



TATA INVESTMENT CORPORATION LIMITED

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64th Annual Report
2000-2001



TATA INVESTMENT CORPORATION LIMITED

Sixty-fourth annual report 2000-2001

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BOARD OF DIRECTORS :

Dr. F. A. Mehta (*Chairman*)
Mr. N. A. Soonawala (*Vice-Chairman*)
Mr. Pratap Bhogilal
Mr. P.S. Mistry
Mr. V.C. Vaidya
Mr. B.L. Paranjape
Mr. A.B.K. Dubash
Mr. K.N. Suntook

Vice President & Company Secretary :

Mr. M.J. Kotwal

Registered Office :

Ewart House,
22, Homi Mody Street,
Mumbai 400 001.

Bankers :

Bank of India
Catholic Syrian Bank
Central Bank of India
Citibank N.A.
Union Bank of India
Hatton National Bank Ltd., Colombo

Auditors :

Messrs A. F. Ferguson & Co.
Chartered Accountants.

Solicitors :

Messrs Mulla & Mulla and Craigie, Blunt & Caroe

Registrars & Share Transfer Agents :

Tata Share Registry Limited,
Army & Navy Building,
148, Mahatma Gandhi Road,
Mumbai 400 001.

Annual General Meeting on Thursday, the 16th day of August, 2001 at Bombay House Auditorium at 4.00 p.m.

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TATA INVESTMENT CORPORATION LIMITED**NOTICE**

THE SIXTY-FOURTH ANNUAL GENERAL MEETING OF TATA INVESTMENT CORPORATION LIMITED will be held at Bombay House Auditorium, Homi Mody Street, Mumbai 400 001, on Thursday, the 16th day of August, 2001, at 4.00 p.m. to transact the following business :-

1. To receive and adopt the Directors' Report and the Audited Profit and Loss Account for the year ended 31st March, 2001, and the Balance Sheet as at that date.
2. To declare a dividend on Ordinary Shares.
3. To appoint a Director in the place of Mr. N. A. Soonawala, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in the place of Mr. Pratap Bhogilal, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in the place of Mr. V. C. Vaidya, who retires by rotation and is eligible for re-appointment.
6. To appoint Auditors and to fix their remuneration.

Notes:

- a) The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under item Nos. 3 to 5 set out above are annexed hereto.
- b) 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.
- c) The Register of Members and the Transfer Books of the Company will be closed from Tuesday, the 24th July, 2001 to Thursday, the 16th August, 2001, both days inclusive.
- d) If dividend on shares as recommended by the Directors is approved at the Meeting, payment will be made on or after Thursday, 16th August, 2001, to those Members whose names are on the Company's Register of Members on 24th July, 2001. The dividend in respect of shares held in the electronic form will be paid to the beneficial owners of shares as on 23rd July, 2001, as per the details furnished by the Depositories for this purpose.
- e) Pursuant to Section 205 of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31.3.1995 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 claim the same from the Office of the Registrar of Companies, Maharashtra, CBD, Belapur- 400 614.
- f) Consequent, upon the introduction of Section 205C by the Companies (Amendment) Act, 1999 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 is required to be transferred to the Investor Education and Protection Fund to be 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 31.3.1996 onwards, are requested to make their claims to the Company accordingly, without any delay.

Mumbai, 15th June, 2001.

By Order of the Board of Directors,
TATA INVESTMENT CORPORATION LIMITED,**Registered Office :**

Ewart House, Homi Mody Street, Mumbai 400 001.

M.J. KOTWAL

Vice President & Company Secretary.

EXPLANATORY STATEMENT

As required by Section 173 of the Companies Act, 1956, the following Explanatory Statement set out all material facts relating to the business mentioned in Item Nos. 3 to 5 of the accompanying Notice dated 15th June, 2001.

