associate companies which have been accounted as per the 'Equity method', and accordingly, the share of profit of each of the Associate companies has been added to the cost of investments.
An Associate is an enterprise in which the Company has significant influence and which is neither a Subsidiary nor a Joint Venture of the Company.
- iii. The excess of cost to the 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.
- iv. Minority Interest in the net assets of consolidated subsidiary is identified and presented in the Consolidated Financial Statements separately from liabilities and equity of the Company's shareholders.
- v. Minority Interest in the net assets of consolidated subsidiary consists of the amount of equity attributable to minority at the dates on which investments in the Subsidiary are made by the Company and further movements in their share in the equity, subsequent to the dates of investments, as stated above.
- vi. 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 2013.

d. The following Subsidiary company and Associates are considered in the Consolidated Financial Statements :

| Sr. No | Name of the Company | Country of Incorporation | % Holding as at 31.3.2013 |
|--------|---|-----------------------------|------------------------------|
| 1. | Simto Investment Company Limited (Subsidiary) | India | 95.84 |
| 2. | Tata Asset Management Limited (Associate) | India | 32.09 |
| 3. | Tata Trustee Company Limited (Associate) | India | 50.00 |
| 4. | Amalgamated Plantations Private Limited (Associate) | India | 29.79 |

1.2 Fixed assets are stated at cost less accumulated depreciation provided on the written down value method at the following rates :-

| | (% p.a.) |
|---|----------|
| a) Buildings | 5 |
| b) Plant and Equipment | 40 |
| c) Furniture and Fixtures | 100 |
| d) Vehicles | 26 |
| e) Office Equipment | 40 |
| f) Software | 40 |
| g) Leasehold improvements are amortised equitably over the remaining period of the lease. | |

1.3 Income from dividend is accounted as and when such dividend has been declared and the Company's right to receive payment is established.

Interest income is recognised on a time proportion basis, taking into account the amount outstanding and the rate applicable. Income from debentures and bonds is accrued over the maturity of the security, net of amortisation of premium/discount, where intended to be held for a long term, thereby recognising the implicit yield to maturity, with reference to the coupon dates.

1.4 a) Short-term employee benefits are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss of the period in which the related service is rendered.

b) Contributions under Defined Contribution Plans are recognised in the Statement of Profit and Loss in the period in which the employee has rendered the service.

c) Company's liability towards Defined Benefit Plans / Long term Compensated Absences is determined by an independent actuary using the projected unit credit method. Past service cost is recognised on a straight line basis over the average period until the benefits become vested. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the Defined Benefit Obligation.

1.5 a) Long term investments as per Accounting Standard (AS) 13 - 'Accounting for Investments' are stated at average cost except where there is a diminution other than temporary, for which provision is made.

b) Current investments as per Accounting Standard (AS) 13 - 'Accounting for Investments' are stated at the lower of cost and fair value, considered category wise.

c) The difference between the holding cost and the face value of the Government securities / bonds / debentures is written off / up proportionately over the remaining life of the concerned investment / till the call option date in case of perpetual debentures.

1.6 Income tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of tax payable in respect of the estimated taxable income for the period. The deferred tax charge or credit is recognised using prevailing enacted or substantively enacted tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Deferred tax assets / liabilities are reviewed at each Balance Sheet date, based on developments during the year and available case laws to reassess realisation / liabilities.

1.7 **Current / Non-current:**

All assets and liabilities are presented as Current or Non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI of the Companies Act, 1956. The Company has considered its operating cycle as 12 months for the purpose of Current / Non-current classification of assets and liabilities.

1.8 During the year, one of the associates of the Company increased its share capital by issuing fresh shares to a third party consequently the Company's percentage shareholding in the associate reduced and the resultant loss has been recognised as loss on deemed disposal.

1.9 **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.

(Rs. in lacs)

