

Form No. MGT-7

ANNUAL RETURN
(Other than OPCs and Small Companies)

As on the financial year ended on 31/03/2021

Of

Tata Investment Corporation Limited

[Pursuant to Section 92(1) of the Companies Act, 2013
And

Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i) Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

Permanent Account Number (PAN) of the company. : AAACT4120F

(ii) (a) Name of The Company

(b) Registered Office Address

(c) *E-Mail ID of the Company

(d) *Telephone No. with STD Code

(e) Website

(iii) Date of Incorporation

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether Company is having Share Capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name | Code |
|--------|--|------|
| 1 | BSE Limited | 1 |
| 2 | National Stock Exchange of India Limited | 1024 |

(b) CIN of Registrar and Transfer Agent

U74999MH2018PTC307859

Name of the Registrar and Transfer Agent

TSR DARASHAW CONSULTANTS PRIVATE LIMITED

Registered Office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra 400083, India

(vii) Financial Year From (DD /MM/YYYY) To date (DD /MM/YYYY)

(viii) Whether Annual General Meeting (AGM) held :- Yes No

a) If Yes, date of AGM

b) Due Date of AGM

c) Whether Any Extension For AGM granted Yes No

d) if yes, provide the Service Request Number of the application Form filed for extension

e) Extended Due Date after grant of Extension

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of Business Activities

| Sr.No | Main Activity group Code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of Total Turnover of Company |
|-------|--------------------------|------------------------------------|------------------------|----------------------------------|--------------------------------|
| 1. | K | Financial and insurance Service | K8 | Other financial activities | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES

*No. of Companies for which information is to be given

5

| Sr.No | Name of the Company | CIN/FCRN | Holding/ Subsidiary / Joint Venture/Associate | % of Shares held |
|-------|---|-----------------------|---|------------------|
| 1. | TATA SONS PRIVATE LIMITED | U99999MH1917PTC000478 | Holding | 68.51 |
| 2. | SIMTO INVESTMENT CO LTD | U67120MH1983PLC031632 | Subsidiary | 97.57 |
| 3. | TATA ASSET MANAGEMENT LIMITED | U65990MH1994PLC077090 | Associate | 32.09 |
| 4. | TATA TRUSTEE COMPANY LIMITED | U65991MH1995PLC087722 | Associate | 50 |
| 5. | AMALGAMATED PLANTATIONS PRIVATE LIMITED | U01132WB2007PTC112852 | Associate | 24.61 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

a. Equity Share Capital

| Particulars | Authorized Capital | Issued Capital | Subscribed Capital | Paid Up Capital |
|--|--------------------|----------------|--------------------|-----------------|
| Total Number of Equity Shares | 60,000,000 | 50,595,796 | 50,595,296 | 50,595,296 |
| Total amount of Equity Shares(in rupees) | 600,000,000 | 505,957,960 | 505,952,960 | 505,952,960 |

Number of Classes

| Class of Shares | Authorized Capital | Issued Capital | Subscribed Capital | Paid up Capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares | | | | |
| Number of Equity Shares | 60,000,000 | 50,595,796 | 50,595,296 | 50,595,296 |
| Nominal Value Per Share(in rupees) | 10 | 10 | 10 | 10 |
| Total amount of Equity Shares(in rupees) | 600,000,000 | 505,957,960 | 505,952,960 | 505,952,960 |

b. Preference Share Capital

| Particulars | Authorised Capital | Issued Capital | Subscribed Capital | Paid up Capital |
|--|--------------------|----------------|--------------------|-----------------|
| Total Number of Preference Shares | 0 | 0 | 0 | 0 |
| Total amount of Preference Shares(in rupees) | 0 | 0 | 0 | 0 |

Number of Classes:

