



POLICY ON MATERIAL SUBSIDIARIES

Tata Investment Corporation Limited

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Document Change Control

Date	Version	Author [Name]	Reviewed By [Name]	Approval Date	Description
01-Oct-14	1.0	Manoj Kumar CV	--	01-Oct-14	Review of Policy dtd. 01-Oct-14, further amended and approved on 26-May-16 and 04-Feb-19
10-Feb-25	1.1	Subhiksha Parakkal	Jamshed Patel	11-Feb-25	Sec 3.f – inclusion of definition of Material Subsidiary Sec 4 – ‘income’ replaced by ‘turnover’ Sec 5.d – inclusion Review by ACB and approved by Board of Directors in its meeting held on 11-Feb-25

1. About the Company

Tata Investment Corporation Limited (TICL/Company) is a Systemically Important Non-Deposit Taking NBFC-ML and does not have public borrowings and it has no customer interface. TICL invests in equities, fixed income, preference shares and quasi-equity securities. The Company invests in both quoted and unquoted securities; and also has exposure to commercial papers, certificate of deposits, mutual funds, venture capital funds and fixed deposits.

2. Introduction to Policy Document

2.1. Scope and Purpose

Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) requires a company to formulate a policy for determining 'material' subsidiaries. In light of the above, the Company as framed this Policy on Material Subsidiaries (Policy). This Policy has been adopted/revised by the Board of Directors of the Company based on recommendations of the Audit Committee. In case of any inconsistency in this Policy and the SEBI Listing Regulations, as may be amended from time to time, the provisions of the SEBI Listing Regulations shall prevail. Any amendments to the SEBI Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

2.2. Objective

The objective of this Policy is to determine "material" subsidiaries of the Company and to provide the governance framework for such subsidiary(ies).

2.3. Review of Policy

This Policy will be reviewed and updated from time to time to ensure that it is current. All updates and revisions to the Policy will be approved by the Board of the Company or its delegated **Audit Committee** (henceforth referred to as ACB). All such amendments to the Policy shall be recorded in the "Document Change Control" section.

2.4. Disclosure

This Policy shall be disclosed on the website of the Company at <https://tatainvestment.com/> and a web link thereto shall be provided in the Annual Report of the Company.

3. Definitions

- a) "Act" means the Companies Act, 2013 including any amendment or modification thereof.
- b) "Audit Committee" means the Committee of the Board formed under Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.
- c) "Company" means Tata Investment Corporation Limited.
- d) "Independent Director" means a director of the Company, not being a Whole-time Director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Act and the SEBI Listing Regulations.
- e) "Subsidiary" means a company as defined in Section 2(87) of the Act.
- f) "Material Subsidiary" shall mean a subsidiary whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the Company and its subsidiary(ies) in the immediately preceding accounting year.
- g) "Significant Transaction or Arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

- h) Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations, Securities Contract Regulation Act or any other applicable law or regulation.

4. Independent Directors on the Board of Material Unlisted Subsidiary

At least one (01) Independent Director on the Board of Directors of the Company shall be a Director on the Board of Directors of the unlisted Material Subsidiary, whether incorporated in India or not. For this purpose, notwithstanding anything to the contrary contained in Policy, the term “Material Subsidiary” shall mean a subsidiary, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

5. Governance Framework for Unlisted Subsidiary

- a) The management of the unlisted subsidiary shall periodically bring to the notice of the Board of Directors of the Company, a statement of all Significant Transactions or Arrangements entered into by the unlisted subsidiary.
- b) The ACB of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary.
- c) The minutes of the meetings of the Board of Directors of the unlisted subsidiary shall be placed at the meeting of the Board of Directors of the Company.
- d) The Company and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report, with the annual report of the listed entity.

6. Restrictions on Disposal of Shares/Assets of Material Subsidiary

The Company, without the prior approval of the shareholders by Special Resolution, shall not:

- a) Dispose of shares in its Material Subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary; and
- b) Sell, dispose and lease assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year.

The Shareholders approval as aforesaid would, however, not be required in cases where such divestment of shares or sale/disposal/lease of assets is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved u/s 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one (01) day of the resolution plan being approved.