| | | As at 31.3.2013 |
|------------|--|---|
| 2. | Notes to Balance Sheet : | |
| 2.1 | Share Capital | |
| a) | Ordinary Share Capital | |
| i) | Authorised Capital - 6,00,00,000 Ordinary shares of Rs.10 each | 6,000.00 |
| ii) | Issued Capital - 5,50,95,796 Ordinary shares of Rs.10 each fully paid up | 5,509.58 |
| iii) | Subscribed and Fully paid up - 5,50,95,296 Ordinary shares of Rs.10 each fully paid up | 5,509.53 |
| b) | 3,75,41,071 Ordinary shares - 68.14% of Rs.10/- each are held by the Holding Company, Tata Sons Ltd. No other shareholder holds more than 5% of the ordinary share capital of the company. 8,69,472 Ordinary Shares are held by a subsidiary of the Holding Company and 6,74,390 Ordinary shares are held by Associates of the holding company. | |
| c) | The Company has only one class of equity shares having a par value of Rs. 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 equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding | |
| 2.2 | Reserves and Surplus | |
| a) | Capital Reserve Balance as per last Balance Sheet..... | 4,163.35 |
| b) | Securities Premium Account Balance as per last Balance Sheet..... Less: Provision for diminution in value of investments (net) (note 5) | 72,716.77 703.51 72,013.26 |
| c) | General Reserve Balance as per last Balance Sheet..... Add: Transferred from Surplus as per Statement of Profit and Loss | 53,000.00 1,671.39 54,671.39 |
| d) | Statutory Reserve (as per RBI regulations) | |
| | Balance as per last Balance Sheet..... Add: Transferred from Surplus as per Statement of Profit and Loss | 34,700.00 3,352.82 38,052.82 |
| e) | Surplus as per Statement of Profit and Loss | |
| | Balance as per last Balance Sheet..... Add: Profit for the year | 22,025.75 17,385.46 7,056.54 46,467.75 |
| | Add: Consolidation adjustment for Associates | |
| | Less: Final Dividend on Ordinary shares | 8,815.25 |
| | Tax on Dividends | 1,498.15 |
| | Transfer to Statutory Reserve..... | 3,375.58 |
| | Transfer to General Reserve..... | 1,671.39 |
| | | 15,360.37 |
| | | 31,107.38 |
| | | 200,008.20 |

| | | (Rs. in lacs) |
|-------|--|----------------------------|
| | | As at 31.3.2013 |
| 2.3 | <u>Long Term Provisions</u> | |
| | Provision for pension and employee benefits | 356.02 |
| 2.4 | <u>Trade Payables</u> | |
| | None of the parties grouped under Trade Payables have declared themselves under the Micro, Small and Medium Enterprises Development Act, 2006. | |
| | The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors. | |
| 2.4.1 | Trade Payables include amount payable to the holding company, Tata Sons Ltd. Rs.196.66 lacs. | |
| 2.5 | <u>Other Current Liabilities</u> | |
| a) | Liability towards Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 (not due as at Balance Sheet date) | |
| | i) Unpaid dividends | 115.20 |
| | ii) Unpaid matured deposits and interest on matured deposits | 0.72 |
| | | 115.92 |
| b) | Statutory dues | 8.89 |
| c) | Liability for commission to non-executive Directors | 90.00 |
| d) | Income received in advance | 9.41 |
| e) | Others (includes pro-rata share of losses from a venture capital investment) | 72.05 |
| | | 296.27 |
| 2.6 | <u>Short Term Provisions</u> | |
| a) | Provison for pension and employee benefits | 43.36 |
| b) | Contingent provision against standard assets (as per RBI regulations) | 26.72 |
| c) | Provision for taxation (net of advance taxes) | 9.98 |
| d) | Proposed dividend | 8,815.25 |
| e) | Tax on proposed dividend | 1,498.15 |
| | | 10,393.46 |

2.7 Fixed Assets

(Rs. in lacs)

| Name of the Asset | Gross Block | | | | Accumulated Depreciation | | | Net Block | |
|----------------------------------|------------------|---------------------------|-------------------------|------------------|--------------------------|---------------------------|-------------------------|------------------|---------------------------------|
| | As at 01.04.2012 | Additions during the year | Deductions/ Adjustments | As at 31.03.2013 | As at 01.04.2012 | Depreciation for the year | Deductions/ Adjustments | As at 31.03.2013 | Net book value as at 31.03.2013 |
| A. TANGIBLE ASSETS | | | | | | | | | |
| i) Buildings..... | 1.30 | - | - | 1.30 | 1.10 | 0.01 | - | 1.11 | 0.19 |
| ii) Plant and Equipment..... | 11.93 | - | - | 11.93 | 7.90 | 1.62 | - | 9.52 | 2.41 |
| iii) Furniture and Fixtures..... | 66.79 | 2.48 | - | 69.27 | 66.79 | 2.48 | - | 69.27 | - |
| iv) Vehicles..... | 56.02 | 8.44 | 35.93 | 28.53 | 41.64 | 3.77 | 27.62 | 17.79 | 10.74 |
| v) Office Equipment..... | 51.25 | 6.66 | 4.15 | 53.76 | 39.11 | 7.36 | 3.71 | 42.76 | 11.00 |
| vi) Leasehold Improvements..... | 45.58 | - | - | 45.58 | 34.19 | 11.39 | - | 45.58 | - |
| | 232.87 | 17.58 | 40.08 | 210.37 | 190.73 | 26.63 | 31.33 | 186.03 | 24.34 |
| B. INTANGIBLE ASSETS | | | | | | | | | |
| Software..... | - | 1.50 | - | 1.50 | - | 0.60 | - | 0.60 | 0.90 |
| GRAND TOTAL | 232.87 | 19.08 | 40.08 | 211.87 | 190.73 | 27.23 | 31.33 | 186.63 | 25.24 |