Item No.3 : Mr. N.A. Soonawala is a Chartered Accountant and is the Vice Chairman of Tata Sons Ltd. and Tata Investment Corporation Ltd. and Dy. Chairman of Tata Tea Ltd. He is a Director on the Board of 15 companies. Till recently, he was the Finance Director of Tata Sons Ltd. and has been involved in various corporate finance functions in the Tata group. Mr. Soonawala was appointed a Director of the Company in March, 1981 and is a member of the Company's, Remuneration Committee, Investment Committee and the Chairman of the Share Transfer and Investors' Grievance Committee. The Directors commend his re-appointment as a Director.

Item No.4 : Mr. Pratap Bhogilal who is an M.A. in Economics joined the Board of Directors of the Company in April, 1965. He is the Executive Chairman of Batliboi & Co. Ltd., a Director on the Board of 2 other Companies and past President of the Mill Owners' Association, Mumbai, & Indian Merchants Chamber and past Chairman of Bombay Textile Research Association. His advice and guidance have always proved useful to the Board. The Directors commend his re-appointment as a Director.

Item No.5: Mr. V.C. Vaidya joined the Board of Directors of the Company in May, 1980. Mr. Vaidya is a Solicitor and is the former Chairman and Managing Director of The New India Assurance Company Ltd. He is a Director on the Board of 11 other companies and a Trustee of various Trusts. His knowledge and experience in the fields of investment and finance have been of great use to the Board. The Directors commend his re-appointment as a Director.

Mumbai, 15th June, 2001.

By Order of the Board of Directors,
TATA INVESTMENT CORPORATION LIMITED,**Registered Office :**

Ewart House, Homi Mody Street, Mumbai 400 001.

M.J. KOTWAL

Vice President & Company Secretary.

DIRECTORS' REPORT

TO

THE MEMBERS,

The Directors present their Sixty-fourth Annual Report with the Audited Statement of Accounts for the year ended 31st March, 2001.

2. FINANCIAL RESULTS :

	Rupees (in lacs)	Previous year Rupees (in lacs)
Total Income	4480.76	4672.76
Profit before tax	4082.60	3962.26
Less : Provision for tax	155.25	243.33
Add: Tax refunds/excess provision of earlier years written back	185.37	2.05
Profit after tax	4112.72	3720.98
Balance brought forward from the previous year	912.32	444.09
Amount available for appropriation	5025.04	4165.07
The Directors have made the following appropriations -		
Transfer to Capital Reserve	—	0.34
Interim dividends (of previous years)		
— on Preference Shares (of erstwhile Varuna Investments Ltd.)	—	299.65
— on Ordinary Shares (including shares of erstwhile Varuna Investments Ltd.)	—	877.77
	—	1177.42
Proposed final dividend on Ordinary Shares	984.60	164.10
Tax on dividends	100.43	165.89
Reserve Fund	823.00	745.00
General Reserve	2000.00	1000.00
	3908.03	3252.75
leaving a balance to be carried forward of	1117.01	912.32

3. DIVIDEND :

The Directors recommend a dividend of Rs.6.00 per share (i.e. 60%) on the Company's Ordinary Share capital of Rs.16.41 crores (previous year: 60% including interim dividend).

4. OPERATIONS :

The total income of the Company during the year was Rs.44.81 crores against Rs.46.73 crores in the previous financial year. The total expenditure during the year was also lower at Rs.3.98 crores against Rs.7.11 crores in the previous year, mainly because of a lower provision for diminution in the value of investments.

The profit before tax for the year under review at Rs.40.83 crores was marginally higher than that of the previous year - Rs.39.62 crores. However, the profit after tax increased by about 10% from Rs.37.21 crores in the previous year to Rs.41.13 crores for the year under review, because of a lower provision for tax for the year as well as tax refunds/write back of excess tax provisions for earlier years.

The earnings per Ordinary Share (EPS) was Rs.25.06 compared to Rs.20.65 in the previous year. The net asset value (NAV) of the share on 31st March, 2001 works out to Rs. 257 per share.