0

| Class of Shares | Authorized Capital | Issued Capital | Subscribed Capital | Paid up Capital |
|---|--------------------|----------------|--------------------|-----------------|
| Preference shares | | | | |
| Number of Preference Shares | 0 | 0 | 0 | 0 |
| Nominal Value Per Share(in rupees) | 0 | 0 | 0 | 0 |
| Total amount of Preference Shares(in rupees) | 0 | 0 | 0 | 0 |

c. Unclassified Share Capital

| Particulars | Authorized Share Capital |
|-------------------------------------|--------------------------|
| Total Amount of Unclassified shares | 0 |

d. Break up of Paid Up Share Capital

| Class of Shares | Number of Shares | | | Total Nominal Amount | Total Paid-up Amount | Total Premium |
|---|------------------|------------|------------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity Shares | | | | | | |
| At the Beginning of the Year | 481,054 | 50,114,242 | 50,595,296 | 505,952,960 | 505,952,960 | |
| Increase during the Year | - | - | - | - | - | |
| i) Public Issue | - | - | - | - | - | |
| ii) Right Issue | - | - | - | - | - | |
| iii) Bonus Issue | - | - | - | - | - | |
| iv) Private Placement/ Preferential Allotment | - | - | - | - | - | |
| v) ESOPs | - | - | - | - | - | |
| vi) Sweat Equity Shares Allotted | - | - | - | - | - | |
| vii) Conversion of Preference Shares | - | - | - | - | - | |
| viii) Conversion of Debentures | - | - | - | - | - | |
| ix) GDRs/ADRs | - | - | - | - | - | |
| x) Others, specify | - | - | - | - | - | |
| | | | | | | |
| Decrease during the year | - | - | - | - | - | |
| i) Buy-Back of Shares | - | - | - | - | - | |
| ii) Shares Forfeited | - | - | - | - | - | |
| iii) Reduction of Share Capital | - | - | - | - | - | |
| iv) Others, Specify | - | - | - | - | - | |
| | | | | | | |
| At the end of Year | 309,480 | 50,285,816 | 50,595,296 | 505,952,960 | 505,952,960 | |
| Preference Shares | - | - | - | - | - | |

| | | | | | | |
|----------------------------------|---|---|---|---|---|--|
| At the Beginning of the Year | - | - | - | - | - | |
| Increase during the Year | - | - | - | - | - | |
| i) Issues of Shares | - | - | - | - | - | |
| ii) Re-Issue of Forfeited Shares | - | - | - | - | - | |
| iii) Others, Specify | - | - | - | - | - | |
| - | | | | | | |
| Decrease during the year | - | - | - | - | - | |
| i) Redemption of Shares | - | - | - | - | - | |
| ii) Shares Forfeited | - | - | - | - | - | |
| iii) Reduction of Share Capital | - | - | - | - | - | |
| iv) Others, Specify | - | - | - | - | - | |
| | | | | | | |
| At the end of Year | - | - | - | - | - | |

ISIN of the equity shares of the Company INE672A01018

0

(ii) Details of Stock Split/Consolidation during the year(for each class of shares):

| Class of Shares | | (i) | (ii) | (iii) |
|----------------------------|----------------------|-----|------|-------|
| Before Split/Consolidation | Number of shares | | | |
| | Face Value Per Share | | | |
| After Split/Consolidation | Number of shares | | | |
| | Face Value Per Share | | | |

(iii) Details of Shares/Debentures Transfer since closure date of last Financial year(or in the case of first return at any time since the incorporation of the company) *

Nil

Details being provided in CD/Digital Media Yes **No** Not Applicable

Separate Sheet attached for details of transfers **Yes** No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | |
|--|--|
| Date of previous AGM | 16/07/2020 |
| Date of Registration of Transfer (Date Month Year) | |
| Type of Transfer | 1. Equity 2. Preference 3. Debentures 4. Stock |

| | | | |
|--|---------|-----------------------------|------------|
| Number of Shares/ Debentures/Units Transferred: | | Amount Per Share in Rupees: | |
| Ledger Folio of Transferor | | | |
| Transferor's Name | | | |
| | Surname | Middle name | First name |
| Ledger Folio of Transferee | | | |
| Transferee's Name | | | |
| | Surname | Middle name | First name |

| | | | |
|--|---------|--|------------|
| Date of Registration of Transfer | | | |
| Type of Transfer | | 1. Equity 2. Preference 3. Debentures 4. Stock | |
| Number of Shares/ Debentures Transferred: | | Amount Per Share in Rupees: | |
| Ledger Folio of Transferor | | | |
| Transferor's Name | | | |
| | Surname | Middle name | First name |
| Ledger Folio of Transferee | | | |
| Transferee's Name | | | |
| | Surname | Middle name | First name |