2.8 NON CURRENT INVESTMENTS (LONG TERM)

(Rs. in lacs)

| | |
|--|-------------------|
| (A) Carrying amount of Investments in Associates (refer Note 4 below)..... | 11,131.64 |
| (B) Others (at cost) | |
| i) Quoted | |
| a) Equity Shares..... | 96,157.29 |
| b) Bonds/Debentures..... | 50,825.64 |
| c) Mutual Funds..... | 208.09 |
| ii) Unquoted..... | |
| a) Equity Shares..... | 18,810.91 |
| b) Mutual Funds..... | 8,410.00 |
| c) Venture Capital Funds..... | 2,484.05 |
| | 188,027.62 |
| (C) Provision for diminution in value of Investments | (2,144.77) |
| | 185,882.85 |
| Notes: | |
| 1. Book value of quoted investments (other than in Associates)..... | 145,065.38 |
| 2. Book value of unquoted investments (other than in Associates)..... | 29,685.83 |
| 3. Market value of quoted investments (other than in Associates)..... | 377,864.67 |
| 4. Particulars of investments in associate companies as on 31.3.2013 are as follows: | |

| 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 |
|------------------------------------|--------------------------|------------------------|-----------------------------|---|--|--------------------------------|
| 1. Tata Asset Management Ltd | India | 32.09 | 1,950.09 | 990.87 | 4,052.75 | 6,002.84 |
| 2. Tata Trustee Company Ltd | India | 50.00 | 2.62 | (1.91) | 727.30 | 729.92 |
| 3. Amalgamated Plantations Pvt Ltd | India | 29.79 | 1,500.00 | (1,151.26) | 2,898.88 | 4,398.88 |
| | | | 3,452.71 | (162.30) | 7,678.93 | 11,131.64 |

| | | (Rs. in lacs) |
|--------|---|----------------------------|
| | | As at 31.3.2013 |
| 2.9 | <u>Deferred Tax Assets</u> Deferred Tax Assets have not been recognised, as there is no reasonable certainty for setting off the same, considering the present tax status of the Company | |
| 2.10 | <u>Long Term loans and advances</u> <u>(Unsecured, considered good)</u> | |
| | a) Loans to employees | 9.74 |
| | b) Security deposits (note 2.10.1) | 303.50 |
| | c) Other loans and advances | 4.35 |
| | | 317.59 |
| 2.10.1 | Security deposits includes an amount of Rs. 300.00 lacs with Ewart Investments Ltd., which is a related party. | |
| 2.11 | <u>Current Investments</u> | |
| | (A) Quoted (lower of cost and fair value) | |
| | Equity Shares | 5,778.38 |
| | Less: Provision for diminution | (1,459.17) |
| | | 4,319.21 |
| | (B) Unquoted | |
| | a) Equity Shares (at cost) | 6.60 |
| | b) Mutual Funds (at cost) | 420.15 |
| | c) Certificate of Deposit (at cost) | 9,973.93 |
| | | 10,400.68 |
| | | 14,719.89 |
| | <u>Notes :</u> | |
| | 1. Book Value / Market Value of quoted investments | 4,319.21 |
| | 2. Book Value of unquoted investments | 10,400.68 |
| 2.12 | <u>Trade receivables</u> All Trade receivables are unsecured and considered good - less than six months from the date they became due for payment. | 0.68 |
| 2.13 | <u>Cash and cash equivalents</u> | |
| | a) Balance with banks | |
| | i) On current accounts (note 2.13.1)..... | 189.32 |
| | ii) On deposit account (note 2.13.2)..... | 27.93 |
| | | 217.25 |
| | b) Other bank balances On deposit accounts (note 2.13.3)..... | 4,029.42 |
| | | 4,246.67 |
| 2.13.1 | Balance with banks on current accounts include | |
| | i) amount kept in Unpaid dividend accounts - Rs. 115.19 lacs. | |
| | ii) amount kept in an escrow account towards matured deposit and interest thereon Rs. 0.72 lac. | |
| | iii) amount which is subject to exchange control restrictions in Sri Lanka Rs.0.91 lac. | |
| 2.13.2 | Balances with banks on deposit account includes | |
| | i) amount which is subject to exchange control restrictions in Sri Lanka Rs. 27.52 lacs. | |
| | ii) interest accrued but not due on deposit - Rs. 0.41 lac. | |
| 2.13.3 | Other bank balances on deposit accounts include interest accrued but not due on deposits - Rs. 40.72 lacs. | |