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Tata Investment Corporation Limited**5. INVESTMENT PORTFOLIO :**

A summarised position of the Company's portfolio of investments on 31st March, 2001, as against that at the end of the previous year, is given below :-

	31.03.2001	31.03.2000
	(Rs. in crores)	
Book value –		
I. Long Term Investments		
Quoted investments	204.30	211.59
Unquoted investments (Including application moneys paid and in subsidiary company)	73.48	68.02
	277.78	279.61
Less : Provision for long term diminution in value of investments	11.13	10.79
	266.65	268.82
II. Current Investments		
Quoted Equity shares (net of diminution)	6.58	—
	273.23	268.82
Market value of Quoted Long Term and Current investments only	393.13	658.09
Percentage appreciation in value of quoted investments	94%	221%

For operating flexibility, the Board, in consultation with the Auditors of the Company, decided that while the Company's investments would continue to be mainly in long term investments, the Company would also have a category of current investments for accounting purposes. The Company's total portfolio would clearly indicate these two categories of investments. The Directors confirm that investments held by the Company are long term investments and would normally be held for more than one year from the date of acquisition, unless otherwise decided in specific cases.

6. MANAGEMENT DISCUSSION & ANALYSIS :

The volatility in the stock markets continued throughout the year under review. The BSE Sensex fell by approximately 1,400 points from 5,000 on 31st March, 2000 to 3,600 on 31st March, 2001 - a decline of 28%. However, this 30-share index is not the appropriate one for measuring the change in our own portfolio of 367 companies and it would be more relevant to note that the total market capitalisation of all shares listed on the Bombay Stock Exchange declined from Rs.9,55,000 crores on 31st March, 2000 to Rs.5,60,000 crores on 31st March, 2001, i.e. a decline of Rs.3,95,000 crores or 41%. The share prices of many companies in the so-called 'new economy' segments especially those engaged in information technology, communications and entertainment business declined sharply (often by as much as 80%). On the other hand, the 'old economy' shares which were down-graded during the previous two or three years revived to some extent but not enough to offset the sharp decrease in prices of 'new economy' stocks. While our diversified investment portfolio has stood us in good stead, the substantial and sharp decline in the value of 'new economy' stocks had an adverse effect on the total market value of our quoted investments which declined by nearly 40% compared to the previous year.

It must be conceded, in hindsight, that we were not quick to 'cash in' on the boom in our 'new economy' investments, partly due to our normal policy of holding investments for a longer time. This has induced a review of our strategy and your Directors decided during the later part of the last financial year to have a category of 'current investments' at least to a limited extent, in order to take advantage of fast-changing market conditions.

During the year under review, the Company accelerated its efforts to reduce the over-all size of its portfolio by divesting completely from about 90 scrips, many of which were not profitable. This has been reflected in the over-all lower profit made on the sale of investments during the year. Simultaneously, investments were made in about 30 new scrips which would hopefully prove to be more profitable. The Company will continue to reduce the size of its investment portfolio mainly by divesting from loss-making and small investments. It may be noted that, in keeping with the prescribed accounting standards, the Company has made the required provisions for diminution in the value of its investments to the extent of about Rs.12 crores over the past four years, which represents only about 4% of its total investment portfolio.

The year 2000-2001 has clearly been a bad and difficult year for all investors in the stock market, and our Company too has had its due share of the adverse developments as mentioned in the preceding paragraphs. However, despite the prevailing circumstances, the Directors are glad to report a marginal increase in the Company's profit for the year and to recommend

a dividend of 60% on the Ordinary shares. It is hoped that the shareholders would consider this to be a satisfactory outcome in a rather difficult year.

After an eventful year of sharp declines in market values and another major episode in manipulation of share prices involving funding by some intermediaries, accompanied by a continuing slow-down in some sectors of the economy, various measures are being taken by the Government and the regulatory authorities to impart a degree of stability in the capital markets. Your Directors can only hope that such steps will be meaningful and have the desired effect.

7. ADDITIONAL LONG TERM FUNDS

With a view to augment the long term resources for the normal operations of the Company, it is proposed to make a Rights Issue of 32,82,013 'Zero Coupon' Convertible Debentures of Rs.100 each in the ratio of one Convertible Debenture for every five Ordinary shares held which would raise a total sum of Rs.32.82 crores.

