



**TATA** INVESTMENT CORPORATION LIMITED

75<sup>th</sup>

*Annual Report*  
*2011-2012*

# Past Chairmen



**SIR NOWROJI SAKLATWALA**  
(1937-1938)



**MR. J. R. D. TATA**  
(1938-1965)



**MR. J. D. CHOKSI**  
(1965-1977)



**MR. A. B. BILLIMORIA**  
(1977-1981)



**DR. F. A. MEHTA**  
(1981-2003)



**MR. N. A. SOONAWALA**  
(2003-2010)

**CONTENTS**

	Page(s)
Board of Directors .....	1
Notice .....	2-3
Directors' Report .....	4-7
Report on Corporate Governance .....	8-16
Auditors' Report .....	17
Annexure to Auditors' Report .....	18-19
Balance Sheet .....	20
Statement of Profit and Loss .....	21
Cash Flow Statement .....	22
Notes to the Financial Statements including Details of investments.....	23-45
Financial Statistics .....	46
Summary of Investments – Distribution among different Industries and classes of Securities .....	46

**BOARD OF DIRECTORS :**
*(as on 31st March, 2012)*

Mr. Noel N. Tata (*Chairman*)  
 Mr. F.N. Subedar (*Vice Chairman*)  
 Mr. A.B.K. Dubash  
 Mr. M.J. Kotwal (*Executive Director & Secretary*)  
 Mr. K.A. Chaukar  
 Mr. H.N. Sinor  
 Mr. P.P. Shah  
 Mr. A.N. Dalal (*Executive Director-Investments*)  
 Mr. Z. Dubash  
 Mr. A. Chandra

**Registered Office :**

Elphinstone Building,  
 10, Veer Nariman Road,  
 Mumbai - 400 001.  
 (Tel: 66658282 – Fax: 66657917)  
 e-mail: ticl@tata.com

**Principal Bankers :**

IDBI Bank Ltd.  
 HDFC Bank Ltd.  
 Catholic Syrian Bank Ltd.

**Auditors :**

Deloitte Haskins and Sells  
 Chartered Accountants.

**Solicitors :**

Mulla & Mulla and Craigie, Blunt & Caroe

**Registrars & Share Transfer Agents :**

TSR Darashaw Limited  
 6-10, Haji Moosa Patrawala Industrial Estate  
 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.  
 (Tel.: 022-6656 8484 Fax: 022-6656 8494)  
 e-mail: csg-unit@tsrdarashaw.com  
 Website: www.tsrdarashaw.com

**Annual General Meeting on Friday, 3rd August, 2012, at Rangaswar Auditorium, Y B Chavan Centre,  
 4<sup>th</sup> Floor, General Jaganath Bhosale Marg, Nariman Point, Mumbai - 400021 at 3.00 p.m.**

No hand bags/parcels of any kind will be allowed inside the Auditorium. The same will have to be  
 deposited outside the Auditorium on the counter provided, at the visitor's own risk.

**TATA INVESTMENT CORPORATION LIMITED  
NOTICE**

THE SEVENTY-FIFTH ANNUAL GENERAL MEETING OF TATA INVESTMENT CORPORATION LIMITED will be held at Rangaswar Auditorium, Y B Chavan Centre, 4<sup>th</sup> Floor, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400021, on Friday, the 3<sup>rd</sup> day of August, 2012, at 3.00 p.m. to transact the following business :-

1. To receive and adopt the Directors' Report, the Audited Statement of Profit and Loss and the Cash Flow statement for the year ended 31st March, 2012, and the Balance Sheet as at that date.
2. To declare a dividend on Ordinary Shares.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :-  
"RESOLVED that Mr. Noel N. Tata, who retires by rotation as a Director pursuant to the provisions of Section 256 of the Companies Act, 1956 be and is hereby re-appointed a Director of the Company."
4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :-  
"RESOLVED that Mr. P.P. Shah, who retires by rotation as a Director pursuant to the provisions of Section 256 of the Companies Act, 1956 be and is hereby re-appointed a Director of the Company."
5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :-  
"RESOLVED that Mr. Z. Dubash, who retires by rotation as a Director pursuant to the provisions of Section 256 of the Companies Act, 1956 be and is hereby re-appointed a Director of the Company."
6. To appoint Auditors and to fix their remuneration.

**NOTES :**

- a) 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.
- b) The Register of Members and the Transfer Books of the Company will remain closed from Friday, 20<sup>th</sup> July 2012 to Friday, 3<sup>rd</sup> August 2012, both days inclusive.
- c) Dividend, if declared, will be paid on 6<sup>th</sup> August, 2012, to those members whose names appear on the Company's Register of Members on 3<sup>rd</sup> August, 2012. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on Thursday, 19<sup>th</sup> July, 2012 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Ltd.
- d) Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents for shares held in physical form and to their respective Depository Participants for shares held in electronic form.
- e) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants.
- f) 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 31<sup>st</sup> March, 2006 onwards, are requested to make their claims to the Company accordingly, without any delay.

By Order of the Board of Directors,  
**TATA INVESTMENT CORPORATION LIMITED**  
**M.J. KOTWAL**  
**Executive Director & Secretary**

Mumbai, 18th May, 2012  
Registered Office :  
Elphinstone Building  
10, Veer Nariman Road  
Mumbai 400 001.

**Details of the directors seeking re-appointment at the forthcoming Annual General Meeting - Clause 49 of the Listing Agreement**

Name of the Director	<b>Mr. Noel N. Tata</b>	<b>Mr. P.P. Shah</b>	<b>Mr. Z. Dubash</b>
Date of Birth	12.11.1956	07.01.1953	16.08.1959
Date of Appointment	09.06.2004	19.06.2008	17.03.2010
Expertise in specific functional areas	Marketing, Administration & Investments	Investment & Finance	Investment & Finance
Qualifications	B.A. (Economics) University of Sussex IEP, INSEAD, France	B.Com., ACA, AICWA, M.B.A. (Harvard Business School)	B.Com., (Hons.) ACA (England and Wales), MBA (Wharton)
No. of Shares held in the Company (as on 31.3.2012)	19,145 Ordinary Shares	Nil	Nil
Directorships held in other companies (excluding private and foreign cos.)	Trent Ltd. (Vice Chairman) Tata International Ltd. (Managing Director) Landmark Ltd. (Chairman) Titan Industries Ltd. Voltas Ltd. Trent Hypermarket Ltd. (Chairman) Kansai Nerolac Paints Ltd. Drive India Enterprise Solutions Ltd. (Chairman)	BASF India Ltd. Godrej & Boyce Mfg. Ltd. Grindwell Norton Ltd. Kansai Nerolac Paints Ltd. KSB Pumps Ltd. Mukand Ltd. Panasonic Energy India Co. Ltd. Pfizer Ltd. Shah Foods Ltd. (Chairman) Sonata Software Ltd. (Chairman) Wyeth Ltd. (Chairman) Reid & Taylor (India) Ltd.	Trent Ltd.
Position held in mandatory committees of other companies	Voltas Ltd. (Chairman: Shareholders/ Investors Grievance Committee) Trent Ltd. (Member: Audit Committee) Trent Hypermarket Ltd. (Member: Audit Committee)	BASF India Ltd. (Member: Audit Committee) Kansai Nerolac Paints Ltd. (Chairman: Audit Committee) Panasonic Energy India Co. Ltd. (Member: Audit Committee) Pfizer Ltd. (Member: Audit Committee) (Member: Shareholders' Grievance Committee) Sonata Software Ltd. (Member: Audit Committee)	Trent Ltd. (Member: Audit Committee)

## DIRECTORS' REPORT

TO  
THE MEMBERS,

The Directors present their Seventy-Fifth Annual Report with the Audited Statement of Accounts for the year ended 31st March, 2012.

**2. FINANCIAL RESULTS :**

	Rupees (in crores)	Previous Year Rupees (in crores)
Dividend, Interest & Other Income .....	<b>129.88</b>	100.20
Profit on Sale of Investments .....	<b>72.47</b>	147.90
Total Revenue .....	<b>202.35</b>	248.10
Profit before tax .....	<b>185.68</b>	234.47
Less: Provision for tax .....	<b>24.09</b>	35.88
Profit after tax .....	<b>161.59</b>	198.59
Balance brought forward from the previous year .....	<b>242.81</b>	194.22
The Directors have made the following appropriations -		
Dividend on Ordinary Shares:		
a. Final .....	<b>88.15</b>	-
b. Platinum Jubilee .....	<b>27.55</b>	-
c. Interim .....	-	77.18
Tax on Dividend .....	<b>18.77</b>	12.82
Statutory Reserve .....	<b>32.94</b>	40.00
General Reserve .....	<b>16.95</b>	20.00
	<b>184.36</b>	150.00
Surplus as per Statement of Profit and Loss .....	<b>220.04</b>	242.81

The profit from ordinary activities before tax, excluding profit on sale of investments, has increased to Rs.113.21 crores for the year ended 31<sup>st</sup> March, 2012 (Rs.86.57 crores – year ended 31<sup>st</sup> March, 2011). During the financial year, the Company has benefited from the increased yields on fixed income securities and the timely re-allocation of funds in fixed income investments.

The profits of the Company are derived from a mix of dividend and interest income, supplemented by profit on sale of investments. The profit from sale of investments for the year ended 31<sup>st</sup> March, 2012 is Rs.72.47 crores as compared to Rs.147.90 crores for the previous year. As mentioned earlier, the Board of Directors, after due deliberations, had resolved to reduce the dependence on sums generated from realisation from sale of investments, providing an opportunity to further increase the period of holding and thereby benefit from a possible higher valuation.

The profit before tax for the year under review is Rs.185.68 crores against Rs.234.47 crores in the previous year. The profit after tax for the year under review stands at Rs.161.59 crores as against Rs.198.59 crores as on 31<sup>st</sup> March, 2011.

The total number of companies held in the equity portfolio of the Company stands reduced from 205 as on 31<sup>st</sup> March, 2011 to 171 as on 31<sup>st</sup> March, 2012. Besides reducing the number of scrips in which the Company is invested, the Company wrote off the historical holdings in 26 companies in

Sri Lanka & Pakistan, which the Company had been carrying for over fifty years but which had either closed operations or could not be traced or realised and the cost of which had been written down to a very nominal amount.

During the year, the Ordinary share capital of the Company increased from Rs.48.24 crores as on 31.3.2011 to Rs.55.10 crores, upon exercise of warrants on 9<sup>th</sup> May, 2011, resulting in an issue of 68,58,222 Ordinary shares. The warrant holders subscribed at Rs.400 per share (i.e. at a premium of Rs.390 per share) resulting in a net increase in the Securities Premium Account by Rs.267.20 crores.

Considering the increased share capital as above, the basic and diluted earnings per share (EPS) computed in accordance with the Accounting Standard 20 were Rs.29.71 and Rs.29.62 per share as at 31<sup>st</sup> March, 2012 against Rs.41.17 and Rs.39.65 per share as at 31<sup>st</sup> March, 2011, respectively .

In keeping with the spirit of contributing to CSR activities, the Company has decided to increase the donations for the year to Rs.3.05 crores as compared to Rs.1.20 crores in the previous year.

### 3. DIVIDEND :

The Directors are pleased to recommend a dividend of Rs.21 per share (210%) [including Rs.5 per share (50%) as Platinum Jubilee Dividend] on the paid up capital of Rs.55.10 crores (previous year : interim dividend of Rs.16 per share on the then paid up capital of Rs.48.24 crores).

### 4. INVESTMENT PORTFOLIO :

A summarised position of the Company's portfolio of investments is given below :-

	<b>31.03.2012 (Rs. in crores)</b>	As on 31.03.2011 (Rs. in crores)
<b>QUOTED INVESTMENTS (Non-Current and Current) -</b>		
Net Book value .....	<b>1441.08</b>	931.06
Market value .....	<b>3720.75</b>	3304.29
<b>UNQUOTED INVESTMENTS (Non-Current and Current) - (including Mutual Funds)</b>		
Net Book value .....	<b>366.53</b>	359.82
Estimated value (please see para below) .....	<b>751.02</b>	754.24
<b>TOTAL BOOK VALUE</b>		
Net Book value of all investments .....	<b>1807.61</b>	1290.88
<b>TOTAL MARKET VALUE</b>		
Total market value of quoted investments and estimated value of unquoted investments (subject to tax as applicable) .....	<b>4471.77</b>	4058.53
<b>BANK DEPOSITS AND INTERCORPORATE DEPOSITS .....</b>	<b>229.26</b>	341.92
<b>TOTAL NUMBER OF COMPANIES (excluding mutual funds) .....</b>	<b>171</b>	205
<b>Net Asset Value (NAV)</b>		
Before tax (Rs.) .....	<b>830</b>	910
After tax (Rs.) .....	<b>735</b>	795

The NAV is computed on the basis of the market value of quoted investments, NAVs of unquoted mutual funds, most of the other equity investments in unlisted companies taken on the basis of the last available independent valuations based on the balance sheets available as at 31st March, 2011, and the relatively small balance of unquoted investments taken at respective book values.

The Directors confirm that all the investments classified as non-current investments/trade investments as per the revised Schedule VI of the Companies Act, 1956 have been made with the intent to hold for long term appreciation, to enhance the income from dividends and are not held for trade. Investments in the category of 'Current Investments' intended to be held for less than one year, which for accounting and other purposes are so classified at the time of making the investment, are indicated separately in the Balance Sheet.

The Company continues to invest in Tata and non-Tata companies, both in the listed and unlisted categories, though investments in Tata companies generally constitute a larger proportion and are of a longer term and strategic nature.

The financial statements have been prepared in accordance with the revised Schedule VI to the Companies Act, 1956 and the results have been published in the new format, consequently, previous year's figures have been regrouped, wherever necessary.

## 5. MANAGEMENT DISCUSSION & ANALYSIS:

The Indian Shareholder has been a witness to the challenging socio-political environment in the year 2011-12. The downtrend in the equity markets over the year reflected the considerable uncertainty, with the Sensex recording a negative return of 10.5% and closing the year at 17,404 as on 30.3.2012, whilst touching a low of 15,175 on 20.12.2011.

