



16th July, 2020

The General Manager
Corporate Relationship Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Scrip Code : 501301

Code: TATAINVEST

Dear Sir/Madam,

Sub: Proceedings and Voting Results of the 83rd Annual General Meeting ('AGM') of Tata Investment Corporation Limited ('the Company') held on Thursday, July 16, 2020.

In terms of the General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs ('MCA') and in compliance with the provisions of the Companies Act, 2013 ('Act') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 83rd AGM of the Company was held on Thursday, July 16, 2020 at 11.00 a.m. (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated May 27, 2020, convening the AGM.

In this regard, please find enclosed the following:

- 1) Summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') – **Annexure A**
- 2) Voting results of the businesses transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure B**
- 3) Report of the Scrutinizer dated July 16, 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C**

The AGM concluded at 12:52 p.m. (IST).

The Voting Results along with the Scrutinizer's Report dated July 16, 2020 is made available on the Company's website at www.tatainvestment.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**

Encl: as above

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



Annexure A

Summary of proceedings of the 83rd Annual General Meeting

The 83rd Annual General Meeting ('AGM' or 'Meeting') of the Members of Tata Investment Corporation Limited ('the Company') was held on Thursday, July 16, 2020 at 11:00 a.m. (IST) via two-way Video Conferencing ('VC'). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI') and other social distancing norms in view of the outbreak of Covid-19 pandemic.

Mr. Noel N. Tata, Chairman, welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC. The requisite quorum being present, the Chairman called the Meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

All the Directors, except Mr. Jimmy Tata, attended the Meeting on video conference (including Mr. Abhijit Sen, Chairman of the Audit Committee, Ms. Vedika Bhandarkar, Chairperson of the Nomination & Remuneration Committee and Mr. F.N. Subedar, Chairman of the Stakeholders' Relationship Committee). The Representatives of Kalyaniwalla & Mistry LLP., Statutory Auditors and Parikh & Associates, Secretarial Auditors and Scrutinizers, were also present at the Meeting through VC.

With the consent of the Shareholders present at the meeting, the Notice convening the AGM and the Auditor's Report for the year ended 31st March, 2020 were taken as read. The Chairman then made his opening remarks with respect to Company's performance, Global / Domestic Economic conditions and future outlook.

The Chairman informed the Members that in compliance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations'), the Company has provided to the Members the facility to cast their vote through remote e-voting through the National Securities Depository Limited ('NSDL') system before the Meeting. He further informed that the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Chairman informed that Ms. Sarvari Shah from Parikh & Associates, Practicing Company Secretaries was the Scrutinizer appointed by the Board to scrutinize the votes cast during the Meeting and through remote e-Voting, in a fair and transparent manner.

The Chairman informed the Members about the business to be transacted at the meeting. As per Notice dated 27th May, 2020, convening the 83rd AGM of the Company, the following businesses were transacted at the Meeting. The following resolutions set out in the Notice convening the AGM were put to vote by remote e-voting and remote e-voting during the Meeting. Resolution Nos.1 to 9 were Ordinary Resolutions:

1.	Adoption of Audited Standalone Financial Statements for the Financial Year ended 31 st March 2020 and the reports of the Board of Directors and Auditors thereon.
2.	Adoption of Audited Consolidated Financial Statements for the Financial Year ended 31 st March, 2020 and the report of the Auditors thereon.
3.	Declaration of Dividend for the Financial Year 2019-20 as given below : Rs.18/- per ordinary share of face value of Rs.10/- each.

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4.	Re-appointment of Mr. F.N. Subedar as a Director of the Company.
5.	Re-appointment of Mr. Amit N. Dalal as an Executive Director of the Company.
6.	Appointment of Mr. Abhijit Sen as an Independent Director.
7.	Appointment of Mr. Jimmy Tata as an Independent Director.
8.	Appointment of Mr. V. Chandrasekaran as an Independent Director.
9.	Payment of commission to Non-Whole-time Directors of the Company.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operations and financial performance of the Company and on the resolutions set out in the Notice. The Members were given an opportunity to speak in the order in which they had registered their names. After giving sufficient time to all Members who wished to speak, the Chairman along with the Executive Director appropriately responded to the queries raised by them.

The Chairman authorized Mr. Manoj Kumar CV, Chief Financial Officer & Company Secretary to carry out the voting process and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. He informed the Members that the combined results of the remote e-voting before as well as remote e-voting during the AGM would be announced within 48 hours of the conclusion of the Meeting and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the websites of the Company and NSDL.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Company Secretary declared the Meeting closed.

The Scrutinizer's Report was received after conclusion of the Meeting on July 16, 2020. All the Resolutions were declared as passed with requisite majority.

This is for your information and records.