| | | (Rs. in lacs) |
|--------|---|---------------------------------|
| | | As at 31.3.2013 |
| 2.14 | Short term loans and advances (Unsecured, considered good) | |
| a) | Intercompany deposits (note 2.14.1) | 8,000.00 |
| b) | Interest accrued on intercompany deposits (note 2.14.1)..... | 70.56 |
| c) | Advance taxes (net of provisions) | 359.81 |
| d) | Loans to employees | 2.23 |
| e) | Security deposit..... | 7.50 |
| f) | Advance to gratuity fund | 5.00 |
| g) | Other loans and advances (Advances to staff and prepaid expenses) | 4.78 |
| | | 8,449.88 |
| 2.14.1 | Intercompany deposits / Interest accrued on Intercompany deposits include the following amounts from related parties :- Name | |
| | Tata Housing Development Company Ltd. | 1,524.47 |
| | Tata Sky Ltd. | 2,508.82 |
| 2.15 | Other current assets (Unsecured, considered good) | |
| i) | Dividends declared but not received..... | 25.70 |
| ii) | Interest accrued but not due on debentures, bonds and certificate of deposit..... | 2,211.92 |
| | | 2,237.62 |
| 3 | Notes to Statement of Consolidated Profit and Loss : | |
| | | (Rs. in lacs) |
| 3.1 | <u>Revenue from operations</u> | Year ended 31.3.2013 |
| a) | Income from investments | |
| i) | Dividend [includes Rs. 75.00 lacs on current investments as per AS 13] | 6,492.17 |
| ii) | Interest on investments [net of amortisation of premium / discount on Bonds / Debentures Rs. 72.42 lacs (includes Rs. 79.52 lacs on current investments as per AS 13)] | 5,094.21 |
| iii) | Fees from shares lent | 365.10 |
| iv) | Loss on sale of current investments (net)..... | (16.39) |
| | | 11,935.09 |
| b) | Interest on deposits and advances | 1,600.42 |
| | | 13,535.51 |
| 3.1.1 | Interest income included in Revenue from operations | 6,694.63 |
| 3.2 | <u>Other Income</u> | |
| i) | Net profit on sale of fixed assets..... | 0.99 |
| ii) | Provision for diminution in value of investments, no longer required, written back (Net)..... | 0.19 |
| iii) | Interest on Income Tax refund..... | 18.17 |
| iv) | Gain on foreign exchange..... | 2.09 |
| v) | Miscellaneous | 11.99 |
| | | 33.43 |
| 3.3 | <u>Employee benefits expense</u> | |
| i) | Salaries | 784.75 |
| ii) | Contribution to provident and other funds | 77.12 |
| iii) | Staff welfare expenses..... | 74.51 |
| | | 936.38 |

| | | (Rs. in lacs) |
|-----|---|---------------------------------|
| | | Year ended 31.3.2013 |
| 3.4 | <u>Other Expenses</u> | |
| | i) Power | 6.35 |
| | ii) Rent | 53.93 |
| | iii) Repairs to buildings..... | 0.72 |
| | iv) Repairs to machinery | 6.23 |
| | v) Insurance..... | 2.73 |
| | vi) Donations..... | 101.10 |
| | vii) Contingent provision against standard assets of NBFCs (as per RBI regulations) | 2.94 |
| | viii) Loss on deemed disposal of Associate [Refer Note 1.8] | 28.78 |
| | ix) Payments to auditors | |
| | a) As Statutory Auditor | |
| | i) Audit fees..... | 11.12 |
| | ii) Tax Audit Fees | 2.50 |
| | iii) For other services..... | 12.50 |
| | iv) For Service tax..... | 3.21 |
| | | 29.33 |
| | b) As Internal Auditor | 5.62 |
| | | 34.95 |
| | x) Miscellaneous expenses | 308.62 |
| | | 546.35 |
| 3.5 | There were no exceptional / extraordinary items and discontinuing operations for the year ended 31st March, 2013. | |
| 4. | Details of Earnings per share :- | |
| | i) Profit computation for both basic and diluted earnings per share of Rs.10/- Net Profit as per Statement of Profit and Loss available for Ordinary shareholders..... | 17,385.46 |
| | ii) Weighted average number of Ordinary shares for computing - | |
| | a) Basic earnings per share..... | 5,50,95,296 |
| | b) Diluted earnings per share..... | 5,50,95,296 |
| | iii) Earnings per Ordinary share (Weighted average) (As per Accounting Standard 20 - Earnings Per Share) | |
| | Basic (Rupees) | 31.56 |
| | Diluted (Rupees)..... | 31.56 |
| 5. | In accordance with the High Court Orders dated 27th September, 2002, 30th January, 2009 and 25th September, 2009 and the accounting practice adopted earlier, provision for diminution in the value of investments (Long Term and Current) amounting to Rs.703.51 lacs has been adjusted to the Securities Premium Account instead of the Statement of Profit and Loss as prescribed under Accounting Standard (AS) 13 on 'Accounting for Investments'. | |
| 6. | i) Contingent Liabilities - Income Tax matters decided in the Company's favour by appellate authorities, where the department is in further appeal..... | 55.75 |
| | ii) Commitments - Uncalled liability on investments in Venture Capital Funds | 758.25 |
| 7. | Dividend of Rs. 16 per share amounting to Rs 10,313.40 lacs including tax thereon Rs1,498.15 lacs is proposed and provided on ordinary shares. | |
| 8. | Foreign exchange currency exposures not covered with regard to the (non-repatriable) deposit placed with Hatton National Bank, Colombo, of Sri Lankan Rs. 64.25 lacs; (Equivalent Indian Rs. 27.52 lacs). | |
| 9. | As the Company has no activities other than those of an investment company, the segment reporting under Accounting Standard 17 - 'Segment Reporting' is not applicable. The Company does not have any reportable geographical segment. | |

