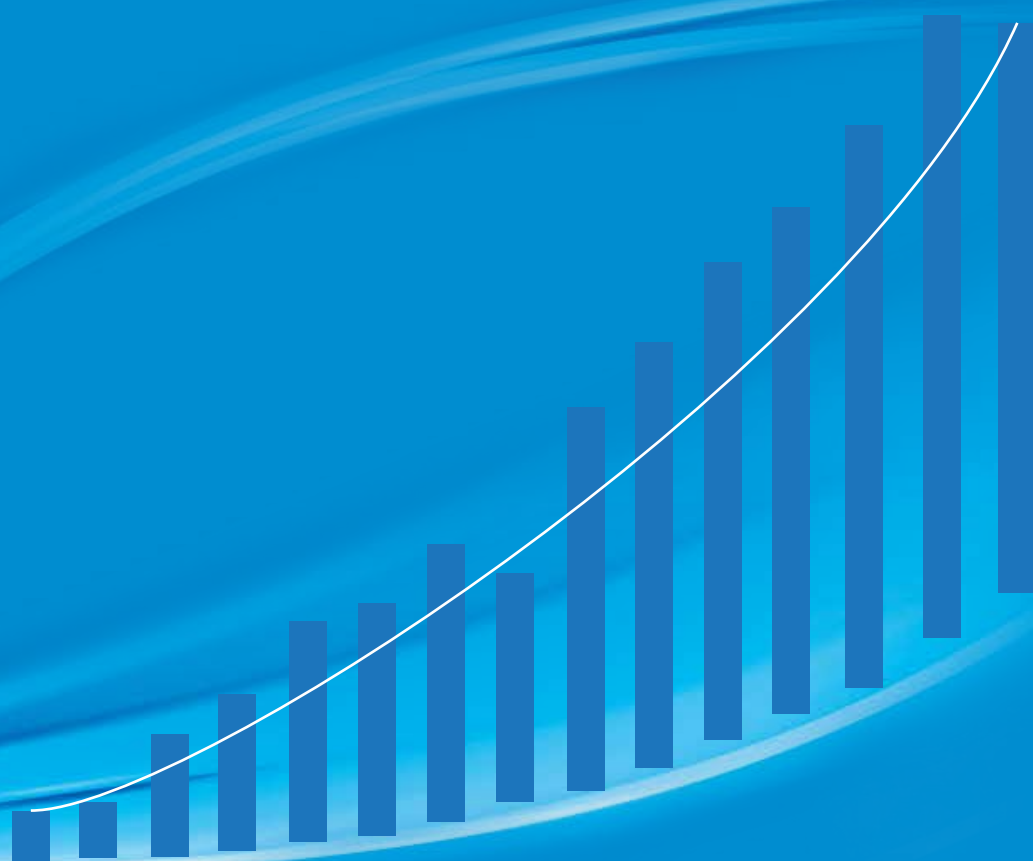




TATA INVESTMENT CORPORATION LIMITED



79th Annual Report
2015-2016

TATA INVESTMENT CORPORATION LIMITED

Seventy-ninth annual report 2015-2016

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BOARD OF DIRECTORS :

(as on 31st March 2016)

Mr. N. N. Tata (Chairman)
Mr. F. N. Subedar (Vice Chairman)
Mr. A. B. K. Dubash
Mr. K. A. Chaukar
Mr. H. N. Sinor
Mr. P. P. Shah
Mr. A. N. Dalal (Executive Director)
Mr. Z. Dubash
Mr. A. Chandra
Ms. V. Bhandarkar

Chief Financial Officer & Company Secretary :

Mr. Manoj Kumar C V

Registered Office :

Elphinstone Building,
10 Veer Nariman Road, Mumbai - 400 001
(Tel : 022-66658282 - Fax : 022-66657917)
E-mail : ticl@tata.com
Website : www.tatainvestment.com
CIN : L67200MH1937PLC002622

Principal Bankers :

IDBI Bank Ltd.
HDFC Bank Ltd.