Each Debenture of Rs.100 would consist of three parts, viz. Part 'A' of Rs.40 which would be compulsorily and automatically converted into one Ordinary share of the Company at a price of Rs.40 per share on 31st March, 2002 and would be eligible for dividend, if any, declared for the financial year commencing 1st April, 2002; Part 'B' of Rs.40 which would be compulsorily and automatically converted into one Ordinary share of the Company at a price of Rs.40 per share on 31st March, 2003 and would be eligible for dividend, if any, declared for the financial year commencing 1st April, 2003; and Part 'C' of Rs.20 which would be repaid on 31st March, 2003, with a premium of Rs.5. Taking into account the interest loss prior to conversion, the subscribers would, in effect, get 2 shares at an average price of Rs.45 per share, which compares favourably with the prevailing market price of the share.

As a result of this issue, the paid-up capital of the Company will increase from Rs. 16.41 crores to about Rs. 23 crores in two stages over a period of 18 months. It will be appreciated that the above issue is quite attractive both from the point of view of capital appreciation and dividend yield.

8. SUBSIDIARY COMPANY : VARUNA OVERSEAS LIMITED

Varuna Overseas Limited which had become a subsidiary of our Company consequent upon the amalgamation of Varuna Investments Limited with our Company has been wound-up during the year and an amount of Rs.16.97 lacs (equivalent to US. \$ 36,000 approximately) has been received by the Company.

9. FIXED DEPOSITS :

Fixed Deposits from 293 parties amounting to Rs.37.75 lacs which had matured during the year under report but were not claimed by the depositors, were outstanding at the end of the year. Out of these, 184 deposits aggregating Rs.27.53 lacs remain outstanding as of date. The Company has sent reminder letters by registered post to all the depositors whose deposits have remained unclaimed upto the date of the Report.

CRISIL has, for the Fixed Deposit programme of our Company, reaffirmed the 'FAAA' rating which indicates highest safety in timely payment of interest and principal amount of deposits.

10. DIRECTORS :

Pursuant to the provisions of the Companies Act, 1956, and the Company's Articles of Association, Mr. N.A. Soonawala, Mr. Pratap Bhogilal and Mr. V.C. Vaidya, retire by rotation and are eligible for re-appointment. A brief resume relating to Directors who are to be re-appointed are furnished in the Explanatory Statement to the Notice of the ensuing Annual General Meeting.

11. DIRECTORS' RESPONSIBILITY STATEMENT :

The Directors confirm that :

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) the Directors have selected such accounting policies and 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 or loss of the Company for the period.
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, to the best of their knowledge and ability.
- (iv) the Directors have prepared the annual accounts on a going concern basis.

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Tata Investment Corporation Limited**12. REPORT ON CORPORATE GOVERNANCE :**

Though not mandatorily required at this stage, a Report on Corporate Governance is set out for the information of the shareholders.

13. GENERAL :

There were no employees in receipt of remuneration of not less than Rs. twelve lacs per annum or Rs. one lac per month during the year under review.

14. COMMENTS ON CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION :

Being an investment company, these provisions are not applicable to the Company.

15. COMMENTS ON FOREIGN EXCHANGE EARNINGS AND OUTGO :

There were no foreign exchange earnings and outgo other than those mentioned in Notes 6 & 7 to the Accounts.

16. AUDITORS :

Shareholders are requested to appoint Auditors for the current year and to fix their remuneration. Messrs. A.F. Ferguson & Company have, under Section 224(1) of the Companies Act, 1956, furnished a certificate of their eligibility for the appointment.

As mentioned by the Auditors in their Report, the Company does not have a formal internal audit system as such, but its internal control procedures ensure reasonable internal checking of financial and other records which, in the opinion of the Auditors, are adequate. However, in order to comply with the statutory requirements, the Company has, after the close of the year, appointed an independent firm of Chartered Accountants as internal auditors of the Company.

On behalf of the Board of Directors,

F. A. Mehta
Chairman.

Mumbai, 15th June, 2001.