Yours faithfully,

TATA INVESTMENT CORPORATION LIMITED

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

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**Annexure B****DETAILS OF THE PROCEEDINGS OF THE MEETING**

Sr No	Particulars	Details
1.	Date of AGM	Thursday, 16 July 2020
2..	Total Number of Shareholders on Record Date	As of Cut- Off date i.e. 9th July, 2020 36,128
3..	No. of Shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group: Public:	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM.
4.	No. of Shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group: Public:	 11 79

Yours faithfully,

TATA INVESTMENT CORPORATION LIMITED

**(MANOJ KUMAR C V)
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TATA INVESTMENT CORPORATION LIMITED									
Resolution (1)									
Resolution required: (Ordinary / Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					NO				
To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and the Auditors thereon									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	1461009	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	1461009	0	100.00	0.00
3	Public-Others	E-Voting	11114562	111394	1.00	111240	154	99.86	0.14
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		111394	1.00	111240	154	99.86	0.14
	Total	E-Voting	50595296	38701350	76.49	38701196	154	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38701350	76.49	38701196	154	100.00	0.00


TATA INVESTMENT CORPORATION LIMITED



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


TATA INVESTMENT CORPORATION LIMITED									
Resolution (2)									
Resolution required: (Ordinary / Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					NO				
To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Auditors thereon.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	1461009	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	1461009	0	100.00	0.00
3	Public-Others	E-Voting	11114562	111283	1.00	111240	43	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		111283	1.00	111240	43	99.96	0.04
	Total	E-Voting	50595296	38701239	76.49	38701196	43	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38701239	76.49	38701196	43	100.00	0.00

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 (MANOJ KUMAR C V)
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TATA INVESTMENT CORPORATION LIMITED									
Resolution (3)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						NO			
To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2020.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	1461009	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	1461009	0	100.00	0.00
3	Public-Others	E-Voting	11114562	111394	1.00	111351	43	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		111394	1.00	111351	43	99.96	0.04
	Total	E-Voting	50595296	38701350	76.49	38701307	43	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38701350	76.49	38701307	43	100.00	0.00

TATA INVESTMENT CORPORATION LIMITED


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 & COMPANY SECRETARY


TATA INVESTMENT CORPORATION LIMITED									
Resolution (4)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						NO			
To appoint a Director in place of Mr. F. N. Subedar (DIN 00028428), who retires by rotation and, being eligible, offers himself for re-appointment.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	1444497	16512	98.87	1.13
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	1444497	16512	98.87	1.13
3	Public-Others	E-Voting	11114562	111394	1.00	111205	189	99.83	0.17
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		111394	1.00	111205	189	99.83	0.17
	Total	E-Voting	50595296	38701350	76.49	38684649	16701	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38701350	76.49	38684649	16701	99.96	0.04

TATA INVESTMENT CORPORATION LIMITED


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TATA INVESTMENT CORPORATION LIMITED									
Resolution (5)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						NO			
Re-appointment of Mr. Amit N. Dalal (DIN: 00297603) as an Executive Director of the Company.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	231720	1229289	15.86	84.14
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	231720	1229289	15.86	84.14
3	Public-Others	E-Voting	11114562	111394	1.00	111201	193	99.83	0.17
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		111394	1.00	111201	193	99.83	0.17
	Total	E-Voting	50595296	38701350	76.49	37471868	1229482	96.82	3.18
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38701350	76.49	37471868	1229482	96.82	3.18

TATA INVESTMENT CORPORATION LIMITED


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TATA INVESTMENT CORPORATION LIMITED									
Resolution (6)									
Resolution required: (Ordinary / Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					NO				
Appointment of Mr. Abhijit Sen (DIN: 00002593) as an Independent Director.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	1441216	19793	98.65	1.35
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	1441216	19793	98.65	1.35
3	Public-Others	E-Voting	11114562	111394	1.00	110234	1160	98.96	1.04
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		111394	1.00	110234	1160	98.96	1.04
	Total	E-Voting	50595296	38701350	76.49	38680397	20953	99.95	0.05
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38701350	76.49	38680397	20953	99.95	0.05

TATA INVESTMENT CORPORATION LIMITED


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TATA INVESTMENT CORPORATION LIMITED									
Resolution (7)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						NO			
Appointment of Mr. Jimmy Tata (DIN: 06888364) as an Independent Director.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	1444497	16512	98.87	1.13
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	1444497	16512	98.87	1.13
3	Public-Others	E-Voting	11114562	110394	0.99	110350	44	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		110394	0.99	110350	44	99.96	0.04
	Total	E-Voting	50595296	38700350	76.49	38683794	16556	99.96	0.04
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38700350	76.49	38683794	16556	99.96	0.04