Auditors :

Deloitte Haskins & Sells
Chartered Accountants

Solicitors :

Mulla & Mulla and Craigie, Blunt & Caroe.

Share Registrars & Transfer Agents :

TSR Darashaw Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.
(Tel : 022-66568484 Fax : 022-66568494)
E-mail : csg-unit@tsrdarashaw.com
Website : www.tsrdarashaw.com

**Annual General Meeting on Friday, 5th August, 2016 at Rangaswar Auditorium,
Y. B. Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021 at 11.00 a.m.**

NOTICE

The SEVENTY-NINTH ANNUAL GENERAL MEETING OF TATA INVESTMENT CORPORATION LIMITED will be held at Rangaswar Auditorium, Y. B. Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021, on Friday, 5th August, 2016 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt :
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend on Ordinary Shares for the financial year 2015-2016.
3. To appoint a Director in place of Mr. K. A. Chaukar (DIN No. 00033830), who retires by rotation and being eligible offers himself for re-appointment and his term would be upto August 1, 2017.
4. To appoint Auditors and to fix their remuneration.

Notes:

1. The relevant details of the Director seeking re-appointment under Item No.3 above, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. A route map giving directions to reach the venue of the 79th Annual General Meeting of the Company is given at the end of the Report.

4. Process and manner for Members opting for e-voting through electronic means :

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 79th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

- A. In case of Members receiving an email from NSDL (for Members whose email addresses are registered with the Company / Depository Participants):
 - (i) Open the email and open PDF file "Tata Investment e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password / PIN for e-voting. Please note that this password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on "Shareholder – Login"

- (iv) Insert User ID and password as initial password / PIN noted in step (i) above. Click Login.
- (v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password / PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".
- (vii) Select the "EVEN" (Electronic Voting Event Number) of Tata Investment Corporation Limited. Now you are ready for e-voting as Cast Vote page opens.
- (viii) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "**SUBMIT**". A confirmation box will be displayed. Click "**OK**" to confirm or "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
- (ix) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.
- (x) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "**RESET**" for those resolutions for which you have not yet cast the vote.
- (xi) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer through email address: ticl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.

B. In case of Members whose email addresses are not registered with the Company / Depository Participants, their User ID and initial password/ PIN is provided on the Attendance Slip sent with the AGM Notice.

Please follow all steps from Sr. No. (ii) to (xi) as mentioned in A above, to cast your vote.

C. Members who are already registered with NSDL for e-voting can use their existing User ID and password / PIN for casting their votes.

D. Members holding shares in either physical or dematerialized form as on Friday, 29th July, 2016, ("**Cut-Off Date**"), may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on **Tuesday, 2nd August, 2016 (9.00 a.m. IST)** and ends on **Thursday, 4th August, 2016 (5.00 p.m. IST)**. The e-voting module shall be disabled by NSDL for voting thereafter.

E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of <https://www.evoting.nsdl.com>

5. General instructions/information for Members for voting on the Resolutions :

- (a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
- (b) Members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.

- (c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on Friday, 29th July, 2016 ("Cut –Off Date"). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
 - (d) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-Off Date, i.e. Friday, 29th July, 2016, may obtain the login Id and password by sending a request at evoting@nsdl.co.in However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com
 - (e) Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) of M/s. Parikh & Associates, Practising Company Secretaries has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.
 - (f) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in the presence of atleast two (2) witnesses not in the employment of the Company.
 - (g) The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make, not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
 - (h) The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.tatainvestment.com and on the website of NSDL immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.
6. **Book Closure :**
- The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 30th July, 2016 to Friday, 5th August, 2016 (both days inclusive).**
7. **National Electronic Clearing Service (NECS) :**
- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided National Electronic Clearing Service (NECS) facility to the Members for remittance of dividend. NECS facility is available at locations identified by Reserve Bank of India from time to time. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, TSR Darashaw Ltd. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
 - (b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
8. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in

address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.