HIGHLIGHTS FOR THE LAST 5 YEARS

	Year ended 31st March,				
	1997	1998	1999	2000	2001
	(Rs. in lacs)				
Total income	2835	2716	2832	4673	4481
Total expenses (excluding diminution in value of investments)	375	283	223	331	281
Diminution in value of investments	27	281	175	380	117
Profit before tax	2433	2152	2434	3962	4083
Provision for tax	451	146	166	241	(30)
Profit after tax	1982	2006	2268	3721	4113
Ordinary share capital	1224	1243	1243	1641	1641
Reserves	13118	15413	16991	21331	24416
Net worth per ordinary share (Rs.)	117.20	133.99	146.68	139.99	158.79
Earnings per ordinary share (Rs.)	16.19	16.14	18.24	20.65	25.06
Dividend per ordinary share (%)	45	45	50	60	60
Book value of investments	13592	17084	18848	26882	27323
Realisable value of investments	42691	44749	41707	72170	46401
Debt/Equity ratio	0.15:1	0.17:1	0.12:1	0.15:1	0.05:1
Number of companies invested in	425	453	440	422	367

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

REPORT ON CORPORATE GOVERNANCE

As a Tata Company, the Company seeks to adopt good corporate governance practices and to ensure compliance with all relevant laws and regulations. The Company conducts itself in a manner that is fair and transparent and perceived to be such by others.

BOARD OF DIRECTORS :

The Board of Directors of the Company comprises 8 members all of whom are Non-Executive Directors. Dr. F.A. Mehta and Mr. N.A. Soonawala are the Chairman & Vice-Chairman of the Board respectively. The Board consists of eminent persons with considerable professional expertise and experience in investment, finance and other fields. Three Directors viz., Dr. F.A. Mehta, Mr. N.A. Soonawala and Mr. P.S. Mistry are also Directors on the Board of the promoter company, Tata Sons Ltd. All the other Directors are deemed to be independent Directors.

BOARD MEETINGS :

During the year under review, 6 Board Meetings were held at Mumbai. The Board Meetings were held on 20.06.2000, 24.07.2000, 28.09.2000, 19.10.2000, 29.01.2001 and 29.03.2001. Details of the attendance at Board Meetings together with the number of their directorships and memberships of the SEBI-designated Board Committees of companies are as follows :

Name of Directors	Category of Directorship	Board Meetings attended during 2000-2001	No. of Directorship of other Companies		Membership of Board Committees of other Companies	
			Chairman	Member	Chairman	Member
Dr. F.A. Mehta	Promoter	6	10	4	4	4
Mr. N.A. Soonawala	Promoter	6	1	13	3	5
Mr. Pratap Bhogilal	Independent	5	1	2	2	1
Mr. P.S. Mistry	Promoter	3	8	6	—	5
Mr. V.C. Vaidya	Independent	5	—	12	2	7
Mr. B.L. Paranjape	Independent	5	—	14	3	3
Mr. A.B.K. Dubash	Independent	1	—	6	—	—
Mr. K.N. Suntook	Independent	4	—	5	—	3

All the Directors, other than Mr. P.S. Mistry (who was out of India) had attended the last Annual General Meeting held on 28.09.2000.

REMUNERATION OF DIRECTORS :

In accordance with the Special Resolution passed by the members at the Annual General Meeting held on 28th September, 2000, the members had resolved that the Directors be paid for each of the five financial years of the Company commencing from 1st April, 2000, a remuneration not exceeding 1% per annum of the net profits of the Company, subject to such ceiling per annum as may be fixed by the Board of Directors from year to year. This remuneration will be distributed amongst all or some of the Directors in such proportion and manner as the Board may decide. The payment of the aforesaid remuneration would be exclusive of any fees payable to the Directors for attending meetings of the Board and/or Committees thereof.