Both the Finance Ministry and the Reserve Bank of India (RBI) had estimated GDP growth to be upwards of 8% for the F.Y. 2011-12. RBI policy of reducing liquidity in the system was supported by the hypothesis that growth in itself is a push to inflation. The RBI Governor at a CII Convention stated that "short term sacrifice to growth is an inevitable cost to pay for price stability in a supply constrained economy". At the end of the financial year, inflation still remains high but growth has fallen to 6.5%.

Crude oil prices have risen by almost 20% during the calendar year 2011 posing additional risk to the widening India's current account deficit. The trade deficit is estimated to increase from USD 119 billion for the year ended March 2011 to USD 185 billion for the year ended March 2012. This has added stress to our forex reserves and the exchange rate of the rupee vis-à-vis other currencies. The country's dependency on capital inflows is best indicated by the need to balance the monthly current account deficit of approximately USD 5.8 billion with commensurate capital inflows. A depreciating rupee is a cause for concern to asset managers and may make India an unattractive destination for global inflows over the medium term. FII inflows are, in any case, fluid and can be easily reallocated elsewhere by global fund managers. The case for reallocation to other destinations stands enhanced with the legal uncertainties which have arisen from the proposed retrospective changes in tax laws in the current year's Budget.

At the end of the previous fiscal year, fixed deposit rates of banks had risen to 10%. Most investors felt that this was a short term phenomena and the stress on bank funds would ease during the year. The rates advertised by State Bank of India in March 2012 for one year and upto ten years fixed deposits do not indicate a reversal possibility to lower rates in the near future.

At this juncture, it would only be correct to point out that revenue and earnings growth has now become extremely sector and company specific. Investors would have to carefully sieve through the maze of equity options whilst investing, since large number of companies are recording substantial de-growth and experiencing considerable financial stress. Credit quality of the Indian Corporates has worsened, with the annual default rate of companies, as recorded by CRISIL, having risen to 3.4% - the highest in the last 10 years. Burgeoning interest and input rates and slowing growth pose cash flow problems to certain segments of the corporate sector. The Debt Restructuring Cell is now looking over Rs.75,000 crores of corporate debt proposals to be restructured in Fiscal 2012 - more than 3 times the Rs.25,000 crores, value in fiscal 2011.

The light at the end of the tunnel for equity markets remains with the hope that the central bank's actions in 2011 will lower inflation and will allow the RBI to reduce rates in 2012. There is an urgent need for government policy execution, higher capital allocation to road building & construction and for investment in distribution infrastructure for food grains to fulfill the promise of India's growth story, both to its people and to foreign investors.



## **6. DIRECTORS' RESPONSIBILITY STATEMENT :**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors, based on the representations received from the Operating Management, confirm that, to the best of their knowledge –

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (ii) they have, in the selection of the accounting policies consulted the statutory auditors and have 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 of the Company for the period;
- (iii) they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis.

## **7. INTERNAL CONTROL SYSTEMS :**

The Company's auditors have confirmed that the Company has proper and adequate internal control systems commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly and that all applicable statutes and corporate policies are duly complied with.

The Company has appointed an independent firm of Chartered Accountants, as Internal Auditors, which continuously reviews the adequacy and efficacy of the internal controls. The Internal Auditors submit an Internal Audit Report periodically which is placed before and reviewed by the Audit Committee.

## **8. DIRECTORS :**

Mr. M.J. Kotwal, who will reach the stipulated retirement age adopted by the Board, will retire as the Executive Director and consequently also as a Director of the Company with effect from 28th May, 2012, after putting in a service of almost 45 years with the Tata group of which 29 years have been with our Company. The Directors have placed on record the long and meritorious service rendered by Mr. Kotwal both as an Executive and as a Director of the Company.

Pursuant to the provisions of the Companies Act, 1956, and the Company's Articles of Association, Mr. Noel N. Tata, Mr. P.P. Shah and Mr. Z. Dubash retire by rotation and are eligible for re-appointment. The Board commends their re-appointment as Directors of the Company.

## **9. AUDITORS :**

M/s. Deloitte Haskins & Sells, Chartered Accountants, who are the statutory auditors of the Company, hold office in accordance with the provisions of the Act upto the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment.

## **10. GENERAL :**

Being an investment company, the provisions regarding conservation of energy and technology absorption are not applicable to the Company.

During the year, the Company's earnings and expenditure in foreign exchange were Rs.12.79 crores and Rs.0.01 crore respectively, as mentioned in Notes 8 & 9 to the Accounts.

A statement giving particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, forms part of this Report. However, pursuant to the provisions of Section 219(1)(b)(iv) of the Act, the Report and Accounts are being sent to the Members excluding the aforesaid statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

A report on Corporate Governance, in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, is set out separately for the information of the shareholders.

**On behalf of the Board of Directors,**

**NOEL N. TATA  
Chairman**

Mumbai, 18<sup>th</sup> May, 2012.

## REPORT ON CORPORATE GOVERNANCE

The Company seeks to adopt good corporate governance practices and to ensure compliance with all relevant laws and regulations. The Company conducts its activities in a manner that is fair and transparent and also perceived to be such by others.

**Board of Directors :**

As on 31<sup>st</sup> March, 2012, the Board of Directors of the Company comprised ten members, of whom eight are Non-Executive Directors. Mr. M.J. Kotwal, who will reach the stipulated retirement age adopted by the Board, will retire as the Executive Director and consequently also as a Director of the Company with effect from 28<sup>th</sup> May, 2012. In accordance with the provisions of the Companies Act, 1956, and the Company's Articles of Association, Mr. Noel N. Tata, Mr. P.P. Shah and Mr. Z. Dubash, Directors, retire by rotation and are eligible for re-appointment. Pursuant to Clause 49 of the Listing Agreement, profile of Directors seeking re-appointment, have been given along with the Notice of the Annual General Meeting. None of the Directors of the Company is related to one another.

**Board Meetings :**

18 Board/Committee Meetings were held at Mumbai during the year under review comprising 5 Board Meetings and 13 meetings of various Committees. The Board Meetings were held on 10th May, 2011, 26th July, 2011, 19th October, 2011, 16th January, 2012 and 29th March, 2012. The category of each Director, together with his attendance at Board Meetings, the number of his Directorships and memberships of the SEBI-designated Board Committees of other companies as well as his holding in the Company, as on 31st March, 2012 are given below :

Name of Directors	Category of Director	Board Meetings attended during 2011-2012	No. of Directorships of other Indian Companies as on 31st March, 2012	Membership of mandatory Board Committees of other companies as on 31st March, 2012		No. of Ordinary Shares held as on 31 <sup>st</sup> March, 2012
				Chairman	Member	
			Director			Ordinary Shares
Mr. N.N. Tata	Non Independent	5	8	1	2	19,145
Mr. F.N. Subedar	Non Independent	5	9	4	2	2,455
Mr. A.B.K. Dubash	Independent	4	-	-	-	2,265
Mr. M.J. Kotwal	Executive Director	5	3	-	-	4,248
Mr. K.A. Chaukar	Non Independent	5	14	1	5	-
Mr. H.N. Sinor	Independent	5	12	2	5	-
Mr. P.P. Shah	Independent	2	12	1	4	-
Mr. A.N. Dalal	Executive Director	5	5	1	2	-
Mr. Z. Dubash	Independent	4	1	-	1	-
Mr. A. Chandra	Independent	4	2	-	1	-

All the Directors, except Mr. P.P. Shah, Mr. Z. Dubash and Mr. A. Chandra, who were out of Mumbai on that day, had attended the last Annual General Meeting held on 8<sup>th</sup> July, 2011.

**Committee of Directors :**

Details of the various Committees of the Board of Directors of the Company as on 31st March, 2012 and the meetings attended by each Director during the year 2011-2012, shown within brackets, are as under:

	Name of the Director
<i>Audit Committee :</i> (4 meetings held during the year)	Mr. H.N. Sinor – <i>Chairman</i> (4), Mr. A.B. K. Dubash (3), Mr. F.N. Subedar (4), Mr. P.P. Shah (2)

*Remuneration Committee:  
(2 meetings held during the year)*

Mr. Z. Dubash – *Chairman* (2)  
Mr. N.N. Tata (2), Mr. F.N. Subedar (2)

*Share Transfer & Investors' Grievance Committee  
(3 meetings held during the year)*

Mr. F.N. Subedar – *Chairman* (3)  
Mr. M.J. Kotwal (3), Mr. A.N. Dalal (3)

*Investment Committee  
(2 meetings held during the year)*

Mr. N.N. Tata – *Chairman* (2)  
Mr. F.N. Subedar (2), Mr. A.B.K. Dubash (1), Mr. K.A. Chaukar (2), Mr. P.P. Shah (2), Mr. Z. Dubash (2), Mr. A.Chandra (1) (by invitation)

*Asset Liability Management Committee  
(2 meetings held during the year)*

Mr. H.N. Sinor – *Chairman* (2)  
Mr. M.J. Kotwal (2), Mr. K.A. Chaukar (2)  
Mr. A.N. Dalal (2)

*Nomination Committee  
(No meeting was held during the year)*

Mr. N.N. Tata – *Chairman*  
Mr. H.N. Sinor, Mr. K.A. Chaukar,

#### **Audit Committee :**

The Audit Committee has been constituted in compliance with (i) Section 292A of the Companies Act, 1956 (ii) the listing guidelines on Corporate Governance, as mandated by the Stock Exchanges and (iii) the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 2008. All the Directors, except Mr. F.N. Subedar are Independent Directors.

The functions of the Audit Committee include :-

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees as well as approving payment to the statutory auditors for any other services rendered by the statutory auditors;
- c) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- d) Reviewing, with the management, the audited financial statements before submission to the Board for approval, with particular reference to the items mentioned in sub clause II(D)4 of Clause 49 of the Listing Agreement;
- e) Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.)
- f) Reviewing, with the management, performance of (i) statutory auditors and (ii) internal auditors, and adequacy of internal audit function and the internal control systems as well as the coverage and frequency of internal audit;
- g) Discussion with internal auditors of any significant findings and follow up thereon and reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud and reporting the matter to the board;
- h) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- i) To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- j) To review the functioning of the Whistle Blower mechanism;
- k) Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.
- l) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee reports its findings to the Board at the subsequent meeting and its recommendations are implemented by the management.

**Remuneration Committee :**

The Committee recommends the remuneration and annual increments for the Executive Directors as well as recommends the commission payable to the Non-Executive Directors from year to year.

**Remuneration of Directors :**

The Directors are paid sitting fees and Commission in accordance with Section 309 and 310 of the Companies Act, 1956. A total remuneration of Rs.96.90 lacs was paid to the Non-Executive Directors during the year ended 31<sup>st</sup> March, 2012. The remuneration paid to each Non-Executive Director is given below :

<b>Name of the Director</b>	<b>Sitting fees paid during 2011-2012</b>	<b>Commission for 2010-2011 paid in 2011-2012</b>
	(Rs. In lacs )	
Mr. N.N. Tata	1.60	15.00
Mr. F.N. Subedar	2.70	13.00
Mr. A.B.K. Dubash	1.60	8.50
Mr. K.A. Chaukar	1.60	9.50
Mr. H.N. Sinor	2.00	10.50
Mr. P.P. Shah	1.20	5.50
Mr. Z. Dubash	1.40	7.50
Mr. A. Chandra	0.80	5.50
Mr. N.A. Soonawala*	-	5.00
Mr. K.N. Suntook*	-	4.00
<b>TOTAL</b>	<b>12.90</b>	<b>84.00</b>

\* Retired w.e.f. 24<sup>th</sup> June, 2010.

The commission to the non-executive Directors is based on the net profits of the Company for the year, the number of meetings of the Board and/or Committees attended by the concerned Directors and their contribution to the Company in terms of deliberations at the Board/Committee Meetings as well as in the over-all functioning of the Company. At present, the Company does not have a scheme for grant of stock-options to the Executive Directors, non-executive directors or employees of the Company.

The members had, at the Annual General Meeting held on 20<sup>th</sup> July, 2007 approved of the re-appointment and the terms of remuneration of Mr. M.J. Kotwal, the Executive Director of the Company for the period from 4<sup>th</sup> September, 2007 to 27<sup>th</sup> May, 2012. The members had, at the Annual General Meeting held on 23<sup>rd</sup> June, 2010 appointed Mr. A.N. Dalal as an Executive Director of the Company for a period of five years with effect from 1<sup>st</sup> January, 2010. The appointments can be terminated by either party giving to the other party six months notice or the Company paying six months remuneration in lieu of the notice.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to its Executive Directors. Annual increments effective 1<sup>st</sup> April each year, as recommended by the Remuneration Committee, are placed before the Board for approval. Salary and perquisites are paid within the range approved by the shareholders. Commission payable to the Executive Directors is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendation of the Remuneration Committee within the limits fixed by the Board and subject to over-all ceilings stipulated in Section 198 and 309 of the Companies Act, 1956. The specific amount payable to each Executive Director is based on certain performance criteria and is payable after the

Annual Accounts have been approved by the Board of Directors. The remuneration paid to the Executive Directors during the year 2011-2012 is given below :-

Name	Salary	Perquisites	Provident/ Superannuation Fund	Performance Bonus for 2010-2011 paid in 2011-2012
	Rs. in lacs	Rs. in lacs	Rs. in lacs	Rs. in lacs
Mr. M.J. Kotwal	57.73	5.32	6.80	35.00
Mr. A.N. Dalal	156.27	0.36	7.78	50.00

#### **Share Transfer & Investors' Grievance Committee :**

The Committee under the Chairmanship of Mr. F.N. Subedar, approves / monitors transfers, transmissions, consolidation etc. of shares in physical form, monitors the shareholding pattern as well as the redressal of complaints from shareholders by the Share Registrars. Mr. M.J. Kotwal, Executive Director & Secretary is also the Compliance Officer.

The Registrars had received correspondence on 424 matters in the aggregate during the year. There were 297 queries regarding dividend warrants including changes on live warrants or issue of fresh cheques against time barred instruments, 89 requests for registration of change of address, Bank details, ECS, nomination, document registration, transmission of shares, loss of securities etc. and 38 correspondence for other miscellaneous matters. There was no complaint pending as on 31<sup>st</sup> March, 2012.