10. Related Parties Disclosures

a) List of Related Parties and Relationship

Promoter and holding company

Tata Sons Ltd.

Associates

Tata Asset Management Ltd.

Tata Trustee Company Ltd.

Amalgamated Plantations Pvt. Ltd.

Key Management Personnel (KMP)

Mr. M. J. Kotwal (upto 27.5.2012)

Mr. A. N. Dalal

Other subsidiaries of Promoter :- (with whom the Company has transactions)

- | | |
|---|---|
| 1. Ewart Investments Ltd. | 2. Tata Capital Financial Services Ltd. |
| 3. Infiniti Retail Ltd. | 4. Tata Realty and Infrastructure Ltd. |
| 5. Tata Autocomp Systems Ltd. | 6. Tata Sky Ltd. |
| 7. Tata Capital Ltd. | 8. Tata Teleservices (Maharashtra) Ltd. (up to 25.3.2013) |
| 9. Tata Consultancy Services Ltd. | 10. TC Travel & Services Ltd. |
| 11. Tata Housing Development Company Ltd. | 12. Tata Securities Ltd. |

b) Related Party Transactions

(Rs. in lacs)

| | 2012-2013 | | | |
|---|-----------|------------|--------------------------------|--------|
| | Promoter | Associates | Other Subsidiaries of Promoter | KMP |
| 1. Redemption proceeds of non-convertible preference shares received..... | 2,000.00 | - | 1,500.00 | - |
| 2. Subscription to equity shares..... | - | - | 2,418.74 | - |
| 3. Interest received on debentures..... | 728.50 | - | 82.44 | - |
| 4. Dividends received..... | 286.20 | 607.41 | 412.77 | - |
| 5. Dividends paid..... | 7,883.62 | - | 182.59 | - |
| 6. Deposits placed..... | - | - | 11,000.00 | - |
| 7. Deposits withdrawn..... | 4,000.00 | - | 8,000.00 | - |
| 8. Interest on deposit placed..... | 68.52 | - | 320.48 | - |
| 9. Purchase of fixed assets..... | - | - | 1.85 | - |
| 10. Brand equity subscription expense..... | 58.00 | - | - | - |
| 11. Rent Paid..... | - | - | 53.93 | - |
| 12. Brokerage paid..... | - | - | 6.58 | - |
| 13. Telephone call charges..... | - | - | 3.62 | - |
| 14. Other expenses..... | 9.01 | - | 7.33 | - |
| 15. Miscellaneous Receipts..... | 3.30 | - | - | - |
| 16. Remuneration..... | - | - | - | 308.56 |
| Debit balance outstanding at year end -..... | 7,827.43 | - | 4,333.29 | - |
| Outstanding receivables..... | | | | |
| Credit balance outstanding at year end -..... | 196.66 | - | 0.09 | 79.00 |
| Outstanding payables..... | | | | |

c) **Details of material Related Party transactions included in (b) above**

(Rs. in lacs)