In accordance with the relevant approvals, the total remuneration paid to Directors during the year ended 31st March, 2001 amounted to Rs.6.19 lacs, comprising fees for attendance at Board/Committee meetings of Rs.1.39 lacs (including sitting fees of Rs.0.16 lac paid to the Directors of the erstwhile Varuna Investments Ltd. prior to the effective date of the merger) and commission of Rs.4.80 lacs. The remuneration paid to each of the Directors is given below :

Name of the Director	Sitting fees paid during 2000-2001	Commission for 1999-2000 paid in 2000-2001
	Rs.	Rs.
Dr. F.A. Mehta	18,000	1,00,000
Mr. N.A. Soonawala	18,000	1,00,000
Mr. Pratap Bhogilal	12,000	30,000
Mr. P.S. Mistry	6,000	70,000
Mr. V.C. Vaidya	27,000	70,000
Mr. B.L. Paranjape	24,000	20,000
Mr. A.B.K. Dubash	3,000	20,000
Mr. K.N. Suntook	15,000	70,000

Commission of upto Rs.13.60 lacs has been provided for payment for the year 2000-2001.

COMMITTEES OF DIRECTORS :

The Board has constituted the following Committees of Directors :

AUDIT COMMITTEE :

The Audit Committee comprises 3 independent Directors, viz. Mr. B.L. Paranjape (Chairman of the Committee), Mr. V.C. Vaidya and Mr. K.N. Suntook.

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The Audit Committee was constituted in accordance with the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 1998 as also in compliance with the listing guidelines on Corporate Governance, as mandated by the Stock Exchanges. The Audit Committee had 3 meetings during the year.

The functions of the Audit Committee include :-

- Overseeing of the Company's financial reporting process and the disclosure of its financial information;
- Recommending the appointment/removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board.
- Reviewing the Company's financial and risk management policies.

REMUNERATION COMMITTEE :

The Remuneration Committee comprising Dr. F.A. Mehta and Mr. N.A. Soonawala, has been authorised by the Board of Directors to fix the remuneration payable to the Directors from year to year and to decide the proportion and manner in which the remuneration would be distributed amongst the Directors, in accordance with the Resolution passed at the Annual General Meeting held on 28th September, 2000.

SHARE TRANSFER & INVESTORS' GRIEVANCE COMMITTEE :

This Committee comprises 3 Directors viz., Dr. F.A. Mehta, Mr. N.A. Soonawala and Mr. P.S. Mistry. Mr. M.J. Kotwal, Vice-President & Company Secretary is the Compliance Officer.

The Committee approves and monitors transfers, transmissions, consolidation etc. of shares issued by the Company. The Committee also monitors redressal of complaints from shareholders.

The Company's Registrars had received 55 queries regarding dividends, 37 requests for issue of split/consolidation/duplicate share certificates, 18 queries regarding dematerialisation and 64 other miscellaneous requests during the year under review. There were no queries/requests or share transfers pending as at the close of the year.

INVESTMENT COMMITTEE :

The Investment Committee, constituted pursuant to Section 292 of the Companies Act, 1956, comprises 5 Directors, viz. Dr. F.A. Mehta, Mr. N.A. Soonawala, Mr. P.S. Mistry, Mr. V.C. Vaidya and Mr. K.N. Suntook. Though the Committee met twice during the year, most of the investment decisions were taken by investment committee circulars with full disclosure and subsequent review at Board / Committee Meetings.

GENERAL BODY MEETINGS :

The Annual General Meeting of the Company will be held on 16th August, 2001, at 4-00 p.m. at Bombay House Auditorium, Homi Mody Street, Mumbai 400 001. The last 3 Annual General Meetings were held at the same location on 28th September, 2000, 6th August, 1999 and 24th September, 1998.

DISCLOSURES :

- There were no pecuniary relationship or transactions of the non-executive directors vis-a-vis the Company, other than payment of Board fees/commission and any investments in shares and fixed deposits with the Company on normal terms.
- 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.
- There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority or any matter related to capital markets at any time including the last 3 years.

MEANS OF COMMUNICATION :

The unaudited quarterly results are published in atleast one English newspaper and atleast one regional language newspaper in accordance with the Listing Agreement in the last week of July, October & January each year. The audited results for the year are published in the above newspapers in the last week of June each year. The results are also displayed on the Tata web-site.