(iv) *Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non - Convertible Debentures | - | - | - |
| Partly Convertible Debentures | - | - | - |
| Fully Convertible Debentures | - | - | - |
| Total | - | - | - |

Details of Debentures

| Class of Debentures | Outstanding as at the Beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non - Convertible Debentures | Nil | Nil | Nil | Nil |
| Partly Convertible Debentures | Nil | Nil | Nil | Nil |
| Fully Convertible Debentures | Nil | Nil | Nil | Nil |

(v) Securities (Other than Shares and Debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each unit | Total Nominal Value | Paid Up Value of each Unit | Total Paid Up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. * Turnover and net worth of the company (as defined under Companies Act, 2013)

| | | |
|-----|--------------------------|--------------------|
| i) | Turnover | 1,400,612,333.25 |
| ii) | Net worth of the Company | 141,102,019,764.21 |

VI. (a) *SHARE HOLDING PATTERN- Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of Shares | Percentage | Number of Shares | Percentage |
| 1. | Individual/HUF | - | - | - | - |
| | (i) Indian | - | - | - | - |
| | (ii) Non-resident Indian (NRI) | - | - | - | - |
| | (iii) Foreign national (other than NRI) | - | - | - | - |
| 2. | Government | - | - | - | - |
| | (i) Central Government | - | - | - | - |
| | (ii) State Government | - | - | - | - |
| | (iii) Government companies | - | - | - | - |
| 3. | Insurance companies | - | - | - | - |
| 4. | Banks | - | - | - | - |
| 5. | Financial institutions | - | - | - | - |
| 6. | Foreign institutional investors | - | - | - | - |
| 7. | Mutual funds | - | - | - | - |
| 8. | Venture capital | - | - | - | - |
| 9. | Body corporate(not mentioned above) | 37,128,947 | 73.38 | - | - |
| 10. | Others | | | | |
| | | | | | |
| | Total | 37,128,947 | 73.38 | - | - |

Total Number of Shareholders(promoters) 11

(b) * SHARE HOLDING PATTERN- Public/ Other than promoters

| Sr. No. | Category | Equity | | Preference | |
|---------|---|------------------|------------|------------------|------------|
| | | Number of Shares | Percentage | Number of Shares | Percentage |
| 1. | Individual/HUF | | | | |
| | (i) Indian | 9,957,721 | 19.68 | 0 | 0.00 |
| | (ii) Non-resident Indian (NRI) | 418,038 | 0.83 | 0 | 0.00 |
| | (iii) Foreign national (other than NRI) | 0 | 0.00 | 0 | 0.00 |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0.00 | 0 | 0.00 |
| | (ii) State Government | 62,363 | 0.12 | 0 | 0.00 |
| | (iii) Government companies | 188,000 | 0.37 | 0 | 0.00 |
| 3. | Insurance companies | 224,361 | 0.44 | 0 | 0.00 |
| 4. | Banks | 5,529 | 0.01 | 0 | 0.00 |
| 5. | Financial institutions | 0 | 0.00 | 0 | 0.00 |
| 6. | Foreign institutional investors | 1,005,203 | 1.99 | 0 | 0.00 |

| | | | | | |
|-------|---|------------|-------|---|------|
| 7. | Mutual funds | 241,213 | 0.48 | 0 | 0.00 |
| 8. | Venture capital | 0 | 0.00 | 0 | 0.00 |
| 9. | Body corporate(not mentioned above) | 944,472 | 1.87 | 0 | 0.00 |
| 10. | Others Clearing Members, Director or Director's | 419,449 | 0.83 | 0 | 0.00 |
| Total | | 13,466,349 | 26.62 | 0 | 0.00 |

Total Number of Shareholders(other than promoters)

37,332

Total Number of Shareholders (Promoters + Public/Other than promoters)

37,343

(c) Details of Foreign institutional investors (FIIs) holding shares of the Company

The details of Foreign Institutional Investors (FIIs) holding shares of the Company are provided in **Annexure A.**