9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

10. **Nomination Facility :**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No.SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

11. **Unclaimed Dividends :**

Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the financial year ended 31st March, 1998 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 forward their claims in the prescribed Form No.II to the Registrar of Companies, Central Government Office Bldg., "A" Wing, 2nd floor, next to Reserve Bank of India, CBD Belapur 400 614.

Pursuant to Section 205C of the Companies Act, 1956, 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 shall be transferred to the Investor Education and Protection Fund ("the Fund") 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 31st March, 2010 onwards, are requested to make their claims to the Company accordingly, without any delay.

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31st March, 2009 and subsequent years on the Website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Information" Section on the website of the Company.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

13. **Updation of Member's Details :**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for capturing the additional details is appended in this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

14. Electronic copy of the Annual Report for 2015-16 is being sent to all Members whose email addresses are registered with the Company / Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2015-16 are being sent in the permitted mode.

15. To support the “Green Initiative”, Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company’s Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to register their email IDs with their Depository Participants.
16. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at www.tatainvestment.com

By Order of the Board of Directors

MANOJ KUMAR C V
Chief Financial Officer &
Company Secretary

Dated: 23rd May, 2016

Registered Office:

Tata Investment Corporation Limited

CIN L67200MH1937PLC002622

Elphinstone Building

10 Veer Nariman Road

Mumbai 400 001

Tel. No. 6665 8282, Fax No. 6665 7917, E-mail address: ticl@tata.com Website: www.tatainvestment.com

**Details of Director seeking re-appointment at the
forthcoming Annual General Meeting**

**[Pursuant to Regulation 36 (3) SEBI (Listing Obligations and
Disclosure Requirements) Regulations 2015]**

Name of the Director	Mr. K. A. Chaukar
Date of Birth	01.8.1947
Date of Appointment	09.6.2004
Expertise in specific functional areas	Investment & Finance
Qualifications	B.A. (Economics) PGDBA DEA – Rural Economics
No. of Shares held in the Company (as on 31.3.2016)	Nil
Relationships between Directors inter-se	None
Other Directorships (as on 31.3.2016)	Tata Petrodyne Limited Tata Teleservices (Maharashtra) Limited Tata AIA Life Insurance Company Limited Tata Trustee Company Limited Tata Communications Limited Praj Industries Limited Kirloskar Brothers Limited Tata Communications International Pte. Limited. Tata Communication Services (International) Pte. Limited. BAIF Institute for Sustainable livelihood and Development
Position held in mandatory committees of other companies	Tata Petrodyne Limited (Member: Audit Committee) Tata Trustee Company Limited (Member: Audit Committee) Tata Communications Limited (Chairman: Stakeholders' Relationship Committee) Kirloskar Brothers Limited (Chairman: Stakeholders' Relationship Committee)

For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. K. A. Chaukar, please refer to the Corporate Governance Report.

DIRECTORS' REPORT

TO
THE MEMBERS,

The Directors present their Seventy-Ninth Annual Report with the Audited Financial Statements for the year ended 31st March, 2016.

1. FINANCIAL RESULTS :

	Standalone	Previous Year	Consolidated	Previous Year
	(₹ in crores)	(₹ in crores)	(₹ in crores)	(₹ in crores)
Dividend, Interest & Other Income	137.02	130.15	130.01	127.84
Profit on Sale of long term Investments (net)	115.05	100.97	117.69	101.39
Total Revenue	252.07	231.12	247.70	229.23
Profit before tax	234.22	216.02	228.91	212.69
Less: Provision for tax	31.61	29.51	31.66	29.96
Profit after tax	202.61	186.51	197.25	182.73
Share of Profits of Associates	-	-	(2.87)	3.19
Minority Interest	-	-	(0.02)	(0.06)
Profit for the year	202.61	186.51	194.36	185.86
Balance brought forward from the previous year	285.85	249.38	369.17	334.02
The Directors have made the following appropriations :				
Interim Dividend on Ordinary Shares	93.66	-	93.66	-
Dividend on Ordinary Shares	-	93.66	-	93.66
Tax on Dividend	19.07	19.07	19.07	19.07
Statutory Reserve	40.52	37.31	40.67	37.71
	153.25	150.04	153.40	150.44
Surplus as per Statement of Profit and Loss	335.21	285.85	410.20	369.17
Earnings Per Share				
Basic and Diluted (₹)	36.77	33.85	35.28	33.73