| | 2012-2013 | | |
|--|------------|--------------------------------|--------|
| | Associates | Other Subsidiaries of Promoter | KMP |
| Redemption proceeds of non-convertible preference shares received | | | |
| Tata Autocomp Systems Ltd. | - | 1,500.00 | - |
| Subscription to equity shares | | | |
| Tata Capital Ltd. | - | 2,418.74 | - |
| Interest received on debentures | | | |
| Tata Capital Financial Services Ltd. | - | 82.44 | - |
| Dividends received | | | |
| Tata Asset Management Ltd. | 394.91 | - | - |
| Tata Trustee Company Ltd. | 137.50 | - | - |
| Amalgamated Plantations Pvt. Ltd. | 75.00 | - | - |
| Tata Autocomp Systems Ltd. | - | 265.16 | - |
| Tata Consultancy Services Ltd. | - | 147.61 | - |
| Dividends paid | | | |
| Ewart Investments Ltd. | - | 182.59 | - |
| Deposits placed | | | |
| Tata Housing Development Company Ltd. | - | 2,500.00 | - |
| Infiniti Retail Ltd. | - | 2,000.00 | - |
| Tata Sky Ltd. | - | 6,500.00 | - |
| Deposits withdrawn | | | |
| Infiniti Retail Ltd. | - | 2,000.00 | - |
| Tata Sky Ltd. | - | 4,000.00 | - |
| Tata Housing Development Company Ltd. | - | 1,000.00 | - |
| Tata Realty and Infrastructure Ltd. | - | 1,000.00 | - |
| Interest on deposit placed | | | |
| Infiniti Retail Ltd. | - | 36.16 | - |
| Tata Realty & Infrastructure Ltd. | - | 4.11 | - |
| Tata Sky Ltd. | - | 161.65 | - |
| Tata Housing Development Company Ltd. | - | 118.56 | - |
| Purchase of Fixed Assets | | | |
| Infiniti Retail Ltd. | - | 1.85 | - |
| Rent Paid | | | |
| Ewart Investments Ltd. | - | 53.93 | - |
| Brokerage paid | | | |
| Tata Securities Ltd. | - | 6.58 | - |
| Telephone call charges | | | |
| Tata Teleservices (Maharashtra) Ltd. | - | 3.62 | - |
| Other expenses | | | |
| TC Travel and Services Ltd. | - | 1.03 | - |
| Ewart Investments Ltd. | - | 3.53 | - |
| Tata Securities Ltd. | - | 2.77 | - |
| Remuneration | | | |
| Mr. M. J. Kotwal | - | - | 54.90 |
| Mr. A. N. Dalal | - | - | 253.66 |

**11. Employee benefits :
Defined benefit Plans - As per actuarial valuation**

(Rs. in lacs)

| | | As at 31.3.2013 Gratuity (Funded) |
|---|---|--|
| A | Expenses recognised in the Statement of Profit and Loss for the year | |
| | 1. Current service cost | 9.46 |
| | 2. Interest cost | 14.22 |
| | 3. Expected return on plan assets | (13.72) |
| | 4. Net actuarial (gain) / loss recognised during the year | 12.21 |
| | 5. Losses/(gains) on acquisition/divestiture | 12.44 |
| | 6. Expenses / (Income) recognised in the Statement of Profit and Loss (Note 3.3) | 34.61 |
| B | Actual return on plan assets for the year | |
| | 1. Expected return on plan assets | 13.72 |
| | 2. Actuarial gain / (loss) on plan assets | 2.50 |
| | 3. Actual return on plan assets | 16.22 |
| C | Net Asset / (Liability) recognised in the Balance Sheet at the end of the year | |
| | 1. Present value of the Defined Benefit Obligation | 159.87 |
| | 2. Fair value of plan assets | 164.87 |
| | 3. Net Asset / (Liability) recognised in the Balance Sheet | 5.00 |
| D | Changes in Defined Benefit Obligation during the year | |
| | 1. Present value of the Defined Benefit Obligation at the beginning of the year | 210.99 |
| | 2. Current service cost | 9.46 |
| | 3. Interest cost | 14.22 |
| | 4. Benefits Paid | (108.20) |
| | 5. Actuarial (gain) / loss on obligation | 14.71 |
| | 6. Liabilities assumed on acquisition | 18.69 |
| | 7. Present value of obligation as at the end of the year | 159.87 |
| E | Changes in Fair Value of plan assets during the year | |
| | 1. Fair value of plan assets at the beginning of the year | 210.99 |
| | 2. Expected return on plan assets | 13.72 |
| | 3. Contributions made | 39.61 |
| | 4. Benefits Paid | (108.20) |
| | 5. Actuarial gain / (loss) on plan assets | 2.50 |
| | 6. Assets acquired on acquisition | 6.25 |
| | 7. Fair value of plan assets at the end of the year | 164.87 |
| F | Major Categories of plan assets as a percentage of total plan assets | |
| | 1. Central Government Securities | 44.37% |
| | 2. State Government Securities | 4.56% |
| | 3. Public Sector Bonds | 50.54% |
| | 4. Cash at Bank | 0.53% |
| G | Actuarial assumptions | |
| | 1. Discount rate | 7.90% |
| | 2. Expected rate of return on plan assets | 8.45% |
| | 3. Mortality | Published rates under Indian Assured Lives mortality (2006-08) Ult table |
| H | Experience adjustments | |
| | 1. On plan liabilities | 9.25 |
| | 2. On plan assets | 2.50 |
| I | Other long term benefits | |
| | The defined benefit obligations which are provided for but not funded are as under :- | |
| | 1. Long Service Award | 33.50 |
| | 2. Compensated Absences | 146.31 |
| | 3. Post Retirement Medical Benefit | 22.87 |
| | 4. Pension | 196.70 |