#### **Investment Committee :**

The Investment Committee comprising Mr. Noel N. Tata, Mr. F.N. Subedar, Mr. A.B.K. Dubash, Mr. K.A. Chaukar, Mr. Z. Dubash and Mr. P.P. Shah, has been constituted pursuant to Section 292 of the Companies Act, 1956. The investment policy and specific recommendations form an important part of the discussions at the Investment Committee meetings. Specific investment decisions, based on detailed analysis and recommendations of the Investment Executives, are taken by investment committee circulars with full disclosure and subsequent review at Board / Committee Meetings.

#### **Asset Liability Management Committee :**

In accordance with the Reserve Bank of India guidelines, an Asset Liability Management (ALM) Committee of the Board comprising Mr. H.N. Sinor, Mr. M.J. Kotwal, Mr. K.A. Chaukar and Mr. A.N. Dalal, has been constituted for implementation of the ALM system and to review its functions periodically. The Committee also reviews the Risk Management Policy of the Company from time to time.

#### **Nomination Committee :**

The Nomination Committee has been constituted for the appointment of Directors with fit & proper credentials. The Nomination Committee as on 31<sup>st</sup> March, 2012 comprises three Directors viz. Mr. N.N. Tata (Chairman), Mr. K.A. Chaukar and Mr. H.N. Sinor. Since no appointment of any new Director was envisaged, there was no meeting of the Nomination Committee held during the year.

#### **General Body Meetings :**

The Annual General Meeting of the Company will be held on Friday, 3<sup>rd</sup> August, 2012 at 3.00 pm at Rangaswar Auditorium, Y.B. Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021. The last two Annual General Meetings were held on 8th July, 2011 and 23<sup>rd</sup> June, 2010 at Walchand Hirachand Hall, Indian Merchants Chamber Building, Churchgate, Mumbai 400 020. Prior thereto, the Annual General Meeting was held on 8th July, 2009 at Homi J. Talyer Khan Memorial Hall, Red Cross Office, 141, Shahid Bhagat Singh Road, Mumbai 400 001. Special Resolutions under Sections 31 & 309 of the Companies Act, 1956 were passed with the requisite majority at the Annual General Meetings held on 15<sup>th</sup> July, 2008 and 23<sup>rd</sup> June, 2010 respectively. There was no resolution passed through Postal Ballot during the year.

#### **Disclosures :**

- The particulars of transactions between the Company and its related parties in accordance with Accounting Standard 18 are set out in Note No.12 to the Accounts. These transactions are in the ordinary course and are not likely to have any conflict with the interest of the Company.
- There were no material pecuniary relationships or transactions of the non-executive directors vis-à-vis the Company, other than payment of Board fees/commission and investments (if any) in shares / securities of the Company.

- iii. 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.
- iv. There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- v. In accordance with the High Court Orders dated 27<sup>th</sup> September, 2002, 30<sup>th</sup> January, 2009 and 25<sup>th</sup> September, 2009 and the Accounting Practice adopted earlier, provision for diminution in the value of investments amounting to Rs.1993.07 lacs (net) has been debited to the Securities Premium Account instead of to the Statement of Profit and Loss as prescribed under the Accounting Standard (AS) on 'Accounting for Investments'.
- vi. The Company has complied to the extent applicable with all mandatory requirements mentioned in Annexure IC of Clause 49 of the Listing Agreement in respect of Corporate Governance. As regards the non-mandatory requirements mentioned in Annexure ID thereto, the Company has been complying with the requirements as regards Remuneration Committee. Further, the Company has also adopted the Whistle Blower Policy as mentioned in this Report.

#### **CEO/CFO certification :**

The Executive Directors and the Chief Financial Officer have certified to the Board that :

- (a) They have reviewed the financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs as on 31<sup>st</sup> March, 2012 and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the Company and have reported to the auditors and the Audit Committee that they are not aware of any deficiencies in the design or operation of internal controls. In the event such deficiencies do arise, the same shall be reported to the auditors and the Audit Committee forthwith.
- (d) They have indicated to the auditors and the Audit Committee that there have been -
  - (i) no changes in internal control during the year;
  - (ii) no changes in accounting policies during the year, other than those mentioned in the Notes to Account,
  - (iii) no instances of fraud of which they have become aware and / or the involvement therein of any of the management or any employee of the Company.

A Declaration to the effect that all Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct during the year ended 31<sup>st</sup> March, 2012, duly signed by the Executive Director & Secretary is annexed hereto.

#### **Means of Communication :**

The unaudited quarterly results and the audited results for the year are published in one English newspaper (Business Standard/Financial Express) and atleast one vernacular newspaper (Loksatta/Sakaal) shortly after its submission to the Stock Exchanges.

The Company's website [www.tatainvestment.com](http://www.tatainvestment.com) contains relevant information including matters pertaining to Investor Relations, shareholder benefits, as well as Quarterly/Annual Financial Results.

#### **Share Transfer System :**

TSR Darashaw Ltd. (TSRDL) are the Registrars and Transfer Agents of the Company. TSRDL has a network of

Investor Relation Centres (IRCs) at Mumbai, Delhi, Bengaluru, Kolkata and Jamshedpur to accept the documents / bankers requests / queries / correspondence from the investors / shareholders of the Company.

Physical shares lodged for transfer at the Registrars' address are normally processed within 30 days from the date of lodgement, and requests for dematerialisation of shares are processed and the confirmation is given to the depositories within 15 days from the date of lodgement, if the documents are clear in all respects. The Executive Director & Secretary who is also the Compliance Officer verifies the Transfer Register sent by the Registrars. The Share Transfer and Investors' Grievance Committee approves the transfer of shares and debentures.

TSRDL has an Investor Interface Cell which handles all queries/correspondence/requests received across the counter/walk in investors, over the phone and by e-mail. Written communication received from the Investors is segregated into different categories on the basis of the nature of the query received. The concerned workgroup takes the required action in respect of the same by accessing the current shareholder information on TSRDL database. The details are verified and responded through customised and fully automated systems for handling such correspondence. Copies of the responses for complaints/ letters received through statutory bodies, wherever required, are forwarded to the Company for their reference and records.

The endeavour is to attend to shareholder requests and redress their queries speedily and to their satisfaction, keeping in mind the statutory/regulatory time frame of 30 days. Investors' grievances, if any, are resolved by the Compliance Officer, failing which, they would be referred to the Investors' Grievance Committee.

#### **Whistle Blower Policy :**

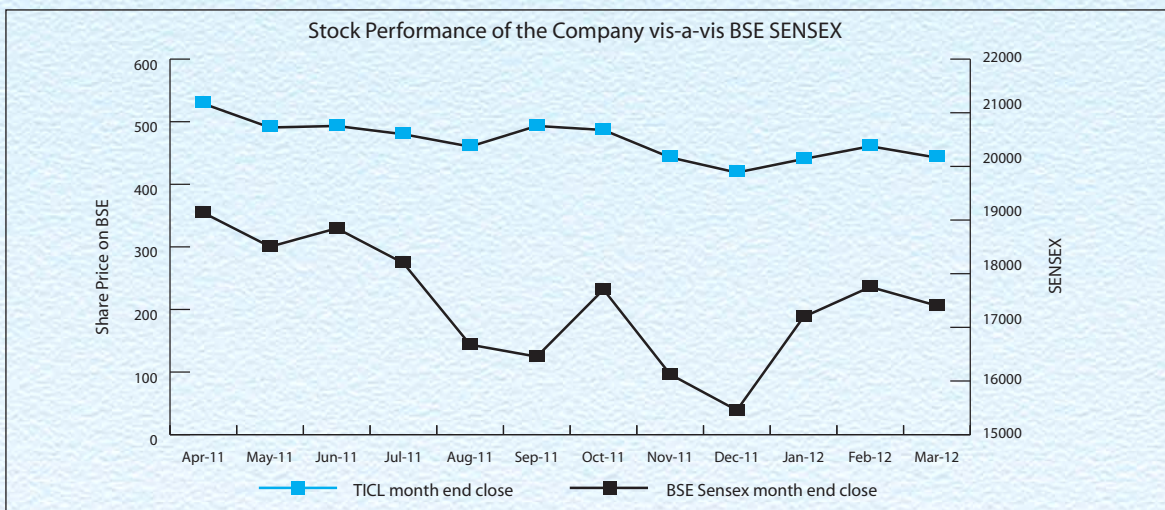
The model Whistle Blower Policy suggested for Tata companies has been adopted by the Board of Directors. The policy provides for adequate safeguards against victimisation of employees and also provides for access to the Audit Committee. The policy has been appropriately communicated within the Company. It is affirmed that no personnel has been denied access to the Audit Committee.

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

#### **General Shareholder Information :**

<b>Registered Office</b> (Address for correspondence)	Elphinstone Building, 10, Veer Nariman Road, Mumbai 400 001. Tel. No.6665 8282 Fax : 6665 7917
<b>Annual General Meeting</b> (Date, time and venue)	Friday, 3rd August, 2012 at 3.00 p.m. Rangaswar Auditorium, Y. B. Chavan Centre, 4th floor, General Jaganath Bhosale Marg, Nariman Point, Mumbai 400 021.
<b>Financial Year</b>	The Financial Year of the Company ends on 31st March each year.
<b>Book Closure Date</b>	Friday, 20th July, 2012 to Friday, 3rd August, 2012.
<b>Dividend Payment</b>	A dividend of Rs. 21 per share (210%) [including a Platinum Jubilee Dividend of Rs. 5 (50%) per share] for the year ended 31st March, 2012 on the existing Ordinary Share Capital of Rs.55.10 crores would be payable to those Members whose names appear on the Register of Members on 3rd August, 2012, in respect of shares held in electronic form, the dividend would be payable to the beneficial owners of shares as at the end of business hours on Thursday, 19th July, 2012, as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd.
<b>Listing on Stock Exchanges</b>	<ol style="list-style-type: none"> <li>Bombay Stock Exchange Ltd. P. J. Towers, Dalal Street, Mumbai 400 001.</li> <li>The National Stock Exchange of India Ltd. Bandra-Kurla Complex, Mumbai 400 051.</li> </ol> <p>Listing fees have been paid upto the year ending 31st March, 2013 to each of the Stock Exchanges.</p>
<b>Stock Code</b>	BSE : 501301 NSE : TATAINVEST
<b>ISIN</b>	INE672A01018
<b>Demat of Shares</b>	Available on National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).98.42% of the Company's shares are in dematerialised mode. Annual Custodial charges have been paid to both Depositories upto 31 <sup>st</sup> March, 2013.

Market Price Data	BSE		NSE	
	High Rs.	Low Rs.	High Rs.	Low Rs.
April 2011	563.00	500.15	564.95	505.10
May 2011	534.90	449.60	535.40	467.15
June 2011	553.50	472.25	554.00	472.05
July 2011	509.85	476.20	519.95	478.65
August 2011	570.00	428.00	528.00	426.60
September 2011	542.00	451.00	541.70	450.10
October 2011	503.70	465.10	494.65	462.35
November 2011	487.90	396.00	494.45	397.00
December 2011	456.00	410.00	464.00	409.00
January 2012	452.00	417.50	452.00	417.00
February 2012	514.80	438.10	515.00	436.85
March 2012	466.45	431.05	466.95	395.00



**Registrars & Share Transfer Agents :**

<b>REGISTERED OFFICE</b>	<b>TSR DARASHAW LIMITED</b> 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
<b>BRANCH OFFICES :</b>	
<b>Bengaluru</b>	503, Barton Centre, 84, M.G. Road, Bengaluru 560 001. Tel. : 080-25320321 Fax : 080-25580019 E-mail : tsrdlbg@tsrdarashaw.com
<b>Jamshedpur</b>	Bungalow No.1, 'E' Road, Northern Town, Bistupur, Jamshedpur 831 001. Tel. : 0657-2426616 Fax : 0657-2426937 E-mail : tsrdljsr@tsrdarashaw.com
<b>Kolkata</b>	Tata Centre, 1 <sup>st</sup> floor, 43, Jawaharlal Nehru Road, Kolkata 700 071. Tel. : 033-22883087 Fax : 033-22883062 E-mail : tsrdlcal@tsrdarashaw.com
<b>New Delhi</b>	2/42, Sant Vihar, Ansari Road, Daryaganj, New Delhi 110 002. Tel. : 011-23271805 Fax : 011-23271802 E-mail : tsrdldel@tsrdarashaw.com
<b>Agents</b>	Shah Consultancy Services Ltd. 3, Sumatinath Complex, 2 <sup>nd</sup> Dhal, Pritam Nagar, Ellis Bridge Ahmedabad – 380 006. Telefax: 079 – 26576038 E-mail: shahconsultancy8154@gmail.com



### Distribution of Shareholding as on 31.3.2012

	No. of shares	%
Promoter Company and other Tata companies .....	40228931	73.02
Directors & their Relatives .....	45800	0.08
Public Financial Institutions / Nationalised Banks / Insurance companies & State Governments .....	1206192	2.19
Non-residents / FII's .....	1023181	1.86
Other Bodies Corporate & Other Banks .....	1497506	2.72
Mutual Funds .....	1542648	2.80
Others .....	9551038	17.33
	<u>55095296</u>	<u>100.00</u>

### Distribution Schedule as on 31.3.2012

Sr.No.	No. of shares	Holdings	Amount (Rs.)	% of total Capital	No. of Holders	% to total Holders
1.	1 to 500	1926848	19268480	3.50	21391	89.02
2.	501 to 1000	835788	8357880	1.51	1107	4.60
3.	1001 to 2000	1007858	10078580	1.83	692	2.88
4.	2001 to 3000	684510	6845100	1.24	278	1.16
5.	3001 to 4000	495891	4958910	0.90	141	0.59
6.	4001 to 5000	423228	4232280	0.77	93	0.39
7.	5001 to 10000	1232511	12325110	2.24	175	0.73
8.	Greater than 10000	48488662	484886620	88.01	153	0.63
	<b>Total</b>	<u><b>55095296</b></u>	<u><b>550952960</b></u>	<u><b>100.00</b></u>	<u><b>24030</b></u>	<u><b>100.00</b></u>

### DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERANCE TO THE CODE OF CONDUCT

In accordance with Clause 49 sub-clause I(D) of the Listing Agreement with Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the financial year ended 31<sup>st</sup> March 2012.

