



28th December, 2018.

BSE Limited
Department of Corporate Services
Mumbai.

National Stock Exchange of India Ltd.
Bandra
Mumbai

Scrip Code : 501 301

Symbol : TATAINVEST

Dear Sirs,

Sub: Result of Postal Ballot Process and e-Voting – Section 110 of the Companies Act, 2013 read with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Section 110 of the Companies Act, 2013, with the Companies (Management and Administration) Rules 2014 as amended from time to time, the Company had conducted the process of Postal Ballot for seeking the approval of the shareholders for Buyback of Equity Shares passed through Special Resolution.

Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the results of the voting by Postal Ballot (including e-voting). We are also enclosing Scrutinizer's Report dated 28th December, 2018 for your record.

The said Postal Ballot result is being displayed at the Registered Office of the Company. The said result will also be uploaded on the website of the Company – www.tatainvestment.com and on the website of The National Securities Depository Limited – www.evoting.nsdl.com

This is for your information and records.

Thanking you,

Yours faithfully,

TATA INVESTMENT CORPORATION LIMITED

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

Byb;nsebse;mk;fd

TATA INVESTMENT CORPORATION LIMITED

Elphinstone Building 10 Veer Nariman Road Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 7917 e-mail ticl@tata.com
website www.tatainvestment.com CIN L67200MH1937PLC002622



A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) of SEBI LODR		
Sr. No.	Particulars	Details
1.	Date of the Notice of Postal Ballot	November 16, 2018
2.	Total Number of shareholders as on record date	36,599 as on Cut-offdate i.e. November 16, 2018
3.	Special Resolution	Approval for Buyback of Equity Shares
4.	Mode of voting	Through Physical Postal Ballot Form and e-voting process

B) RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required	Mode of Voting	Remarks
1.	Approval for Buyback of Equity Shares	Special	Though Physical Postal Ballot Form and e-voting process	Passed with requisite majority




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PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

December 28, 2018

To,
TATA INVESTMENT CORPORATION LIMITED
Elphinstone Building, 10, Veer Nariman Road,
Mumbai - 400001

Kind Attn: Mr. Manoj Kumar C. V

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution under Section 68 of the Companies Act, 2013 for Buyback of a maximum of 45,00,000 equity shares of face value of Rs. 10 (Rupees Ten) each of the Company (representing 8.17% of the equity share capital) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 at a price of Rs. 1,000 per equity share aggregating Rs. 450 crores.

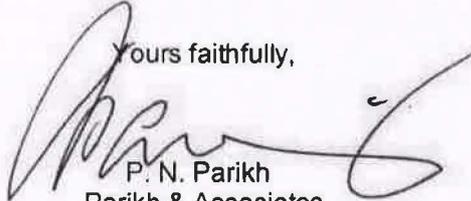
I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from Members in physical mode and e-voting done through electronic mode.
- b) The register showing the particulars of the physical postal ballots received and processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the National Securities Depository Limited (NSDL) e-voting system in respect of the said Resolution.

Thanking you.



Encl.: As above.

Yours faithfully,

P. N. Parikh
Parikh & Associates



PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman,
TATA INVESTMENT CORPORATION LIMITED
Elphinstone Building, 10, Veer Nariman Road,
Mumbai - 400001

Report of Scrutinizer

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Special Resolution under Section 68 of the Companies Act, 2013 for Buyback of a maximum of 45,00,000 equity shares of face value of Rs. 10 (Rupees Ten) each of the Company (representing 8.17% of the equity share capital) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 at a price of Rs. 1,000 per equity share aggregating Rs. 450 crores.

The Members of the Company holding shares as on the "cut-off" date of Friday, November 16, 2018 were entitled to vote on the Resolution as contained in the Postal Ballot Notice.

The voting period for remote e-voting commenced on Wednesday, November 28, 2018 at 09:00 a.m. (IST) and ended on Thursday, December 27, 2018 at 05:00 p.m. (IST) and thereafter e-voting module was disabled by the National Securities Depository Limited ("NSDL").

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through Physical ballot forms received up to Thursday, December 27, 2018 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and the votes cast through physical ballot forms received respectively. I have also reviewed register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my Report on the result of the voting by postal ballot in physical mode and electronic mode in respect of the said Resolution.



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Resolution 1.Special Resolution

Special Resolution under Section 68 of the Companies Act, 2013 for Buyback of a maximum of 45,00,000 equity shares of face value of Rs. 10 (Rupees Ten) each of the Company (representing 8.17% of the equity share capital) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 at a price of Rs. 1,000 per equity share aggregating Rs. 450 crores.

(i) Voted in **favour** of the Resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
639	4,22,97,828	99.96

(ii) Voted **against** the Resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
60	15,229	0.04

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
34	3,554

Place: Mumbai

Dated: December 28, 2018



Signature:
Name:

P. N. Parikh
P. N. Parikh
Scrutinizer
FCS: 327 CP: 1228



TATA INVESTMENT CORPORATION LIMITED

Resolution (1)

Resolution required: (Ordinary / Special) SPECIAL

Whether promoter/ promoter group are interested in the agenda/resolution? No

Special Resolution under Section 68 of the Companies Act, 2013 for Buyback of a maximum of 45,00,000 equity shares of face value of Rs 10 (Rupees Ten) each of the Company (representing 8.17% of the equity share capital) from all the equity shareholders on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 at a price of Rs 1,000 per equity share aggregating Rs 450 crores.

Category	Mode of Voting	No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	No. of Invalid Votes
		(1)	(2)		(4)	(5)			(8)
Promoter and Promoter Group	E-Voting	40206363	40206363	100.00	40206363	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		40206363	100.00	40206363	0	100.00	0.00	0
Public - Institutional holders	E-Voting	2675884	1549851	57.92	1549851	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		1549851	57.92	1549851	0	100.00	0.00	0
Public-Others	E-Voting	12213049	306598	2.51	301857	4741	98.45	1.55	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		250245	2.05	239757	10488	95.81	4.19	3554
	Total		556843	4.56	541614	15229	97.27	2.73	3554
Total	E-Voting	55095296	42062812	76.35	42058071	4741	99.99	0.01	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		250245	0.45	239757	10488	95.81	4.19	3554
	Total		42313057	76.80	42297828	15229	99.96	0.04	3554