Notes :

- a) Gratuity is administered through a trust fund recognised by the Income Tax Act, 1961.
- b) Future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other retirement factors.
- c) The expected rate of return on plan assets is based on expectation of the average long term rate of return on investments of the Fund during the estimated terms of the obligations.
- d) The best estimate of the expected contribution for the next year amounts to Rs. 5.00 lacs (Previous Year Rs. 9.00 lacs).
- e) Experience adjustments for the year ended 31st March, 2011, on plan liabilities is Rs. 21.48 lacs and on the plan assets is Rs. 0.07 lacs and for the year ended 31st March, 2010, Rs. (-) 6.26 lacs and Rs. Nil respectively.
- f) The above information is certified by the actuary and relied upon by statutory auditors.
- g) The discount rate is based on prevailing market yield of Indian government securities as at the valuation date for the estimated terms of the obligations.
- h) The Company has recognised the following amounts in the Statement of Profit and Loss (Details in note 3.3)

| | (Rs. in lacs) |
|--|---|
| Compensated Absences, Long Service Awards, Post Retirement Medical Benefits and Pension (included under salaries)..... | As at 31.3.2013 139.64 |
| Contributions to provident and other funds include | |
| - Provident Fund | 23.52 |
| - Superannuation Fund | 18.71 |
| - Employees' State Insurance Scheme..... | 0.28 |
| - Retiring gratuities including contribution to Gratuity Fund | 34.61 |
| | 77.12 |

In terms of our report attached,
For DELOITTE HASKINS & SELLS
Chartered Accountants

H. L. SHAH
Partner

MANOJ KUMAR C. V.
General Manager (Finance)
& Company Secretary

A. N. DALAL
Executive Director

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

A. B. K. DUBASH
K. A. CHAUKAR }
H.N SINOR } Directors
P. P. SHAH }

Mumbai, 21st May, 2013

Summary of Financial Information of Subsidiary Company under Section 212

(Rs. in lacs)

| Name of the Subsidiary Company | Country of Incorporation | Reporting Currency | Share Capital | Reserves | Total Assets | Total Liabilities | Investments | Turnover | Profit Before Taxation | Provision for Taxation | Profit After Taxation | Proposed Dividend |
|--------------------------------|--------------------------|--------------------|---------------|----------|--------------|-------------------|-------------|----------|------------------------|------------------------|-----------------------|-------------------|
| Simto Investment Company Ltd. | India | INR | 152.99 | 1622.57 | 1796.60 | 21.04 | 1739.54 | 205.82 | 188.78 | 25.90 | 162.88 | Nil |

FINANCIAL STATISTICS

(For the last 20 years)

(Rupees in lacs)

| Year | Paid up Capital | Reserves and Surplus | 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) |
|---------|-----------------|----------------------|------------------|--------------------------------|---|---------------------------------------|---|-------------------|------------------|------------------------|---------------------------------|---------------------------------|--------------------|---|
| 1993-94 | 749.16 | 6411.55 | 3009.50 | 9479.26 | 690.95 | 1959.70 | 438.56 | 1521.14 | 1241.57 | 278.16 | 40 | 57618 | 0.42:1 | 333 |
| 1994-95 | 1223.74 | 10392.59 | 1258.00 | 11208.45 | 1665.88 | 2474.53 | 291.00 | 2183.53 | 1692.27 | 406.45 | 35 | 55210 | 0.11:1 | 395 |
| 1995-96 | 1223.74 | 11742.45 | 2274.15 | 12744.09 | 2496.25 | 2541.06 | 205.69 | 2335.37 | 1778.17 | 428.31 | 35 | 53056 | 0.18:1 | 419 |
| 1996-97 | 1223.74 | 13118.45 | 2087.91 | 13591.59 | 2838.51 | 2835.32 | 401.93 | 2433.39 | 1981.73 | 605.75 | 45 | 42691 | 0.15:1 | 410 |
| 1997-98 | 1243.13 | 15413.49 | 2778.84 | 17084.43 | 2351.03 | 2716.28 | 563.98 | 2152.30 | 2005.98 | 615.35 | 45 | 44749 | 0.17:1 | 441 |
| 1998-99 | 1243.13 | 16991.09 | 2144.40 | 18847.74 | 1530.88 | 2832.33 | 398.45 | 2433.88 | 2267.54 | 689.94 | 50 | 41707 | 0.12:1 | 429 |
| 1999-00 | 1641.01 | 21331.23 | 3490.66 | 26881.99 | (419.09) | 4672.76 | 710.50 | 3962.26 | 3720.98 | 1507.41 | 60 | 72170 | 0.15:1 | 409 |
| 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 | 20188.87 | 1621.22 | 18567.65 | 16158.69 | 13446.96 | 210** | 447177 | 0.00:1 | 171 |
| 2012-13 | 5509.53 | 202593.61 | - | 194160.53 | 13942.61 | 20616.58 | 1464.55 | 19152.03 | 16713.92 | 10313.40 | 160*** | 477733+ | 0.00:1 | 158 |