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

GENERAL SHAREHOLDER INFORMATION :

Annual General Meeting (Date, time and venue)	16th August, 2001, at 4-00 p.m. Bombay House Auditorium, Homi Mody Street, Mumbai 400 001.
Date of Book Closure	From 24th July, 2001 to 16th August, 2001, both days inclusive.
Dividend Payment	Dividend of Rs.6.00 per Ordinary Share (60%) for the year ended 31st March, 2001, will be payable on or after 16th August, 2001, to those members, whose name stands on the Register of Members on 24th July, 2001. The dividend in respect of shares held in the electronic form will be paid to the beneficial owners of shares as on 23 rd July, 2001, as per the details furnished by the Depositories for this purpose.
Listing on Stock Exchanges	1. The Stock Exchange, Mumbai, 2. The National Stock Exchange of India Ltd. Listing fees have been paid upto the year ending 31 st March, 2002, to each of the Stock Exchanges.
Stock Code	1301
ISIN	INE672A01018



Market Price Data	BSE		NSE	
	High Rs.	Low Rs.	High Rs.	Low Rs.
April 2000	97.80	80.05	99.15	82.00
May 2000	96.80	83.10	94.00	81.40
June 2000	95.00	69.25	96.00	85.25
July 2000	98.70	83.05	102.00	83.00
August 2000	102.00	83.00	96.00	83.00
September 2000	103.50	91.00	103.50	90.25
October 2000	92.00	83.25	98.25	84.05
November 2000	97.00	90.90	92.00	83.95
December 2000	93.85	78.25	90.50	82.30
January 2001	92.90	82.25	95.40	81.20
February 2001	96.00	81.10	93.00	85.25
March 2001	97.10	82.00	96.95	77.05

Distribution of Shareholding	No. of Shares	%
Promoters/Tata companies	94,92,548	57.85
Directors	84,880	0.52
Fin. Inst./Banks/Insurance cos. & State Governments	19,66,102	11.98
Non-residents/FIIs	26,767	0.16
Bodies Corporate	19,60,617	11.95
Others	28,79,152	17.54
	<u>1,64,10,066</u>	<u>100.00</u>

Distribution Schedule	No. of Holders	Holdings	% to Capital
No. of shares			
1 to 500	5203	629311	3.83
501 to 1000	530	378835	2.31
1001 to 2000	343	466038	2.84
2001 to 3000	98	235846	1.44
3001 to 4000	67	232996	1.42
4001 to 5000	23	101759	0.62
5001 to 10000	66	389103	2.37
10001 & above	59	13976178	85.17
	<u>6389</u>	<u>16410066</u>	<u>100.00</u>

Dematerialisation of Shares	<p>The shares of the Company are available for dematerialisation and agreements have been signed with National Securities Depository Ltd. (NSDL) & Central Depository Services (India) Ltd. Trading in dematerialised form is compulsory for all investors from 24th July, 2000. The Company (through its Registrars and Share Transfer Agents) provides the facility of simultaneous transfer and dematerialisation of shares and has confirmed the same to NSDL and CDSL.</p> <p>85,13,889 shares (51.88%) are held in electronic form.</p>
Registrar & Share Transfer Agents	<p>Head Office Tata Share Registry Limited (TSRL) Army & Navy Building, 148, Mahatma Gandhi Road, Mumbai 400 001. Tel.: 022-2873831 Fax : 022-2844160 e-mail : csg-unit@tatashare.com, website: www.ttashare.com Business Hours Monday to Friday (10.00 a.m. to 3.30 p.m.)</p>
Branch Offices of TSRL	
Bangalore	503, Barton Centre, 84, M.G. Road, Bangalore 560 001. Tel.: 080 - 5580019 Fax : 080-5580019
Kolkata	Santi Apartment, Opp. Bhowanipore Police Station, Kolkata 700 025. Tel.: 033-4559085 Fax : 033-4559617
Delhi	2/42, Sant Vihar, Ansari Road, Darya Ganj, New Delhi 110 002. Tel.: 011-3271805 Fax : 022-3271802
Jamshedpur	Bungalow No.1, 'E' Road, Northern Town, Bistupur, Jamshedpur 831 001. Tel.: 0657-426616 Fax : 0657-426937