VII. * NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

| Details | As at beginning of the year | As at end of the year |
|-------------------------------|-----------------------------|-----------------------|
| Promoters | 11 | 11 |
| Members(other than promoters) | 34,649 | 37,332 |
| Debenture holders | - | - |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by the directors as at the end of year | |
|-----------------------------------|--|---------------|--|---------------|--|---------------|
| | Executive | Non-Executive | Executive | Non-Executive | Executive | Non-Executive |
| A. Promoter | | | | | | |
| B. Non-Promoter | 1 | 7 | 1 | 7 | - | 0.04 |
| (i) Non-Independent | 1 | 3 | 1 | 3 | - | 0.04 |
| (ii) Independent | - | 4 | - | 4 | - | - |
| C. Nominee Directors Representing | - | - | - | - | - | - |
| i) Banks & FIs | - | - | - | - | - | - |
| ii) Investing Institutions | - | - | - | - | - | - |
| iii) Government | - | - | - | - | - | - |
| iv) Small shareholders | - | - | - | - | - | - |
| v) Others | - | - | - | - | - | - |
| Total | 1 | 7 | 1 | 7 | - | 0.04 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) * Details of directors and Key managerial personnel as on the closure of financial year 10

| Name | DIN/PAN | Designation | Number of equity shares held | Date of cessation (after closure of financial year ,if any) |
|----------------------------|------------|---------------------|------------------------------|---|
| Mr. Noel Tata | 00024713 | Director | 19,145 | - |
| Mr. Farokh Subedar | 00028428 | Director | 2,455 | - |
| Mr. Amit Dalal | 00297603 | Whole-time director | 0 | - |
| Ms. Vedika Bhandarkar | 00033808 | Director | 0 | - |
| Mr. Suprakash Mukhopadhyay | 00019901 | Director | 0 | - |
| Mr. Abhijit Sen | 00002593 | Director | 0 | - |
| Mr. V. Chandrasekaran | 03126243 | Director | 0 | - |
| Mr. Rajiv Dube | 00021796 | Additional director | 0 | - |
| Mr. Manoj Kumar C V | AKTPK4241Q | CFO | 0 | - |
| Mr. Manoj Kumar C V | AKTPK4241Q | Company Secretary | 0 | - |

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(ii) Particulars of change in director(s) and Key managerial personnel during the year

| Name | DIN/PAN | Designation at the beginning /during the year | Date of appointment/c hange in designation | Nature of change (Appointment/ change in designation /Cessation) |
|-----------------------|----------|---|--|--|
| Mr. Abhijit Sen | 00002593 | Director | 16/07/2020 | Change in designation from Additional Director to Independent Director |
| Mr. V. Chandrasekaran | 03126243 | Director | 16/07/2020 | Change in designation from Additional Director to Independent Director |
| Mr. Jimmy Tata | 06888364 | Director | 16/07/2020 | Change in designation from Additional Director to Independent Director |
| Mr. Jimmy Tata | 06888364 | Director | 18/07/2020 | Cessation |
| Mr. Rajiv Dube | 00021796 | Additional director | 15/10/2020 | Appointment |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS

Number of meetings held:

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| Annual General Meeting | 16/07/2020 | 36,128 | 90 | 76.14 |

B. BOARD MEETINGS

Number of meetings held:

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1. | 27/05/2020 | 8 | 8 | 100 |
| 2. | 23/07/2020 | 7 | 6 | 87.51 |
| 3. | 31/07/2020 | 7 | 7 | 100 |
| 4. | 02/11/2020 | 8 | 8 | 100 |
| 5. | 02/02/2021 | 8 | 8 | 100 |
| 6. | 17/03/2021 | 8 | 8 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held:

| S. No. | Type of meeting | Date of meeting | Total Number of members as on the date of meeting | Attendance | |
|--------|--|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1. | Audit Committee | 27/05/2020 | 3 | 3 | 100 |
| 2. | Audit Committee | 31/07/2020 | 3 | 3 | 100 |
| 3. | Audit Committee | 02/11/2020 | 3 | 3 | 100 |
| 4. | Audit Committee | 02/02/2021 | 3 | 3 | 100 |
| 5. | Nomination and Remuneration Committee | 26/05/2020 | 4 | 4 | 100 |
| 6. | Nomination and Remuneration Committee | 13/10/2020 | 4 | 4 | 100 |
| 7. | Nomination and Remuneration Committee | 17/03/2021 | 4 | 4 | 100 |
| 8. | Stakeholder Relationship Committee | 18/12/2020 | 3 | 3 | 100 |
| 9. | Stakeholder Relationship Committee | 24/03/2021 | 3 | 3 | 100 |
| 10. | Asset Liability, Risk Management and IT Strategy/ Steering Committee | 18/12/2020 | 3 | 3 | 100 |
| 11. | Asset Liability, Risk Management and IT Strategy/ Steering Committee | 24/03/2021 | 3 | 3 | 100 |
| 12. | Investment Committee | 11/06/2020 | 4 | 4 | 100 |
| 13. | Investment Committee | 29/10/2020 | 4 | 4 | 100 |
| 14. | Corporate Social Responsibility Committee | 10/10/2020 | 4 | 4 | 100 |
| 15. | Corporate Social Responsibility Committee | 02/03/2021 | 4 | 4 | 100 |

| | | | | | |
|-----|------------------------------|------------|---|---|-----|
| 16. | Independent Director Meeting | 17/03/2021 | 4 | 4 | 100 |
|-----|------------------------------|------------|---|---|-----|

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the Director | Board Meetings | | | Committee Meetings | | | Whether attended last AGM held on (Y/N/NA) |
|--------|----------------------------|---|--------------------------|-----------------|----------------------|--------------------------|-----------------|--|
| | | No. of meetings which were entitled to attend | No. of meetings attended | % of attendance | No. of meetings held | No. of meetings attended | % of attendance | |
| 1. | Mr. Noel Tata | 6 | 6 | 100 | 5 | 5 | 100 | |
| 2. | Mr. Farokh Subedar | 6 | 6 | 100 | 13 | 13 | 100 | |
| 3. | Mr. Amit Dalal | 6 | 6 | 100 | 6 | 6 | 100 | |
| 4. | Ms. Vedika Bhandarkar | 6 | 5 | 83.33 | 8 | 8 | 100 | |
| 5. | Mr. Suprakash Mukhopadhyay | 6 | 6 | 100 | 4 | 4 | 100 | |
| 6. | Mr. Abhijit Sen | 6 | 6 | 100 | 8 | 8 | 100 | |
| 7. | Mr. V. Chandrasekaran | 6 | 6 | 100 | 6 | 6 | 100 | |
| 8. | Mr. Rajiv Dube | 3 | 3 | 100 | 4 | 4 | 100 | |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of Managing Director, Whole - time Directors and/or Manager whose remuneration details to be Entered

| Sr No | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat Equity | Others | Total Amount |
|-------|----------------|---------------------|-------------------|------------|----------------------------|-------------------|-------------------|
| 1. | Mr. Amit Dalal | Whole-time director | 32,213,759 | - | - | 14,580,000 | 46,793,759 |
| | Total | | 32,213,759 | - | - | 14,580,000 | 46,793,759 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

| Sr No | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat Equity | Others | Total Amount |
|-------|---------------------|---|------------------|------------|----------------------------|----------|------------------|
| 1. | Mr. Manoj Kumar C V | Chief Financial Officer & Company Secretary | 9,969,102 | - | - | - | 9,969,102 |
| | Total | | 9,969,102 | - | - | - | 9,969,102 |

Number of other directors whose remuneration details to be entered

8

| Sr No | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat Equity | Others | Total Amount |
|-------|----------------------------|---|--------------|-------------------|-------------------------------|------------------|-------------------|
| 1. | Mr. Noel Tata | Non executive , Non Independent Director | - | - | - | 374,000 | 374,000 |
| 2. | Mr. Farokh Subedar | Non executive , Non Independent Director | - | 2,600,000 | - | 544,000 | 3,144,000 |
| 3. | Ms. Vedika Bhandarkar | Independent Director | - | 2,000,000 | - | 374,000 | 5,054,000 |
| 4. | Mr. Suprakash Mukhopadhyay | Non executive , Non Independent Director | - | - | - | 272,000 | 272,000 |
| 5. | Mr. Abhijit Sen | Independent Director | - | 2,200,000 | - | 442,000 | 2,642,000 |
| 6. | Mr. Jimmy Tata | Independent Director (ceased to be a Director w.e.f. 18/07/2020) | - | 900,000 | - | 102,000 | 1,002,000 |
| 7. | Mr. V. Chandrasekaran | Independent Director | - | 1,700,000 | - | 340,000 | 2,040,000 |
| 8. | Mr. Rajiv Dube | Additional Independent Director | - | 1,000,000 | - | 238,000 | 1,238,000 |
| | Total | | - | 10,400,000 | - | 2,686,000 | 13,086,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. CERTIFICATION OF COMPLIANCES