Note: Previous years' figures have been re-grouped wherever necessary.

*Zero coupon fully convertible bonds not considered as debt.

** Includes 50 % as platinum Jubilee dividend.

***Subject to shareholders approval. +Please see Para 4 of the Directors' Report.

SUMMARY OF INVESTMENTS

DISTRIBUTION AMONG DIFFERENT INDUSTRIES AND CLASSES OF SECURITIES

(Quoted and Unquoted Investments)

| | As on 31.3.2013 (%) | As on 31.3.2012 (%) |
|---|---------------------------|---------------------------|
| I. Distribution among different industries as a percentage to the book value - | | |
| Banks | 10.28 | 5.83 |
| Cement | 1.21 | 1.35 |
| Chemicals and Fertilizers..... | 2.56 | 2.94 |
| Electricity and Transmission..... | 2.07 | 1.82 |
| Electricals and Electronics..... | 1.73 | 1.37 |
| Engineering , Construction & Infrastructure | 3.00 | 2.72 |
| Fast Moving Consumer Goods..... | 2.14 | 2.33 |
| Finance , Services & Investments | 10.21 | 8.60 |
| Healthcare | 2.54 | 2.52 |
| Hotels | 3.17 | 3.41 |
| Information Technology | 4.31 | 4.59 |
| Metals & Mining..... | 4.87 | 4.92 |
| Motor Vehicles and Ancillaries | 5.52 | 7.75 |
| Oil and Natural Resources..... | 3.25 | 3.89 |
| Retail..... | 5.30 | 4.62 |
| Telecommunications | 0.98 | 1.41 |
| Textiles | 0.43 | 0.39 |
| Transportation and Logistics | 1.05 | 1.14 |
| Miscellaneous & Diversified | 4.44 | 5.15 |
| Debentures/Bonds/Govt.Securities..... | 25.32 | 27.18 |
| Mutual Funds/Venture Capital Funds..... | 5.62 | 6.07 |
| | 100.00 | 100.00 |
| II. Distribution among classes of securities as a percentage to the book value - | | |
| Debentures/Bonds/Govt.Securities..... | 25.32 | 27.18 |
| Equity Shares | 69.06 | 64.16 |
| Mutual Funds/Venture Capital Funds | 5.62 | 6.07 |
| Preference Shares..... | - | 2.59 |
| | 100.00 | 100.00 |



TATA INVESTMENT CORPORATION LIMITED

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

Attendance Slip

I hereby record my presence at the SEVENTY-SIXTH ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai 400 020, on Wednesday, the 31st day of July, 2013, at 3.00 p.m.

SIGNATURE OF THE ATTENDING MEMBER / PROXY

- NOTES : 1. Shareholder / Proxyholder wishing to attend the meeting must bring this Attendance Slip to the meeting and hand it over at the entrance duly signed.
- 2. Shareholder / Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.



TATA INVESTMENT CORPORATION LIMITED

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

Proxy

I/We
of in the district of
being a Member / Members of the above named Company, hereby appoint
..... of in the district of or failing him
..... of in the district of
.....as my / our Proxy to attend and vote for me / us and on my /
our behalf at the Seventy-Sixth Annual General Meeting of the Company to be held on Wednesday, the 31st
day of July, 2013 and at any adjournment thereof.

Signed this day of 2013.
Folio No. : # DP ID No. # Client ID No.
No. of Shares :

This form is to be used _____ ^{in favour of} _____ the resolution. Unless otherwise instructed, the
_____ _{against} _____
Proxy will act as he thinks fit.

*Strike out whichever is not desired.
Applicable for shares held in electronic form.

Signature _____

Rupree
One
revenue
stamp

- NOTES : The Proxy must be returned so as to reach the Registered Office of the Company at Elphinstone Building, 10, Veer Nariman Road, Mumbai 400 001, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.

TATA INVESTMENT CORPORATION LIMITED

Elphinstone Building 10 Veer Nariman Road Mumbai 400 001