For Tata Investment Corporation Limited  
M J Kotwal  
Executive Director & Secretary

Mumbai, 18<sup>th</sup> May, 2012

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To The Members of  
**Tata Investment Corporation Limited**

1. We have examined the compliance of condition of Corporate Governance by Tata Investment Corporation Limited (the Company) for the year ended on March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange (s).
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and Management we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Registration No. 117365W)

H. L. Shah  
Partner  
Membership No. 33590

MUMBAI, 18<sup>th</sup> May, 2012

**AUDITORS' REPORT TO THE MEMBERS OF  
TATA INVESTMENT CORPORATION LIMITED**

1. We have audited the attached Balance Sheet of TATA INVESTMENT CORPORATION LIMITED ("the Company") as at 31<sup>st</sup> March, 2012, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (CARO) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - i. we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. in our opinion, proper books of account as required by law have been kept by the Company, so far as it appears from our examination of those books;
  - iii. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - iv. in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in compliance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;
  - v. in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
    - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2012;
    - (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
    - (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.
5. On the basis of the written representations from the directors as on 31<sup>st</sup> March, 2012 taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2012 from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Registration No. 117365W)

**H. L. Shah**  
Partner

Membership No.33590

Mumbai, 18<sup>th</sup> May, 2012

## ANNEXURE TO THE AUDITORS' REPORT

**(Referred to in paragraph 3 of our report of even date)**

- (i) Having regard to the nature of the Company's business/activities/result, clauses (ii), (viii), (x), (xi), (xii), (xiii), (xv), (xvi), (xviii), (xix) and (xx) of CARO are not applicable to the company.
- (ii) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
  - (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (iii) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956.

In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the Register under Section 301 of the Companies Act, 1956, according to the information and explanations given to us:

  - (a) The Company has granted loans aggregating Rs. 2,500 lakhs to one party during the year. At the year-end, the outstanding balances of such loans aggregated Rs.200 lakhs (number of party – 1) and the maximum amount involved during the year was Rs. 5,200 lakhs (number of parties – 3).
  - (b) The rate of interest and other terms and conditions of such loans are, in our opinion, prima facie not prejudicial to the interests of the Company.
  - (c) The receipts of principal amounts and interest have been regular/as per stipulations.
  - (d) There is no overdue amounts remaining outstanding as at the year end.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of fixed assets. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
  - (a) The particulars of contracts or arrangements referred to Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
  - (b) Where each of such transaction is in excess of Rs.5 lakhs in respect of any party, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year. In respect of unclaimed deposits, the Company has complied with the provisions of Sections 58A & 58AA or any other relevant provisions of the Companies Act, 1956.
- (vii) In our opinion, the internal audit functions carried out during the year by a firm of Chartered Accountants appointed by the Management have been commensurate with the size of the Company and the nature of its business.
- (viii) According to the information and explanations given to us in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2012 for a period of more than six months from the date they became payable.
- (c) There were no dues of Income-tax, Sales-tax, Wealth Tax, Service Tax, Customs duty, Excise duty and cess, to the extent applicable, which have not been deposited on account of any dispute.
- (ix) Based on our examination of the records and evaluations of the related internal controls in respect of current investments, the Company has maintained proper records of the transactions and contracts in respect of its dealing in shares, securities, debentures and other investments as applicable and timely entries have been made therein. The aforesaid securities have been held by the Company in its own name.
- (x) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet, we report that funds raised on short-term basis have not been used during the year for long- term investment.
- (xi) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Registration No.117365W)

**H. L. Shah**  
Partner  
(Membership No. 33590)

Mumbai, 18<sup>th</sup> May, 2012

## BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars	Note No.	(Rs. in lacs)	
		As at 31.3.2012	As at 31.3.2011
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share capital .....	2.1	5509.53	4823.71
(b) Reserves and surplus .....	2.2	186583.20	159144.91
Shareholders' Funds .....		<u>192092.73</u>	<u>163968.62</u>
<b>Non-current liabilities</b>			
Long-term provisions .....	2.3	120.14	114.72
<b>Current liabilities</b>			
(a) Trade payables .....	2.4	603.71	419.53
(b) Other current liabilities .....	2.5	263.70	272.38
(c) Short-term provisions .....	2.6	13528.65	120.48
Current Liabilities .....		<u>14396.06</u>	<u>812.39</u>
TOTAL .....		<u>206608.93</u>	<u>164895.73</u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets -			
Tangible assets .....	2.7	42.14	72.80
(b) Non-current investments .....	2.8	168785.90	121914.52
(c) Deferred tax assets (net) .....	2.9	-	-
(d) Long-term loans and advances .....	2.10	331.36	318.81
Non-current assets .....		<u>169159.40</u>	<u>122306.13</u>
<b>Current assets</b>			
(a) Current investments .....	2.11	11974.94	7173.92
(b) Trade receivables .....	2.12	0.23	653.83
(c) Cash and cash equivalents .....	2.13	16833.77	21316.81
(d) Short-term loans and advances .....	2.14	6385.43	12960.48
(e) Other current assets .....	2.15	2255.16	484.56
Current assets .....		<u>37449.53</u>	<u>42589.60</u>
TOTAL .....		<u>206608.93</u>	<u>164895.73</u>
Significant Accounting Policies .....	1		

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached,

For DELOITTE HASKINS & SELLS  
Chartered Accountants

H. L. SHAH  
Partner

M. J. KOTWAL  
Executive Director &  
Secretary

A. N. DALAL  
Executive Director -  
Investments

For and on behalf of the Board,  
N. N. TATA  
F. N. SUBEDAR

Chairman  
Vice Chairman

A. B. K. DUBASH  
K. A. CHAUKAR  
H.N.SINOR  
P.P. SHAH  
Z. DUBASH  
A. CHANDRA

Directors

Mumbai, 18th May, 2012

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

		(Rs. in lacs)	
Particulars	Note No.	<b>Year ended 31.3.2012</b>	Previous Year
Revenue from operations .....	3.1	<b>12962.26</b>	9629.83
Profit on sale of investments (net) .....	3.2	<b>7247.49</b>	14790.44
Other Income .....	3.3	<b>25.17</b>	389.44
<b>Total Revenue</b> .....		<b><u>20234.92</u></b>	<u>24809.71</u>
<b>Expenses :</b>			
Employee benefits expense .....	3.4	<b>894.30</b>	616.39
Finance costs .....	3.5	-	81.88
Depreciation and amortization expenses .....	2.7	<b>40.83</b>	90.38
Other expenses .....	3.6	<b>732.14</b>	574.43
<b>Total expenses</b> .....		<b><u>1667.27</u></b>	<u>1363.08</u>
Profit before tax .....		<b>18567.65</b>	23446.63
Tax expense :			
(1) Current tax [includes excess provision Rs.109.04 lacs of earlier years (net) written back (Previous year Rs.1.24 lacs)] .....		<b>2408.96</b>	3587.77
(2) Deferred tax .....	2.9	-	-
Profit for the year .....		<b><u>16158.69</u></b>	<u>19858.86</u>
Earnings per equity share (Face Value Rs.10/- per share)	4		
(1) Basic (Rupees) .....		<b>29.71</b>	41.17
(2) Diluted (Rupees) .....		<b>29.62</b>	39.65
Significant Accounting Policies .....	1		

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached, to the balance sheet

For DELOITTE HASKINS & SELLS  
Chartered Accountants

H. L. SHAH  
Partner

M. J. KOTWAL  
*Executive Director &  
Secretary*

A. N. DALAL  
*Executive Director -  
Investments*

For and on behalf of the Board,  
N. N. TATA  
F. N. SUBEDAR  
Chairman  
Vice Chairman

A. B. K. DUBASH  
K. A. CHAUKAR  
H.N.SINOR  
P.P. SHAH  
Z. DUBASH  
A. CHANDRA  
} Directors

Mumbai, 18th May, 2012

## CASH FLOW STATEMENT

For the Year ended 31st March

	2012	2011
	----- (Rs. in lacs) -----	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net profit before tax .....	18567.65	23446.63
Adjustments for :		
Provision for diminution in the value of investments, credited to the Statement of Profit and Loss .....	(5.86)	(174.68)
(Profit)/Loss on sale/write-off of fixed assets (net) .....	(0.22)	0.03
Depreciation .....	40.83	90.38
Unrealised foreign exchange (gain)/loss .....	0.52	(0.83)
Profit on sale of investments (net) .....	(7247.49)	(14790.44)
Provision/(write back) of standard assets .....	(13.00)	36.78
<b>Operating profit before working capital changes .....</b>	<b>11342.43</b>	<b>8607.87</b>
Adjustments for :		
Trade receivables .....	653.60	(653.83)
Short term loans and advances .....	(67.61)	8.50
Long term loans and advances .....	(2.61)	(0.49)
Other current assets .....	(1770.34)	174.71
Trade payables .....	184.18	49.31
Other current liabilities .....	14.37	67.66
Provisions .....	14.96	(58.31)
Cash generated from operations .....	10368.98	8195.42
Direct taxes paid - (Net of refunds) .....	(2651.33)	(3592.28)
<b>Net cash from operating activities .....</b>	<b>7717.65</b>	<b>4603.14</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed assets (including Capital work in progress/Advances on Capital Account) .....	(20.80)	(62.67)
Sale of Fixed assets .....	0.92	-
Purchase of investments .....	(147024.12)	(101223.63)
Sale proceeds of investments .....	100612.00	117784.44
Intercompany deposits placed .....	(15000.00)	(21800.00)
Intercompany deposits withdrawn .....	22500.00	11800.00
<b>Net cash from/(used in) investing activities .....</b>	<b>(38932.00)</b>	<b>6498.14</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds received on exercise of warrants [Ordinary shares issued/Securities Premium (net)] ..	27405.45	-
Short term borrowings .....	-	6000.00
Repayment of short term borrowings .....	-	(6000.00)
Repayment of long term borrowings (including matured deposits/debentures/interest thereon)	(0.76)	(0.75)
Dividends/Dividend tax paid .....	(22.56)	(8995.58)
<b>Net cash from/(used in) financing activities .....</b>	<b>27382.13</b>	<b>(8996.33)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C) .....</b>	<b>(3832.22)</b>	<b>2104.95</b>
Cash and cash equivalents at the beginning of the year [See Note (iii) below] .....	21667.12	19561.34
Add/(Less): Exchange profit/(loss) on foreign currency bank balance .....	(0.52)	0.83
Cash and cash equivalents at the end of the year [See Note (iii) below] .....	17834.38	21667.12

**Notes :**

- Since the Company is an investment company, purchase and sale of investments have been considered as part of "Cash flow from investing activities" and interest earned (net) of Rs.6029.72 lacs (Previous Year Rs.3657.09 lacs) and dividend earned of Rs.6651.50 lacs (Previous Year Rs.5865.10 lacs) have been considered as part of "Cash flow from operating activities."
- Direct taxes paid is treated as arising from operating activities and is not bifurcated between Investing and Financing activities.
- Cash and cash equivalents represents cash and bank balances as per Balance Sheet, intercompany deposits placed for three months or lower tenure, and interest accrued thereon. Cash and cash equivalents includes current account balances of Rs.126.68 lacs (Previous year Rs.150.69 lacs) which are restricted in use on account of unclaimed dividends/fixed deposits/interest on fixed deposits and amount held in a country where exchange control restrictions apply.  
Cash and cash equivalents included in the Cash flow Statement comprises the following balance sheet items :-

	As at 31st March	
	2012	2011
	----- (Rs. in lacs) -----	
1. Cash and cash equivalents as per Balance Sheet	16833.77	21316.81
2. Intercompany deposits placed	1000.00	350.00
3. Interest accrued on intercompany deposits placed	0.61	0.31
	<b>17834.38</b>	<b>21667.12</b>

- Previous year's figures have been regrouped, wherever necessary.  
In terms of our report attached to the balance sheet

For DELOITTE HASKINS & SELLS  
Chartered Accountants

H. L. SHAH  
Partner

M. J. KOTWAL  
Executive Director &  
Secretary

A. N. DALAL  
Executive Director -  
Investments

For and on behalf of the Board,  
N. N. TATA Chairman  
F. N. SUBEDAR Vice Chairman

A. B. K. DUBASH  
K. A. CHAUKAR  
H.N.SINOR  
P.P. SHAH  
Z. DUBASH  
A. CHANDRA } Directors

Mumbai, 18th May, 2012.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

### 1. Significant Accounting Policies:

- 1.1 Basis of Preparation of Financial Statements.
- The financial statements have been prepared on the historical cost convention, on an accrual basis and comply in all material respect with the Accounting Standards notified by Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 1956.
- 1.2 The preparation of the financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including the contingent liabilities) and the reported income and expenses during the reporting period. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. The differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.
- 1.3 Fixed assets are stated at cost less accumulated depreciation provided on the written down value method at the following rates :-
- |  | (% p.a.) |
|--|----------|
| (a) Buildings  | 5        |
| (b) Plant and Equipment  | 40       |
| (c) Furniture and Fixtures   | 100      |
| (d) Vehicles   | 26       |
| (e) Office equipment   | 40       |
| (f) Leasehold improvements are amortised equitably over the remaining period of the lease. |          |
- 1.4 Income from Dividend is accounted as and when such dividend has been declared and the Company's right to receive payment is established.
- Interest income is recognised on a time proportion basis, taking into account the amount outstanding and the rate applicable.
- 1.5
- a) Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the period in which the related service is rendered.
  - b) Contributions under Defined Contribution Plans are recognised in the statement of Profit and Loss in the period in which the employee has rendered the service.
  - c) Company's liability towards Defined Benefit Plans / Long term compensated absences is determined by an independent actuary using the projected unit credit method. Past service cost is recognised on a straight line basis over the average period until the benefits become vested. Actuarial gains and losses are recognised immediately in the statement of profit and loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.
- 1.6
- a) Long Term investments as per Accounting Standard (AS) 13 - 'Accounting for Investments' are stated at average cost except where there is a diminution other than temporary, for which provision is made.
  - b) Current investments as per Accounting Standard (AS) 13 - 'Accounting for Investments' are stated at the lower of cost and fair value, considered category wise.
  - c) The difference between the holding cost and the face value of the Government securities/bonds/debentures is written off/up proportionately over the remaining life of the concerned investment / till the call option date in case of perpetual debentures.
- 1.7 Income tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of tax payable in respect of the estimated taxable income for the period. The deferred tax charge or credit is recognised using prevailing enacted or substantively enacted tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is a reasonable certainty of realisation in future. Deferred tax assets/liabilities are reviewed at each balance sheet date based on developments during the year and available case laws to reassess realisation/liabilities.