2. OPERATIONS :

The Operating Income of the Company is derived from a mix of dividend and interest income, supplemented by profit on sale of investments. The profit from sale of long term investments for the year ended 31st March, 2016 is ₹ 115.05 crores as compared to ₹ 100.97 crores for the previous year. The standalone profit before tax for the year under review is ₹ 234.22 crores as against ₹ 216.02 crores in the previous year, whereas the profit after tax for the year under review stands at ₹ 202.61 crores as against ₹ 186.51 crores as on 31st March 2015. The Consolidated profit after tax for the year amounted to ₹ 197.25 crores as compared to ₹ 182.73 crores in the previous year.

Shareholders may note that the dividend earned by the company during the financial year 2015-16 includes interim dividends received in the last quarter from its investee companies, which have not further proposed any final dividend at the time of declaring their annual results.

The basic and diluted earnings per share (EPS) computed in accordance with the Accounting Standard 20 was ₹ 36.77 per share as at 31st March, 2016 against ₹ 33.85 per share as at 31st March, 2015.

The total number of companies held in the equity / bond portfolio of the Company stands at 110 as on 31st March, 2016, out of which 87 are Quoted and 23 are Unquoted companies.

3. DIVIDEND :

An interim dividend of ₹ 17 per share i.e. 170% (previous year ₹ 17 per share (170%)) was declared on 11th March 2016 to those shareholders whose names stood on Register of Members on the Record Date i.e. 19th March 2016. The Directors have decided not to recommend any final dividend for the year 2015-16.

4. VALUE CREATED :

Shareholders will recall that for the first time in the Annual Report of 31st March, 2015 the Company had shared the “**Value Created**” over a 15 year period. The table below analyses the performance of the Company's portfolio rolling over the period to the 15 year prior to the closing of the current financial year 31st March, 2016. “**Value Created**” is a measure which evaluates the wealth created net of the capital invested by the shareholders. “Value Created” is the Realisable Value of Investments as on 31st March to which is added Net Current Assets and Fixed assets while any contribution from shareholders is reduced (i.e. equity and share premium).

The following table shows the Value Created over 15 year period and comparative returns to the Benchmark.

Year End 31st March	Realisable Value of Investments (A) (₹ crs)	Net Current Assets (B) (₹ crs)	Shareholder Funds (Equity + Share Premium) (C) (₹ crs)	Value Created (A)+(B)-(C) (₹ crs)	BSE 200
2001	464.01	1.56	58.00	407.57	367
2016	6,657.58	38.24	800.00	5,895.82	3,259
			Nos of times (X)	14.46	8.88
			CAGR	19.50%	15.67%

[**Note :** The Company for the first time published the realisable value of its unquoted investments in 2008. It may, however be noted that in computing the CAGR over the 15 year period, the realisable value of investments as on 31st March, 2001 includes value of unquoted investments at cost.]

Shareholders will be pleased to note that the “Value Created” has recorded a compounded annual growth rate (CAGR) of 19.50% vis-à-vis the BSE 200 CAGR of 15.67% for the 15 year period 31st March, 2001 to 31st March, 2016. It is heartening that this performance has been achieved while the management has endeavoured to reduce risk of the portfolio with a prudent allocation to unlisted equity and fixed income securities. The Company has consistently declared dividend which over the last 15 years aggregating ₹ 942.23 crores. Thus, if the value of dividend distributed were to be added to Value Created, the multiplier and returns of the portfolio would stand enhanced to the extent the value was distributed to the shareholders.