Whether company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year. Yes No

If No, give details along with the reasons/observations

| |
|--|
| |
|--|

XII. PENALTY AND PUNISHMENT- DETAILS THEREOF - NIL

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS/ OFFICERS

| Name of the company/ directors/ officers | Name of the count/ concerned Authority | Date of Order | Name of the act and section under which penalized /punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|------------------|---|--------------------------------------|---|
| | | | | | |

(B) DETAILS OF COMPOUNDING OF OFFENCES - NIL

| Name of the company/ directors/ officers | Name of the count/ concerned Authority | Date of Order | Name of the act and section under which penalized /punished | Particulars of offence | Amount of compounding (in rupees) |
|--|--|------------------|---|---------------------------|---|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment (Yes/ No)

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued by invitation to the public to subscribe for any securities of the company.
- Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub – section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am authorized by the board of Directors of the company vide resolution no. dated (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form

Note: Attention is also drawn to the provisions of section 447, section 448 and 449 of the companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00297603

To be digitally signed by

- Company Secretary
- Company Secretary in practice

Membership number

15140

Certificate of practice number

Attachments

1. List of shareholders, debenture holders.
2. Approval letter for extension of AGM. - N.A.
3. Copy of MGT-8
4. Optional Attachment(s), if any.

TATA INVESTMENT CORPORATION LIMITED

AS OF 31-03-2021

Annexure A

VI (c) Details of Foreign Institutional Investors (FIIs) holding shares of the Company

| Name of the FII | Address | Date of Incorporation | Country of Incorporation (*) | Number of shares held | % of shares held |
|---|---|------------------------------|-------------------------------------|------------------------------|-------------------------|
| BNS ASIA LIMITED | HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063 | | | 4,228 | 0.01 |
| COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT | DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001 | | | 10,236 | 0.02 |
| COLONIAL FIRST STATE INVESTMENTS LIMITED AS RESPONSIBLE ENTITY FOR COMMONWEALTH EMERGING MARKETS FUND 2 | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 66,014 | 0.13 |
| EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 18,834 | 0.04 |
| EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 3,432 | 0.01 |
| EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 33,251 | 0.07 |

| | | | | | |
|--|--|--|--|----------|------|
| FRANKLIN TEMPLETON INVESTMENT FUNDS | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 3,00,593 | 0.59 |
| GOLDMAN SACHS (SINGAPORE) PTE. - ODI | STANDARD CHARTERED BANK SECURITIES SERVICES OPERATIONS 3RD FLOOR, 23-25, M.G ROAD FORT, MUMBAI, INDIA 400001 | | | 672 | 0.00 |
| GYMKHANA PARTNERS L.P. | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 7,393 | 0.01 |
| ISHARES CORE MSCI EM IMI UCITS ETF | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 23,746 | 0.05 |
| ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 2,678 | 0.01 |
| ISHARES INDIA SC MAURITIUS COMPANY | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 23,016 | 0.05 |
| ISHARES MSCI EM SMALL CAP UCITS ETF | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 4,623 | 0.01 |
| MERCER QIF FUND PLC- MERCER INVESTMENT FUND 1 | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 1,544 | 0.00 |

| | | | | | |
|---|--|--|--|--------|------|
| MORGAN STANLEY ASIA (SINGAPORE) PTE. | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 28 | 0.00 |
| NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 11,110 | 0.02 |
| NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND- NON LENDING | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 631 | 0.00 |
| PREMIER INVESTMENT FUND LIMITED | C/O KOTAK MAHINDRA BANK LIMITED KOTAK INFINITI, BLDG.NO.21, 6TH FLR ZONE IV,CUSTODY SERVS, INFINITY PARK GEN. AK VAIDYA MARG, MALAD E, MUMBAI 400097 | | | 54,451 | 0.11 |
| PUB EQUITIES EMERGING MARKETS 2 | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 2,639 | 0.01 |
| PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO | HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO - IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063 | | | 348 | 0.00 |
| PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 4,508 | 0.01 |