		(Rs. in lacs)	
		As at 31.3.2012	As at 31.3.2011
<b>2. Notes to Balance Sheet :</b>			
<b>2.1. Share Capital</b>			
a)	Ordinary Share Capital		
i)	Authorised Capital - 6,00,00,000 Ordinary Shares of Rs.10 each .....	<b>6000.00</b>	6000.00
ii)	Issued Capital - 5,50,95,796 (Previous Year 4,82,37,574) Ordinary shares of Rs.10 each fully paid up .....	<b>5509.58</b>	4823.76
iii)	Subscribed and Fully paid up 5,50,95,296 (Previous Year 4,82,37,074) Ordinary shares of Rs.10 each fully paid up .....	<b>5509.53</b>	4823.71
b)	The holders of 68,88,343 detachable warrants issued with the Zero Coupon Fully Convertible Bonds of Rs.650/- each were entitled to apply for and be allotted on payment of Rs.400/- per warrant, one ordinary share of Rs.10/- each at a premium of Rs.390/-, between 1.4.2011 and 30.4.2011.		
c)	The Issued, Subscribed and fully paid up ordinary shares increased on the issue / allotment of 68,58,222 ordinary shares of Rs.10 each at a premium of Rs.390 per share during the year, to the warrant holders on exercise of rights.		
d)	3,75,41,071 Ordinary shares - 68.14% (Previous Year 3,14,53,660 Ordinary shares - 65.21%) of Rs.10/- each are held by the Holding Company, Tata Sons Ltd. No other shareholder holds more than 5% of the ordinary share capital of the company. 8,69,472 Ordinary Shares (Previous Year 7,60,788) are held by a subsidiary of the holding company and 6,74,390 Ordinary shares (Previous Year 5,83,060) are held by associates of the holding company.		
e)	The Company has only one category of shares with voting rights, viz. Ordinary Share Capital.		
<b>2.2. Reserves and Surplus</b>			
a)	Capital Reserve		
	Balance as per last balance sheet .....	<b>4163.35</b>	4163.35
b)	Securities Premium Account		
	Balance as per last balance sheet .....	<b>47990.21</b>	47858.27
	Add: Received on allotment of ordinary shares (see note 2.1.c. above) (net of share issue expenses Rs.27.43 lacs) .....	<b>26719.63</b>	-
	Provision for diminution in value of investments earlier debited to securities premium account, no longer required written back (note 5) .....	-	131.94
	Less: Provision for diminution in value of investments (net) (note 5) ..	<b>1993.07</b>	-
		<b>72716.77</b>	47990.21
c)	General Reserve		
	Balance as per last balance sheet .....	<b>51304.63</b>	49304.63
	Add: Transferred from Surplus as per Statement of Profit and Loss .....	<b>1695.37</b>	2000.00
		<b>53000.00</b>	51304.63
d)	Statutory Reserve (as per RBI regulations)		
	Balance as per last balance sheet .....	<b>31406.00</b>	27406.00
	Add: Transferred from Surplus as per Statement of Profit and Loss .....	<b>3294.00</b>	4000.00
		<b>34700.00</b>	31406.00
e)	Surplus as per Statement of Profit and Loss		
	Balance as per last balance sheet .....	<b>24280.72</b>	19421.64
	Add: Profit for the year .....	<b>16158.69</b>	19858.86
		<b>40439.41</b>	39280.50
	Less: Interim dividend on ordinary shares .....	-	7717.93
	Final dividend on ordinary shares .....	<b>11570.01</b>	-
	Tax on dividends .....	<b>1876.95</b>	1281.85
	Transfer to Statutory Reserve .....	<b>3294.00</b>	4000.00
	Transfer to General Reserve .....	<b>1695.37</b>	2000.00
		<b>18436.33</b>	14999.78
		<b>22003.08</b>	24280.72
		<b>186583.20</b>	159144.91

		(Rs. in lacs)	
		As at 31.3.2012	As at 31.3.2011
2.3	<u>Long Term Provisions</u>		
	Provision for employee benefits .....	<b>120.14</b>	114.72
2.4.	<u>Trade Payables</u>		
	None of the parties grouped under Trade Payables have declared themselves under the Micro, Small and Medium Enterprises Development Act, 2006.		
	The above information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.		
2.4.1	Trade Payables include amount payable to the holding company, Tata Sons Ltd. Rs.195.56 lacs (Previous Year Rs.204.87 lacs)		
2.5	<u>Other Current Liabilities</u>		
	a) Liability towards Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 (not due as at Balance Sheet dates)		
	i) Unpaid dividends .....	<b>98.45</b>	121.01
	ii) Unpaid matured deposits and interest on matured deposits .....	<b>1.47</b>	2.23
		<b>99.92</b>	123.24
	b) Deposits .....	-	0.46
	c) Statutory dues .....	<b>8.71</b>	12.77
	d) Liability for commission to non-executive Directors .....	<b>90.00</b>	85.00
	e) Income received in advance .....	<b>9.86</b>	-
	f) Payables on purchase of fixed assets .....	<b>0.27</b>	-
	g) Others .....	<b>54.94</b>	50.91
		<b>263.70</b>	272.38
2.6	<u>Short Term Provisions</u>		
	a) Provision for employee benefits .....	<b>48.17</b>	38.63
	b) Contingent provision against standard assets (as per RBI regulations)	<b>23.78</b>	36.78
	c) Provision for taxation (net of advance taxes) .....	<b>9.74</b>	40.37
	d) Provision for fringe benefits tax (net of advance taxes) .....	-	4.70
	e) Proposed dividend .....	<b>11570.01</b>	-
	f) Tax on proposed dividend .....	<b>1876.95</b>	-
		<b>13528.65</b>	120.48

## 2.7 Fixed Assets

(Rs. in lacs)

Name of the Asset	Gross Block				Accumulated Depreciation				Net Block	
	Cost at the beginning of the year	Additions during the year	Deductions/ Adjustments	Cost at the end of the year	At the beginning of the year	Depreciation for the year	Dep. on Assets sold/ written off during the year	At the end of the year	Net Book value as at 31.3.2012	Net book value as at 31.3.2011
TANGIBLE ASSETS (owned)										
i) Buildings .....	<b>1.30</b> (1.30)	- (0.00)	- (0.00)	<b>1.30</b> (1.30)	<b>1.09</b> (1.08)	<b>0.01</b> (0.01)	- (0.00)	<b>1.10</b> (1.09)	<b>0.20</b>	(0.21)
ii) Plant and Equipment ....	<b>17.30</b> (6.16)	- (11.14)	<b>5.37</b> (0.00)	<b>11.93</b> (17.30)	<b>10.57</b> (6.08)	<b>2.67</b> (4.49)	<b>5.34</b> (0.00)	<b>7.90</b> (10.57)	<b>4.03</b>	(6.73)
iii) Furniture and Fixtures ...	<b>70.37</b> (38.63)	<b>2.14</b> (59.22)	<b>5.72</b> (27.48)	<b>66.79</b> (70.37)	<b>70.37</b> (38.63)	<b>2.14</b> (59.22)	<b>5.72</b> (27.48)	<b>66.79</b> (70.37)	-	(0.00)
iv) Vehicles .....	<b>64.45</b> (64.45)	- (0.00)	<b>8.43</b> (0.00)	<b>56.02</b> (64.45)	<b>44.70</b> (37.77)	<b>5.06</b> (6.93)	<b>8.12</b> (0.00)	<b>41.64</b> (44.70)	<b>14.38</b>	(19.75)
v) Office Equipment .....	<b>55.00</b> (46.29)	<b>8.99</b> (13.21)	<b>12.74</b> (4.50)	<b>51.25</b> (55.00)	<b>43.07</b> (39.21)	<b>8.16</b> (8.33)	<b>12.12</b> (4.47)	<b>39.11</b> (43.07)	<b>12.14</b>	(11.93)
vi) Leasehold Improvements	<b>45.58</b> (0.00)	- (45.58)	- (0.00)	<b>45.58</b> (45.58)	<b>11.40</b> (0.00)	<b>22.79</b> (11.40)	- (0.00)	<b>34.19</b> (11.40)	<b>11.39</b>	(34.18)
Previous year	<b>254.00</b> (156.83)	<b>11.13</b> (129.15)	<b>32.26</b> (31.98)	<b>232.87</b> (254.00)	<b>181.20</b> (122.77)	<b>40.83</b> (90.38)	<b>31.30</b> (31.95)	<b>190.73</b> (181.20)	<b>42.14</b>	(72.80)

Previous Year's figures are in brackets.

## 2.8 NON CURRENT INVESTMENTS

## TRADE INVESTMENT

(AT COST, UNLESS OTHERWISE STATED)

(Rs. in lacs)

	As at 31.3.2012			As at 31.03.2011		
	Book Value	Book Value	Book Value	Book Value	Book Value	Book Value
I. QUOTED :- (note 2.8.3)						
Equity shares .....	<b>89875.36</b>			75863.16		
Preference shares .....	<b>1228.83</b>			2457.66		
Government Securities [note 1.6.c] .	<b>2444.30</b>			1504.45		
Bonds/Debentures [note 1.6.c] .....	<b>47465.11</b>			6387.63		
Mutual funds .....	-			1018.50		
		<b>141013.60</b>			<b>87231.40</b>	
(Market Value Rs. 367531.24 lacs., Previous year Rs.324250.86 lacs)						
II. UNQUOTED :- (note 2.8.4)						
Equity shares - Indian .....	<b>19802.51</b>			17830.80		
Equity shares - Pakistan/Sri Lanka .... (note 2.8.1)	*			*		
Preference shares .....	<b>34.73</b>			5500.00		
Debt Mutual Funds .....	<b>5883.81</b>			9143.02		
Equity Mutual Funds .....	<b>1000.00</b>			500.00		
Venture Capital funds .....	<b>2749.86</b>			2534.95		
		<b>29470.91</b>			<b>35508.77</b>	
		<b>170484.51</b>			<b>122740.17</b>	
Less : Provision for diminution in value of Non current investments		<b>1698.61</b>			<b>825.65</b>	
		<b>168785.90</b>			<b>121914.52</b>	

2.8.1 All the equity investments in Sri Lanka and Pakistan except one scrip have been written off during the year. Equity Shares held in Sri Lanka/Pakistan Companies, are at cost less provision for other than temporary diminution.

2.8.2 All the above investments are fully paid, except where otherwise indicated.

\* Denotes balance less than Rs.500

**2.8.3 Details of Quoted Non-Current Investments**

(Rs. in lacs)

Particulars	Face value	As at 31.3.2012		As at 31.3.2011	
		Holding	Book value	Holding	Book value
<b>EQUITY SHARES :-</b>					
<b>1 BANKS</b>					
Andhra Bank. ....	10	300000	399.17	-	-
Axis Bank Ltd. ....	10	330000	131.64	330000	131.64
Bank of Baroda. ....	10	78091	610.82	-	-
Central Bank of India. ....	10	550000	727.51	300000	470.01
Corporation Bank. ....	10	135000	613.97	75000	354.12
Dena Bank. ....	10	-	-	60000	49.00
Development Credit Bank Ltd. ....	10	800000	635.17	800000	635.17
HDFC Bank Ltd. (Previous Year Face Value Rs.10) .....	2	615000	345.25	123000	345.25
ICICI Bank Ltd. ....	10	160000	1551.59	90000	851.16
IDBI Bank Ltd. ....	10	580000	720.28	420000	529.21
Indian Bank. ....	10	400000	615.10	400000	615.10
Punjab National Bank. ....	10	-	-	62500	419.19
State Bank of India. ....	10	144000	872.90	144000	872.90
United Bank of India. ....	10	300000	231.99	300000	231.99
			<b>7455.39</b>		<b>5504.74</b>
		<b>Market Value</b>	<b>15661.23</b>		<b>16441.22</b>
<b>2 CEMENT</b>					
Ambuja Cements Ltd. ....	2	1320000	24.29	1320000	24.29
HeidelbergCement India Ltd. ....	10	550000	218.56	350000	148.72
Madras Cements Ltd. ....	1	400000	416.26	400000	416.26
Mangalam Cements Ltd. ....	10	414317	610.43	342500	539.60
Ultratech Cement Ltd. ....	10	130000	1212.34	130000	1212.34
			<b>2481.88</b>		<b>2341.21</b>
		<b>Market Value</b>	<b>5605.67</b>		<b>4359.02</b>
<b>3 CHEMICALS &amp; FERTILIZERS</b>					
Clariant Chemicals India Ltd. ....	10	50000	139.17	50000	139.17
Godrej Industries Ltd. ....	1	250000	488.34	150000	290.68
Nagarjuna Agrichem Ltd. ....	10	-	-	42342	124.62
Rallis India Ltd. ....	10	-	-	7500	1.26
Tata Chemicals Ltd. ....	10	15753500	4552.76	15753500	4552.76
United Phosphorus Ltd. ....	2	115000	188.83	115000	188.83
			<b>5369.10</b>		<b>5297.32</b>
		<b>Market Value</b>	<b>55558.01</b>		<b>54240.02</b>
<b>4 ELECTRICITY &amp; TRANSMISSION</b>					
Alstom T&D India Ltd. (Form.Areva T&D India Ltd.) .....	2	75000	106.66	75000	213.33
NHPC Ltd. ....	10	1200000	311.18	600000	160.60
NTPC Ltd. ....	10	1065000	1364.59	1215000	1556.73
Power Grid Corporation of India Ltd. ....	10	600000	590.19	600000	590.19
PTC India Ltd. ....	10	500000	495.13	300000	334.93
Schneider Electric Infrastructure Ltd. ....	2	75000	106.67	-	-
Suzlon Energy Ltd. ....	2	-	-	200000	149.20
Tata Power Co. Ltd. (Previous Year Face Value Rs.10) .....	1	6000000	225.84	600000	225.84
			<b>3200.26</b>		<b>3230.82</b>
		<b>Market Value</b>	<b>9164.98</b>		<b>11615.00</b>
<b>5 ELECTRICALS &amp; ELECTRONICS</b>					
Bharat Electronics Ltd. ....	10	119000	360.38	119000	360.38
Blue Star Ltd. ....	2	215000	636.52	80000	289.53
Cummins India Ltd. ....	2	142940	0.46	102100	0.46
Siemens Ltd. ....	2	5000	32.92	185000	26.12
Thermax Ltd. ....	2	99000	564.58	20000	118.16
Voltas Ltd. ....	1	9460000	355.70	9460000	355.70
			<b>1950.56</b>		<b>1150.35</b>
		<b>Market Value</b>	<b>14021.30</b>		<b>21928.87</b>