TATA INVESTMENT CORPORATION LIMITED


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

TATA INVESTMENT CORPORATION LIMITED									
Resolution (8)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						NO			
Appointment of Mr. V. Chandrasekaran (DIN: 03126243) as an Independent Director.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/ (1)]*100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/ (2)]*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	1461009	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	1461009	0	100.00	0.00
3	Public-Others	E-Voting	11114562	111394	1.00	110327	1067	99.04	0.96
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		111394	1.00	110327	1067	99.04	0.96
	Total	E-Voting	50595296	38701350	76.49	38700283	1067	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38701350	76.49	38700283	1067	100.00	0.00

TATA INVESTMENT CORPORATION LIMITED


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

TATA INVESTMENT CORPORATION LIMITED									
Resolution (9)									
Resolution required: (Ordinary / Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						NO			
Payment of commission to Non-Whole-time Directors of the Company.									
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/(1)]*100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
1	Promoter and Promoter Group	E-Voting	37128947	37128947	100.00	37128947	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		37128947	100.00	37128947	0	100.00	0.00
2	Public - Institutional holders	E-Voting	2351787	1461009	62.12	248232	1212777	16.99	83.01
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		1461009	62.12	248232	1212777	16.99	83.01
3	Public-Others	E-Voting	11114562	111394	1.00	109494	1900	98.29	1.71
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		111394	1.00	109494	1900	98.29	1.71
	Total	E-Voting	50595296	38701350	76.49	37486673	1214677	96.86	3.14
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		38701350	76.49	37486673	1214677	96.86	3.14

TATA INVESTMENT CORPORATION LIMITED



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

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 : 400053
Tel No 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 - 400 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and remote e-voting during the AGM for the 83rd Annual General Meeting of Tata Investment Corporation Limited held on Thursday, July 16, 2020 at 11.00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Sarvari Shah, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Investment Corporation Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 83rd Annual General Meeting ("AGM") of Tata Investment Corporation Limited on Thursday, July 16, 2020 at 11.00 a.m. through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated May 27, 2020, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

Continuation Sheet

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, July 13, 2020 (9:00 a.m. IST) and ended on Wednesday, July 15, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, July 09, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and the Auditors thereon.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
182	3,87,01,196	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	154	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Report of the Auditors thereon.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
182	3,87,01,196	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	43	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2020.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
183	3,87,01,307	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	43	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution

To appoint a Director in place of Mr. F. N. Subedar (DIN 00028428) who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
178	3,86,84,649	99.96

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	16,701	0.04

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Ordinary Resolution

Re-appointment of Mr. Amit N. Dalal (DIN: 00297603) as an Executive Director of the Company.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
149	3,74,71,868	96.82

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
37	12,29,482	3.18

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

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

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
176	3,86,80,397	99.95

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	20,953	0.05

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 7: Ordinary Resolution**Appointment of Mr. Jimmy Tata (DIN: 06888364) as an Independent Director of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
180	3,86,83,794	99.96

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	16,556	0.04

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 8: Ordinary Resolution**Appointment of Mr. V. Chandrasekaran (DIN: 03126243) as an Independent Director of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
181	3,87,00,283	100.00 (Rounded-off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	1,067	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 9: Ordinary Resolution**Payment of commission to Non-Whole-time Directors of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
140	3,74,86,673	96.86

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
46	12,14,677	3.14

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

**Sarvari
Shah**

Sarvari Shah

Parikh & Associates

Practising Company Secretaries

FCS: 9697 CP No.: 11717

111,11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai – 400053

Place: Mumbai

Dated: July 16, 2020

Digitally signed by Sarvari Shah
DN: c=IN, o=Personal, postalCode=400097,
st=Maharashtra,
2.5.4.20=a9714d8912e9a3d87c8687e0f8e1
7923e53f5945b2e1db31718cfcfc74,
serialNumber=b7d1dd48a469d2628f8e9726
d5b397e0fa0754a2f17a0325264a5de20b4651
c=sarvari Shah
Date: 2020.07.16 17:14:14 +05'30'

TATA INVESTMENT CORPORATION LIMITED

**MANOJ
KUMAR
CV**

Digitally signed by MANOJ KUMAR CV
DN: c=IN, o=Personal,
2.5.4.20=1ad1ecb37ba2235cee6f2a89fc
8694773f95dcbea0e268f7d11fca9c38144,
postalCode=400705, st=MAHARASHTRA,
2.5.4.45=034100383766623663663564306
43863323561323331636464343834363261
34363036613235643830636265623835643
438613343662353373837333531333838
32,
serialNumber=c99d8bc9d102629d404c2
dc3dbdd97314ea10977c7250508879951
a6ec352, cn=MANOJ KUMAR CV
Date: 2020.07.16 21:28:11 +05'30'

(MANOJ KUMAR CV)
CHIEF FINANCIAL OFFICER
& COMPANY SECRETARY