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|---|---|--|--|--------|------|
| SEGALL BRYANT & HAMILL EMERGING MARKETS FUND | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 4,663 | 0.01 |
| SEGALL BRYANT & HAMILL EMERGING MARKETS FUND, LP | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 13,652 | 0.03 |
| SEGALL BRYANT & HAMILL EMERGING MARKETS SMALL CAP FUND, LP | HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063 | | | 3,044 | 0.01 |
| SEI TRUST COMPANY AS TRUSTEE ON BEHALF OF SEGALL BRYANT AND HAMILL EMERGING MARKETS SMALL CAP TRUST | HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063 | | | 7,600 | 0.02 |
| SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI EMERGING MARKETS SMALL CAP UCITS ETF | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 1,633 | 0.00 |
| STATE STREET GLOBAL SMALL CAP EQUITY EX-U.S. INDEX NON-LENDING SERIES FUND | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 14,419 | 0.03 |
| STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND | DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001 | | | 9,256 | 0.02 |
| STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND | DEUTSCHE BANK AG DB HOUSE, HAZARIMAL SOMANI MARG POST BOX NO. 1142, FORT MUMBAI 400001 | | | 2,651 | 0.01 |

| | | | | | |
|--|--|--|--|------------------|-------------|
| STICHTING PENSIOENFONDS ING | CITIBANK N.A. CUSTODY SERVICES FIFC- 11TH FLR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098 | | | 11,724 | 0.02 |
| SUNSUPER SUPERANNUATION FUND | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 3,465 | 0.01 |
| TEMPLETON EMERGING MARKETS FUND | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 1,24,412 | 0.25 |
| TEMPLETON EMERGING MARKETS FUND | JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064 | | | 1,22,221 | 0.24 |
| TEMPLETON GLOBAL EMERGING MARKETS FUND | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 39,666 | 0.08 |
| TEMPLETON INTERNATIONAL EMERGING MARKETS FUND | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 30,631 | 0.06 |
| UPS GROUP TRUST | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 40,900 | 0.08 |
| VIRGINIA RETIREMENT SYSTEM | DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001 | | | 1,291 | 0.00 |
| TOTAL | | | | 10,05,203 | 1.99 |

(*) - Information regarding Country of Incorporation have not provided by the Depository (NSDL)

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rules 11(2) of companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **TATA INVESTMENT CORPORATION LIMITED** (“the company”) CIN No. **L67200MH1937PLC002622** having its Registered Office at Elphinstone Building, 10, Veer Nariman Road, Mumbai 400001 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2021**. In our opinion and information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we certify that:

- A.** the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** during the aforesaid financial year the company has generally complied with provisions of the Act & Rules made thereunder in respect of :
1. its status under the Act.;
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities, as applicable;
 4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolution(s), have been recorded in the Minute Book / registers maintained for the purpose and the same have been signed.

No resolutions were passed through postal ballot during the year;

5. closure of the Register of Members;
6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act.;
7. there were no contracts/arrangements with related parties as specified in section 188 of the Act except the transactions in the ordinary course of business and which were at arms length basis;
8. transfer or transmission of shares and issue of security certificates in all instances;

there was no issue or allotment or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/ securities during the year;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act;
10. declaration/payment of dividend;

transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3),(4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement/filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable
13. appointment/re-appointment of auditors as per the provisions of section 139 of the Act, as applicable;
14. no approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted any Fixed Deposits;
16. there was no borrowings from its members, public financial institutions, banks and others during the year;

Continuation Sheet

17. the company being a Non - Banking Financial Company, nothing in Section 186 of the Companies Act, 2013 except sub-section (1) is applicable;
18. there had been no alteration of the provisions of the Memorandum and/or Articles of Association of the Company during the year.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: _____

Signature:
Name of Company Secretary: Sarvari Shah
FCS: 9697 C.P.No. 11717
UDIN: _____

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,
Tata Investment Corporation Limited

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: _____

Signature:
Name of Company Secretary: Sarvari Shah
FCS: 9697 C.P.No. 11717
UDIN: _____