Particulars	Face value	As at 31.3.2012		(Rs. in lacs)	
		Holding	Book value	As at 31.3.2011 Holding	Book value
<b>6 ENGINEERING &amp; INFRASTRUCTURE</b>					
Bharat Earth Movers Ltd. ....	10	155000	1118.94	65000	619.38
Bharat Heavy Electricals Ltd. (Previous Year Face Value Rs.10) .....	2	500000	680.03	100000	680.03
Crompton Greaves Ltd. ....	2	345000	659.29	125000	280.49
Engineers India Ltd. ....	5	166350	183.17	166350	183.17
IRB Infrastructure Developers Ltd. ....	10	150000	274.16	-	-
Kalindee Rail Nirman (Engineers) Ltd. ....	10	-	-	52774	94.87
KSB Pumps Ltd. ....	10	144000	64.55	72000	64.55
Larsen & Toubro Ltd. ....	2	190000	92.36	190000	92.36
Patel Engineering Ltd. ....	1	85000	345.99	85000	345.99
Punj Lloyd Ltd. ....	2	300000	676.51	300000	676.51
Sanghvi Movers Ltd. ....	2	60000	122.40	60000	122.40
			<b>4217.40</b>		<b>3159.75</b>
<b>Market Value</b>			<b>6623.97</b>		<b>7331.97</b>
<b>7 FAST MOVING CONSUMER GOODS</b>					
Asian Paints (India) Ltd. ....	10	53694	21.88	53694	21.88
Berger Paints India Ltd. ....	2	400000	406.20	-	-
Godrej Consumer Products Ltd. ....	1	65000	190.55	55000	151.65
Hindustan Unilever Ltd. ....	1	175000	472.05	152500	410.05
ITC Ltd. ....	1	739020	12.72	739020	12.72
Mount Everest Mineral Water Ltd. ....	10	60000	91.05	60000	91.05
Nestle India Ltd. ....	10	59000	350.21	62000	368.01
Pidilite Industries Ltd. ....	1	1204000	136.17	1204000	136.17
Tata Global Beverages Ltd. ....	1	27500000	740.02	27500000	740.02
Titan Industries Ltd. (Previous Year Face Value Rs.10) .....	1	17225640	1710.87	861282	1710.87
VST Industries Ltd. ....	10	13500	140.63	-	-
			<b>4272.35</b>		<b>3642.42</b>
<b>Market Value</b>			<b>80174.24</b>		<b>67155.60</b>
<b>8 FINANCE &amp; INVESTMENTS</b>					
GIC Housing Finance Ltd. ....	10	1199980	571.28	1000000	348.30
Housing Development Finance Corporation Ltd. ....	2	350000	4.65	350000	4.65
IL & FS Investment Managers Ltd. ....	2	775000	173.62	775000	173.62
Infrastructure Development Finance Company Ltd. ....	10	900000	1171.35	260000	373.98
LIC Housing Finance Co. Ltd. ....	2	825000	173.51	825000	173.51
Motilal Oswal Financial Services Ltd. ....	1	145000	215.28	105000	175.45
Rural Electrification Corporation Ltd. ....	10	190000	340.79	85000	133.75
			<b>2650.48</b>		<b>1383.26</b>
<b>Market Value</b>			<b>7554.68</b>		<b>6332.49</b>
<b>9 HEALTHCARE</b>					
Apollo Hospital Enterprises Ltd. ....	5	47500	155.89	35000	96.60
Biocon Ltd. ....	5	100000	325.80	80000	259.97
Cadila Healthcare Ltd. ....	5	87000	659.55	26000	201.35
Cipla Ltd. ....	2	175000	572.28	150000	496.46
FDI Ltd. ....	1	500000	454.43	400000	359.38
Glaxo Smithkline Pharmaceuticals Ltd. ....	10	80000	67.70	80000	67.70
Glenmark Pharmaceuticals Ltd. ....	1	222000	24.33	222000	24.33
Hikal Ltd. ....	10	60000	225.97	60000	225.97
Indraprastha Medical Corporation Ltd. ....	10	920000	439.90	920000	439.90
Merck Ltd. ....	10	70000	256.00	70000	256.00
Opto Circuits India Ltd. ....	10	125450	201.11	100000	208.40
Piramal Healthcare Ltd. ....	2	70000	282.59	11152	55.07
Ranbaxy Laboratories Ltd. ....	5	120000	463.93	110000	418.89
Sun Pharmaceutical Industries Ltd. ....	1	750000	34.34	750000	34.34
Torrent Pharmaceuticals Ltd. ....	5	100000	470.16	100000	470.16
			<b>4633.98</b>		<b>3614.52</b>
<b>Market Value</b>			<b>11599.44</b>		<b>9446.99</b>

Particulars	Face value	As at 31.3.2012		(Rs. in lacs)	
		Holding	Book value	As at 31.3.2011 Holding	Book value
<b>10 HOTELS</b>					
EIH Ltd. ....	2	200000	213.59	153216	173.06
Hotel Leelaventure Ltd. ....	2	600000	194.25	600000	194.25
Indian Hotels Co. Ltd. ....	1	9894060	5806.82	9894060	5806.82
Oriental Hotels Ltd. ....	1	1076000	39.03	1076000	39.03
TAJGVK Hotels & Resorts Ltd. ....	2	68300	8.19	68300	8.19
			<b>6261.88</b>		<b>6221.35</b>
			<b>7018.64</b>		<b>9062.69</b>
			<b>Market Value</b>		<b>Market Value</b>
<b>11 INFORMATION TECHNOLOGY</b>					
3i Infotech Ltd. ....	10	-	-	400000	357.70
Aptech Ltd. ....	10	175000	174.31	-	-
Financial Technologies (India) Ltd. ....	2	-	-	20000	231.12
HCL Infosystems Ltd. ....	2	500000	527.91	160000	166.37
HCL Technologies Ltd. ....	2	60000	250.69	-	-
ICSA India Ltd. ....	2	-	-	150000	258.45
Infosys Ltd.(Form.Infosys Technologies Ltd.)	5	-	-	31987	223.99
Infotech Enterprises Ltd. ....	5	200000	354.84	200000	354.84
KPIT Cummins Infosystems Ltd. ....	2	510000	295.73	255000	295.73
MindTree Ltd. ....	10	40000	162.22	-	-
NIIT Ltd. ....	2	500000	271.64	-	-
NIIT Technologies Ltd. ....	10	200000	379.27	105000	203.13
Nucleus Software Exports Ltd. ....	10	150000	220.33	150000	220.33
Satyam Computer Services Ltd. ....	2	450000	376.69	450000	376.69
Tata Consultancy Services Ltd. ....	1	545452	1998.09	510452	1621.26
Tata Elxsi Ltd. ....	10	900000	1753.15	900000	1753.15
Wipro Ltd. ....	2	265000	1071.76	135000	589.81
			<b>7836.63</b>		<b>6652.57</b>
			<b>12126.00</b>		<b>12059.69</b>
			<b>Market Value</b>		<b>Market Value</b>
<b>12 METALS &amp; MINING</b>					
Coal India Ltd. ....	10	150000	455.24	45009	110.27
Gujarat Mineral Development Corporation Ltd. ....	2	400000	553.10	400000	553.10
Hindalco Industries Ltd. ....	1	525000	260.93	525000	260.93
Indian Metals & Ferro Alloys Ltd. ....	10	-	-	27200	103.90
Jindal Steel & Power Ltd. ....	1	32500	231.80	32500	231.79
NMDC Ltd. ....	1	150000	322.02	50000	150.00
Sarda Energy & Minerals Ltd. ....	10	-	-	93000	153.85
Steel Authority of India Ltd. ....	10	285000	362.01	285000	362.01
Tata Sponge Iron Ltd. ....	10	65622	137.18	65622	137.18
Tata Steel Ltd. ....	10	3385000	6147.16	3385000	6147.16
The Tinplate Company of India Ltd. ....	10	600000	325.58	600000	325.58
			<b>8795.02</b>		<b>8535.77</b>
			<b>18987.76</b>		<b>24607.34</b>
			<b>Market Value</b>		<b>Market Value</b>
<b>13 MOTOR VEHICLES &amp; ANCILLARIES</b>					
Apollo Tyres Ltd. ....	1	-	-	125000	61.72
Autoline Industries Ltd. ....	10	200000	281.45	-	-
Bosch Ltd. ....	10	30000	4.59	30000	4.59
Exide Industries Ltd. ....	1	275000	294.96	250000	266.36
Greaves Cotton Ltd. ....	2	325000	303.11	300000	280.66
Mahindra & Mahindra Ltd. ....	5	440000	60.98	440000	60.98
Maruti Suzuki India Ltd. ....	5	145000	1712.24	100000	1186.48
SKF India Ltd. ....	10	200000	32.66	200000	32.66
Sundram Fasteners Ltd. ....	1	300000	2.07	300000	2.07
Tata Motors Ltd. (Previous Year Face Value Rs.10) ....	2	11025000	5323.97	2425000	5855.65
Tata Motors Ltd. 'A' Ordinary Shares. (Previous Year Face Value Rs.10) ....	2	3425000	3709.55	526000	2724.79
			<b>11725.58</b>		<b>10475.96</b>
			<b>45881.09</b>		<b>42288.05</b>
			<b>Market Value</b>		<b>Market Value</b>

Particulars	Face value	As at 31.3.2012		As at 31.3.2011	
		Holding	Book value	Holding	Book value
(Rs. in lacs)					
<b>14 OIL &amp; NATURAL RESOURCES</b>					
Cairn India Ltd. ....	10	478000	757.01	478000	757.01
Castrol India Ltd. ....	10	100000	156.31	100000	156.31
Gail (India) Ltd. ....	10	-	-	425000	355.30
Gujarat State Petronet Ltd. ....	10	225000	200.74	225000	200.74
Hindustan Petroleum Corporation Ltd. ....	10	185000	575.05	185000	575.05
Indian Oil Corporation Ltd. ....	10	-	-	145000	215.06
Indraprastha Gas Ltd. ....	10	-	-	105000	180.35
Mangalore Refinery & Petrochemicals Ltd. ..	10	300000	244.68	-	-
MOIL Ltd. ....	10	150000	510.78	4731	17.74
Oil & Natural Gas Corporation Ltd. ....	5	368000	822.24	368000	822.24
Oil India Ltd. ....	10	62500	285.97	25000	285.97
Reliance Industries Ltd. ....	10	252430	1090.58	252430	1090.58
Savita Oil Technologies Ltd. ....	10	20000	93.38	-	-
			<b>4736.74</b>		<b>4656.35</b>
<b>Market Value</b>			<b>6724.85</b>		<b>9837.93</b>
<b>15 RETAIL</b>					
Agre Developers Ltd. ....	10	-	-	725	-
Pantaloon Retail (India) Ltd-B-DVR ....	2	-	-	14514	33.11
Trent Ltd. ....	10	1104665	7256.55	732714	4151.98
			<b>7256.55</b>		<b>4185.09</b>
<b>Market Value</b>			<b>10515.86</b>		<b>7226.47</b>
<b>16 TELECOMMUNICATIONS</b>					
Idea Cellular Ltd. ....	10	600000	382.85	600000	382.85
Mahanagar Telephone Nigam Ltd. ....	10	300000	267.93	300000	267.93
			<b>650.78</b>		<b>650.78</b>
<b>Market Value</b>			<b>675.30</b>		<b>541.35</b>
<b>17 TEXTILES</b>					
Century Textiles & Industries Ltd. ....	10	225000	554.80	225000	554.80
JBF Industries Ltd. ....	10	110000	149.67	-	-
SRF Ltd. ....	10	-	-	10000	29.07
			<b>704.47</b>		<b>583.87</b>
<b>Market Value</b>			<b>952.07</b>		<b>819.47</b>
<b>18 TRANSPORTATION &amp; LOGISTICS</b>					
Adani Ports & Special Economic Zone Ltd. ..	2	254419	338.37	-	-
Bharati Shipyard Ltd. ....	10	-	-	70000	188.53
Container Corporation of India Ltd. ....	10	120000	468.38	120000	468.38
Gateway Distriparks Ltd. ....	10	425000	518.25	260000	312.75
Great Eastern Shipping Co.Ltd. ....	10	-	-	260000	289.56
Transport Corporation of India Ltd. ....	2	231346	242.81	220000	233.24
Varun Shipping Co. Ltd. ....	10	650000	357.02	650000	357.02
			<b>1924.83</b>		<b>1849.48</b>
<b>Market Value</b>			<b>2459.35</b>		<b>2941.18</b>



Particulars	Face value	As at 31.3.2012		(Rs. in lacs)	
		Holding	Book value	As at 31.3.2011 Holding	Book value
<b>19 MISCELLANEOUS &amp; DIVERSIFIED</b>					
Aditya Birla Nuvo Ltd. ....	10	185000	1107.03	150000	797.61
Arvind Ltd. ....	10	60000	46.81	-	-
Bajaj Hindusthan Ltd. ....	1	160000	280.70	160000	280.70
Ballarpur Industries Ltd. ....	2	-	-	50000	12.11
Greenply Industries Ltd. ....	5	-	-	19936	28.31
Jagran Prakashan Ltd. ....	2	350000	312.23	310000	264.74
Kesoram Industries Ltd. ....	10	90000	292.91	75000	258.45
PVR Ltd. ....	10	500000	579.89	400000	480.14
Sintex Industries Ltd. ....	1	240000	305.41	-	-
Supreme Industries Ltd. ....	2	150000	256.83	36630	35.82
The Phoenix Mills Ltd. ....	2	185171	385.92	185171	385.92
West Coast Paper Mills Ltd. ....	2	375000	183.75	375000	183.75
			<b>3751.48</b>		<b>2727.55</b>
			<b>4110.05</b>		<b>3083.28</b>
<b>Market Value</b>					
<b>Total of Listed Equity Shares - Book Value</b>			<b>89875.36</b>		<b>75863.16</b>
<b>- Market Value</b>			<b>315414.49</b>		<b>311318.63</b>
<b>PREFERENCE SHARES :-</b>					
Trent Ltd - 0.1% Compulsory Convertible - Series A .....	10	-	-	212008	1228.83
Trent Ltd - 0.1% Compulsory Convertible - Series B .....	10	212008	1228.83	212008	1228.83
			<b>1228.83</b>		<b>2457.66</b>
<b>GOVERNMENT SECURITIES :-</b>					
Government of India 2021,7.80% .....	100	1000000	940.39	-	-
Government of India 2022,8.13% .....	100	1500000	1503.91	1500000	1504.45
			<b>2444.30</b>		<b>1504.45</b>
<b>BONDS/DEBENTURES :-</b>					
9.45% Housing Development Finance Corporation Ltd 2021 .....	1000000	200	2001.75	-	-
9.55% Housing Development Finance Corporation Ltd 2021 .....	1000000	700	6949.18	-	-
9.90% Housing Development Finance Corporation Ltd 2021 .....	1000000	100	1002.90	-	-
8.00% Tax Free Indian Railway Finance Corporation Ltd 2022 .....	1000	350000	3517.94	-	-
8.20% Tax Free National Highways Authority of India 2022 .....	1000	150000	1506.51	-	-
9.68% Power Finance Corporation Ltd 2018 .....	1000000	-	-	50	519.50
8.45% Rural Electrification Corporation Ltd 2015 .....	1000000	-	-	100	1000.10
9.07% Rural Electrification Corporation Ltd 2018 .....	1000000	-	-	50	513.36
9.95% State Bank of India 2026 .....	10000	10000	1024.66	-	-
10.20% Tata Capital Ltd 2014 .....	1000000	250	2500.00	-	-
10.00% Tata Chemicals Ltd 2019 .....	1000000	40	400.00	40	400.00
9.50% Tata Communications Ltd 2014 .....	1000000	50	500.02	50	500.05
9.95% Tata Motors Ltd 2020 .....	1000000	100	1000.00	100	1000.00
11.40% Tata Power Co.Ltd Perpetual.(Call - 2021) .....	1000000	1150	11853.58	-	-
10.30% Tata Sons Ltd. (the holding company) 2014 .....	1000000	50	504.22	50	510.12
9.75% Tata Sons Ltd. (the holding company ) 21/04/2016 .....	1000000	150	1502.81	-	-
9.75% Tata Sons Ltd. (the holding company) 19/07/2016 .....	1000000	50	500.73	-	-
9.68% Tata Sons Ltd. (the holding company) 2017 .....	1000000	500	5001.26	-	-
10.20% Tata Steel Ltd 2015 .....	1000000	100	971.37	100	943.65
10.40% Tata Steel Ltd 2019 .....	1000000	100	1000.61	100	1000.85
11.50% Tata Steel Ltd Perpetual. (Call - 2021) .....	1000000	100	1000.00	-	-
11.80% Tata Steel Ltd Perpetual. (Call - 2021) .....	1000000	450	4727.57	-	-
			<b>47465.11</b>		<b>6387.63</b>

Particulars	Face value	As at 31.3.2012		As at 31.3.2011	
		Holding	Book value	Holding	Book value
(Rs. in lacs)					
<b>MUTUAL FUNDS :-</b>					
Goldman Sachs Gold ETF .....	100	-	-	14000	223.28
Goldman Sachs Nifty ETF .....	10	-	-	10000	44.85
Kotak Nifty ETF .....	10	-	-	130000	750.37
					1018.50
			<b>141013.60</b>		<b>87231.40</b>
<b>2.8.4 Details of Unquoted Non-Current Investments</b>					
<b>EQUITY SHARES :-</b>					
<b>INDIAN</b>					
Amalgamated Plantations Pvt.Ltd. (associate company) .....	10	<b>15000000</b>	<b>1500.00</b>	15000000	1500.00
Credit Analysis & Research Ltd. ....	10	<b>408000</b>	<b>11.52</b>	136000	11.52
Fiora Services Ltd. ....	100	<b>10500</b>	<b>10.50</b>	10500	10.50
Indbazar.com Ltd. ....	100	<b>50000</b>	<b>52.50</b>	50000	52.50
Indian Seamless Enterprise Ltd. ....	10	<b>67210</b>	<b>33.61</b>	67210	33.61
Institutional Investor Advisory Services Ltd. ....	10	<b>1000000</b>	<b>133.30</b>	-	-
Jamipol Ltd. ....	10	<b>250000</b>	<b>25.00</b>	250000	25.00
Mecklai Financial & Commercial Services Ltd. ....	10	<b>15000</b>	<b>50.00</b>	15000	50.00
National Stock Exchange of India Ltd. ....	10	<b>58000</b>	<b>2064.21</b>	58000	2064.21
Piem Hotels Ltd. ....	10	<b>35000</b>	<b>0.55</b>	35000	0.55
Quikjet Cargo Airlines Pvt.Ltd. ....	10	<b>1296111</b>	<b>142.57</b>	3818182	420.00
Ritspin Synthetics Ltd. ....	10	<b>100000</b>	<b>10.00</b>	100000	10.00
Roots Corporation Ltd. ....	10	<b>2614379</b>	<b>2000.00</b>	-	-
Rujuvalika Investments Ltd. ....	10	<b>183333</b>	<b>30.00</b>	183333	30.00
Tata Asset Management Ltd.(associate company)	10	<b>5265457</b>	<b>1950.09</b>	5265457	1950.09
Tata Autocomp Systems Ltd. ....	10	<b>2720054</b>	<b>702.68</b>	2720054	702.68
Tata Capital Ltd. ....	10	<b>65102888</b>	<b>7815.43</b>	65102888	7815.43
Tata Industries Ltd. ....	100	<b>676790</b>	<b>1133.89</b>	676790	1133.89
Tata Services Ltd. ....	1000	<b>270</b>	<b>2.70</b>	270	2.70
Tata Sons Ltd ( the holding company ) .....	1000	<b>326</b>	<b>193.27</b>	326	193.27
Tata Teleservices Ltd. ....	10	<b>5684692</b>	<b>1936.17</b>	5337157	1756.84
Tata Trustee Company Ltd.(associate company) ...	10	<b>275000</b>	<b>2.62</b>	25000	2.62
TCI Developers Ltd. ....	10	-	-	8750	-
Trent Retail Services Pvt.Ltd. ....	100	<b>995</b>	<b>1.90</b>	-	-
Trinity India Ltd. ....	10	-	-	596049	65.39
			<b>19802.51</b>		<b>17830.80</b>
<b>PAKISTAN</b>					
Electronic & Film Equipment Co. Ltd. ....	100	-	-	350	-
Karachi Electric Supply Construction Ltd. ....	100	-	-	27.5	-
Pakistan International Airlines Corporation 'A' .....	10	-	-	5000	-
Malik Diesel Ltd.(Rs 25 partly paid) .....	50	-	-	500	-
<b>SRI LANKA</b>					
Doomoo Tea Co. of Ceylon Ltd. ....	10	-	-	2500	*
Estates Co. of Uva Ltd. ....	10	-	-	3581	*
Guardian Capital Partners PLC .....	10	<b>2720</b>	*	2720	*
Great Western Tea Co.,of Ceylon Ltd. ....	10	-	-	1750	*
Hunuwella Tea & Rubber Co. Ltd. ....	10	-	-	3750	*
Kandyan Hills Co. Ltd. ....	10	-	-	1000	*
Marigold Tea Estates Ltd. ....	10	-	-	1000	*
Mayen (Ceylon) Tea & Rubber Co.Ltd. ....	10	-	-	1875	*
Mirishena (Kalutara) Rubber Co.Ltd. ....	10	-	-	1400	*
Mocha Tea Co.of Ceylon Ltd. ....	10	-	-	1700	*
Nahavilla Estates Co.Ltd. ....	10	-	-	6900	*
Neuchatel Estates Ltd. ....	7	-	-	5377	*

Particulars	Face value	As at 31.3.2012		(Rs. in lacs)	
		Holding	Book value	As at 31.3.2011 Holding	Book value
Opalgalla Tea & Rubber Estates Ltd. ....	9	-	-	3519	*
Pelmadulla Valley Tea & Rubber Co. Ltd. ....	10	-	-	675	*
Poonagalla Valley Ceylon Co. Ltd. ....	10	-	-	5917	*
Roeberry Tea Co. of Ceylon Ltd. ....	10	-	-	1600	*
Saffragam Rubber & Tea Co. of Ceylon Ltd. ....	10	-	-	4000	*
St. James (Uva) Tea Co. Ltd. ....	10	-	-	7800	*
Stratheden Tea Co. Ltd. ....	10	-	-	9900	*
Strathspey Tea Co. Ltd. ....	10	-	-	5916	*
Uplands Tea Estates of Ceylon Ltd. ....	10	-	-	3600	*
Uva Highlands Tea Co. Ltd. ....	10	-	-	1200	*
Vogan Tea Co. of Ceylon Ltd. ....	1	-	-	12600	*
			*		*
			<b>19802.51</b>	<b>17830.80</b>	
<b>* Denotes balance less than Rs.500</b>					
<b>PREFERENCE SHARES :-</b>					
Quickjet Cargo Airlines Pvt.Ltd. - 0.001% CCPS ....	10	<b>347302</b>	<b>34.73</b>	-	-
Roots Corporation Ltd. 5% Cum.Conv. Pref. Shares. ....	100	-	-	2000000	2000.00
Tata Autocomp Systems Ltd. 8% Cum.Red. (Red.30/09/2012) ....	10	-	-	10000000	1000.00
Tata Autocomp Systems Ltd. 8% Cum.Red. (Red.31/10/2012) ....	10	-	-	5000000	500.00
Tata Sons Ltd (the holding company) 7% Cum.(Red.31/12/2012) ....	1000	-	-	200000	2000.00
			<b>34.73</b>		<b>5500.00</b>
<b>DEBT MUTUAL FUNDS :-</b>					
Birla Sun Life Cash Plus Institutional Plan.(Growth)	10	-	-	14488870	2254.66
HDFC Liquid Fund - Premium Plus Plan.(Growth)	10	<b>1744148</b>	<b>375.04</b>	12044233	2350.00
ICICI Prudential Liquid SIP - Growth. ....	100	<b>695208</b>	<b>1090.00</b>	1541650	2200.00
Tata Liquid Super High Investment Fund.(Growth)	1000	<b>226011</b>	<b>4418.77</b>	130140	2338.36
			<b>5883.81</b>		<b>9143.02</b>
<b>EQUITY MUTUAL FUNDS :-</b>					
HDFC Top 200 Fund (Growth) ....	10	<b>494586</b>	<b>1000.00</b>	233806	500.00
			<b>1000.00</b>		<b>500.00</b>
<b>VENTURE CAPITAL FUNDS :-</b>					
India Advantage Fund Series 3 ....	100	<b>250000</b>	<b>250.00</b>	150000	150.00
Indiareit Fund. ....	100000	<b>366</b>	<b>365.81</b>	366	365.81
Milestone Real Estate Fund. ....	1000	<b>145834</b>	<b>1458.34</b>	161914	1619.14
Multiples Private Equity Fund Scheme. ....	100000	<b>129</b>	<b>128.50</b>	50	50.00
TVS Shriram Growth Fund-Scheme 1 ....	1000	<b>6000</b>	<b>60.00</b>	-	-
TVS Shriram Private Equity Fund. ....	1000	<b>48721</b>	<b>487.21</b>	35000	350.00
			<b>2749.86</b>		<b>2534.95</b>
			<b>29470.91</b>		<b>35508.77</b>

2.9 Deferred Tax Assets

Deferred Tax Assets have not been recognised, as there is no reasonable certainty for setting off the same, considering the present tax status of the Company.

(Rs. in lacs)

2.10 Long Term loans and advances  
(Unsecured, considered good)

a) Loans to employees .....	
b) Security deposits (note 2.10.1) .....	
c) Advances on Capital Account .....	
d) Other loans and advances .....	

<b>As at</b>	As at
<b>31.3.2012</b>	31.3.2011
<b>11.97</b>	11.99
<b>303.49</b>	303.49
<b>9.94</b>	-
<b>5.96</b>	3.33
<b>331.36</b>	318.81

2.10.1 Security deposits includes an amount of Rs.300.00 lacs with Ewart Investments Ltd. (Previous Year Rs.300.00 lacs), which is a related party.

2.11 CURRENT INVESTMENTS  
(FULLY PAID)

(Rs. in lacs)

Quoted [note 2.11.1]

Equity Shares (Lower of cost and fair value)

At Cost .....	<b>5707.25</b>	4722.13
Less : Provision for diminution .....	<b>1163.96</b>	49.71

At fair value .....

(Market Value Rs. 4543.29 Lacs;  
Previous year Rs.4672.42 lacs)

Bonds/Debentures. (At Cost)

(Market Value Rs.Nil;  
Previous year Rs.1505.40 lacs)

Unquoted [ note 2.11.2 ]

Preference Shares.(At Cost) .....

Debt Mutual Funds.(At Cost) .....

Certificate of Deposit.(At Cost) .....

As at 31.3.2012			As at 31.3.2011		
Book Value	Book Value	Book Value	Book Value	Book Value	Book Value
	<b>4543.29</b>			4672.42	
	-			1501.50	
	<b>4543.29</b>			6173.92	
	<b>3500.00</b>			1000.00	
	<b>1500.00</b>			-	
	<b>2431.65</b>			-	
	<b>7431.65</b>			1000.00	
	<b>11974.94</b>			7173.92	

2.11.1 Details of Quoted Current Investments

(Rs. in lacs)

Particulars

**EQUITY SHARES :-**

Particulars	Face value	As at 31.3.2012		As at 31.3.2011	
		Holding	Book value	Holding	Book value
Axis Bank Ltd. ....	10	65000	827.10	30000	390.83
Bharat Electronics Ltd. ....	10	32500	564.35	25000	440.21
Bharat Heavy Electricals Ltd. (Previous Year Face Value Rs.10) .....	2	172500	771.26	25000	594.16
NTPC Ltd. ....	10	70000	138.47	120000	237.39
Reliance Industries Ltd. ....	10	239000	2407.50	204000	2149.54
State Bank of India. ....	10	-	-	15000	414.40
Steel Authority of India Ltd. ....	10	165000	204.72	-	-
Sundram Fasteners Ltd. ....	1	500000	298.25	-	-
Tata Consultancy Services Ltd. ....	1	45000	495.60	45000	495.60
			<b>5707.25</b>		4722.13

**BONDS/DEBENTURES :-**

Deccan Chronicle Holdings Ltd.2011,12.50% .....	10000000	-	5	525.03
Tata Steel Ltd. 2011,9.80% .....	1000000	-	100	976.47
		-		1501.50

(Rs. in lacs)

2.11.2 Details of Unquoted Current Investments

Particulars	As at 31.3.2012		As at 31.3.2011		
	Holding	Book value	Holding	Book value	
<b>PREFERENCE SHARES :-</b>					
Tata Autocomp Systems Ltd. 8% Cum.Red. (Red.30/09/2012) .....	10	10000000	1000.00	-	-
Tata Autocomp Systems Ltd. 8% Cum. Red. (Red.31/10/2012) .....	10	5000000	500.00	-	-
Tata Sons Ltd. (the holding company) 7% Cum. (Red.30/12/2011) .....	1000	-	-	100000	1000.00
Tata Sons Ltd. (the holding company) 7% Cum.(Red.30/12/2012) .....	1000	200000	2000.00	-	-
			<b>3500.00</b>		<b>1000.00</b>
<b>DEBT MUTUAL FUNDS :-</b>					
Tata Fixed Maturity Plan Series 38-D (Growth) .....	10	15000000	1500.00	-	-
			<b>1500.00</b>		
<b>CERTIFICATE OF DEPOSIT :-</b>					
Axis Bank Ltd.(18-06-2012) .....	100000	2500	2431.65	-	-
			<b>2431.65</b>		

2.11.3 Current Investments shown in note 2.11 of Rs.5000.00 lacs (Previous Year Rs.2501.50 lacs) represents current maturities of Long Term Investments which as per the Accounting Standard (AS)-13 'Accounting for Investments' are Long Term Investments.

2.12 Trade receivables

All Trade receivables are unsecured and considered good - less than six months.

(Rs. in lacs)

2.13 Cash and cash equivalents

	As at 31.3.2012	As at 31.3.2011
a) Balance with banks		
i) On Current accounts (note 2.13.1) .....	242.33	723.14
ii) On deposit account (note 2.13.2) .....	25.81	26.22
	<b>268.14</b>	<b>749.36</b>
b) Other bank balances		
On deposit accounts (note 2.13.3 and 2.13.4) .....	16565.63	20567.45
	<b>16833.77</b>	<b>21316.81</b>

2.13.1 Balance with banks on current accounts includes

- i) amount kept in Unpaid dividend accounts - Rs. 98.45 lacs (Previous Year Rs.121.01 lacs).
- ii) amount kept in an escrow account towards matured deposits and interest thereon Rs.1.47 lacs (Previous Year Rs.2.23 lacs).
- iii) amount which is subject to exchange control restrictions in Sri Lanka Rs.1.25 lacs (Previous Year Rs.1.42 lacs).

2.13.2 Balances with banks on deposit accounts includes

- i) amount which is subject to exchange control restrictions in Sri Lanka Rs.25.51 lacs (Previous Year Rs.26.03 lacs).
- ii) interest accrued but not due on deposit - Rs. 0.30 lac (Previous Year Rs.0.19 lac).

2.13.3 Other bank balances on deposit accounts include interest accrued but not due on deposits - Rs. 865.63 lacs (Previous Year Rs.367.45 lacs).

2.13.4 Other bank balances includes deposits with more than 12 months maturity, Rs.Nil (Previous Year Rs.7700.00 lacs) and interest accrued but not due thereon Rs.Nil (Previous Year Rs.68.10 lacs).

		(Rs. in lacs)	
		<b>As at 31.3.2012</b>	As at 31.3.2011
2.14	<u>Short term loans and advances</u> (Unsecured, considered good)		
	a) Intercorporate deposits (note 2.14.1) .....	<b>6000.00</b>	12850.00
	b) Interest accrued on intercorporate deposits (note 2.14.1) .....	<b>91.60</b>	24.68
	c) Advance taxes (net of provisions) .....	<b>276.85</b>	69.81
	d) Loans to employees .....	<b>2.23</b>	2.75
	e) Other loans and advances (Advances to staff and prepaid expenses) ..	<b>14.75</b>	13.24
		<b>6385.43</b>	12960.48
2.14.1	Intercorporate deposits / Interest accrued on deposits include the following amounts from related parties :-		
	<u>Name</u>		
	Tata Sons Ltd. ....	<b>4090.99</b>	-
	Tata Realty and Infrastructure Ltd. ....	<b>1000.62</b>	-
	Tata Consulting Engineers Ltd. ....	-	519.08
	Tata Autocomp Systems Ltd. ....	-	2505.29
2.15	<u>Other current assets</u> (Unsecured, considered good)		
	i) Dividends declared but not received .....	<b>51.54</b>	0.75
	ii) Interest accrued but not due on debentures, bonds and certificate of deposit .....	<b>2203.36</b>	483.81
	iii) Amount receivable from holding company, Tata Sons Ltd. ....	<b>0.26</b>	-
		<b>2255.16</b>	484.56
		(Rs. in lacs)	
		<b>Year ended 31.3.2012</b>	Previous Year
3.	<b>Notes to Statement of Profit and Loss :</b>		
3.1	<u>Details of Revenue from operations</u>		
	a) Income from investments		
	i) Dividends [includes Rs.66.87 lacs on current investments as per AS 13 (Previous Year Rs.33.00 lacs)] .....	<b>6651.50</b>	5865.10
	ii) Interest on investments [includes Rs.9.11 lacs on current investments as per AS 13 (Previous Year Rs.175.55 lacs)] .....	<b>2655.77</b>	1151.95
	iii) Fees from shares lent .....	<b>281.04</b>	25.76
		<b>9588.31</b>	7042.81
	b) Interest on deposits and advances .....	<b>3373.95</b>	2587.02
	Total a) + b) .....	<b>12962.26</b>	9629.83
3.1.1	Interest income included in Revenue from operations .....	<b>6029.72</b>	3738.97
3.2	<u>Profit on sale of investments (net)</u>		
	Profit on sale of investments (net) includes loss of Rs.61.37 lacs on current investments, as per AS-13 (Previous Year profit of Rs.126.40 lacs).		

		(Rs. in lacs)	
		Year ended 31.3.2012	Previous Year
3.3	<u>Other Income</u>		
	i) Net profit on sale of fixed assets .....	0.22	-
	ii) Provision for diminution in value of investments, no longer required, written back (Net) .....	5.86	174.68
	iii) Contingent provision against standard assets of NBFCs, no longer required written back .....	13.00	-
	iv) Compensation on waiver of certain obligations of promoters of an investee company .....	-	209.53
	v) Miscellaneous [includes Rs. Nil being profit on foreign exchange (Previous Year Rs.0.83 lac)] .....	6.09	5.23
		<u>25.17</u>	<u>389.44</u>
3.4	<u>Employee benefits expense</u>		
	i) Salaries .....	786.53	495.69
	ii) Contribution to provident and other funds .....	58.43	73.73
	iii) Staff welfare expense .....	49.34	46.97
		<u>894.30</u>	<u>616.39</u>
3.5	<u>Finance Costs</u>		
	Interest on Fixed Loans .....	-	81.88
3.6	<u>Other Expenses</u>		
	i) Power .....	4.95	9.51
	ii) Rent .....	52.95	53.20
	iii) Repairs to buildings .....	0.78	0.78
	iv) Repairs to machinery .....	2.82	14.56
	v) Insurance .....	1.07	1.45
	vi) Rates and taxes .....	-	0.02
	vii) Donations .....	305.25	120.25
	viii) Contingent provision against standard assets of NBFCs (as per RBI regulations) .....	-	36.78
	ix) Payments to auditors		
	a) As Statutory Auditor *		
	i) Audit fees .....	11.00	9.00
	ii) Tax Audit Fees .....	2.50	2.20
	iii) For taxation matters .....	-	1.50
	iv) For other services .....	11.25	7.95
	v) For Service tax .....	2.78	2.14
	vi) For reimbursement of expenses .....	-	0.14
		<u>27.53</u>	<u>22.93</u>
	b) As Internal Auditor	5.51	4.41
	Total a) + b) .....	<u>33.04</u>	<u>27.34</u>
	x) Miscellaneous expenses [includes loss on foreign exchange Rs.0.52 lac (Previous Year Rs. Nil) and loss on write off of fixed assets Rs. Nil (Previous Year Rs.0.03 lac)] .....	331.28	310.54
		<u>732.14</u>	<u>574.43</u>

\*including payment made to a firm in which some of the partners of the audit firm are partners.

3.7 There were no exceptional/extraordinary items and discontinuing operations for the years ended 31st March, 2011 and 2012.

		(Rs. in lacs)	
		Year ended 31.3.2012	Previous Year
<b>4. Details of Earnings per share :-</b>			
i)	Profit Computation for both basic and diluted earnings per share of Rs.10/- Net Profit as per Statement of Profit and Loss available for Ordinary shareholders (Rs. In lacs) .....	<b>16158.69</b>	19858.86
ii)	Weighted average number of Ordinary shares for computing -		
a)	Basic earnings per share .....	<b>5,43,83,240</b>	4,82,37,074
b)	Diluted earnings per share .....	<b>5,45,53,491</b>	5,00,88,974
iii)	Earnings per Ordinary share (Weighted average) (As per Accounting Standard 20 - Earnings Per Share)		
	Basic (Rupees) .....	<b>29.71</b>	41.17
	Diluted (Rupees) .....	<b>29.62</b>	39.65
5.	In accordance with the High Court Orders dated 27th September, 2002, 30th January, 2009 and 25th September, 2009 and the accounting practice adopted earlier, provision for diminution in the value of investments (Long Term and Current) amounting to Rs.1993.07 lacs (Previous Year Rs.Nil) has been adjusted to the securities premium account instead of the statement of profit and loss as prescribed under Accounting Standard (AS) 13 on 'Accounting for Investments'.		
	Further, an amount of Rs.Nil (Previous Year Rs.131.94 lacs) has been credited to the securities premium account being write back of provision for diminution in value of certain investments no longer required, which had been debited to such account in earlier years.		
6. (i)	<b>Contingent Liabilities -</b>		
a)	Income Tax matters decided in the Company's favour by appellate authorities, where the department is in further appeal .....	<b>11.31</b>	37.62
b)	Claims against the Company not acknowledged as debts in respect of income tax matters .....	-	558.20
(ii)	<b>Commitments -</b>		
a)	Uncalled liability on investments in Venture Capital Funds .....	<b>861.50</b>	950.00
b)	Pro-rata share of expenses for the proposed offer of equity shares of an investee company through public issue .....	<b>50.00</b>	-
7.	Dividend of Rs. 21.00 per share amounting to Rs.13446.96 lacs (including tax thereon Rs.1876.95 lacs) is proposed and provided on ordinary shares		
8.	<b>Expenditure in foreign currency -</b>		
a)	For professional fees .....	<b>0.16</b>	0.13
b)	For purchase of fixed assets .....	<b>0.45</b>	-
c)	For travelling expenses .....	<b>0.76</b>	-
9.	<b>Earnings in foreign currency -</b>		
a)	Interest received on deposits .....	<b>1.69</b>	1.62
b)	Dividend received (kept in Suspense, pending receipt in India) .....	-	1.32
c)	Sale proceeds of investments (net profit on sale Rs.1061.55 lacs; Previous Year Rs.Nil) .....	<b>1277.52</b>	-



10. Foreign exchange currency exposures not covered with regard to the (non-repatriable) deposit placed with Hatton National Bank, Colombo, of Sri Lankan Rs.64.25 lacs; Previous Year Sri Lankan Rs.64.25 lacs (Equivalent Indian Rs.25.51 lacs; Previous Year Equivalent Indian Rs.26.03 lacs).
11. As the Company has no activities other than those of an investment company, the segment reporting under Accounting Standard 17 - "Segment Reporting" is not applicable. The Company does not have any reportable geographical segment.

12. **Related Parties Disclosures**

- a) List of Related Parties and Relationship

**Promoter and holding company**

Tata Sons Ltd.

**Associates**

Tata Asset Management Ltd.

Tata Trustee Company Ltd.

Amalgamated Plantations Pvt. Ltd.

**Key Management Personnel (KMP)**

Mr. M. J. Kotwal

Mr. A.N. Dalal

**Other subsidiaries of Promoter :- (with whom the Company has transactions)**

- |  |   |
|--|---|
| 1. Drive India Enterprises Solution Ltd.   | 2. Ewart Investments Limited                    |
| 3. Infiniti Retail Limited                 | 4. Panatone Finvest Ltd.                        |
| 5. Tata AIG General Insurance Co. Ltd.     | 6. Tata Autocomp Systems Ltd. (w.e.f. 1.9.2010) |
| 7. Tata Capital Limited                    | 8. Tata Consultancy Services Limited            |
| 9. Tata Consulting Engineers Limited       | 10. Tata Industries Limited (w.e.f. 1.9.2010)   |
| 11. Tata Realty and Infrastructure Limited | 12. Tata Securities Limited                     |
| 13. Tata Sky Ltd.                          | 14. Tata Teleservices Ltd.                      |
| 15. Tata Teleservices (Maharashtra) Ltd.   | 16. TC Travel & Services Limited                |

## b) Related Party Transactions

(Rs. in lacs)

	2011-12				2010-11			
	Promoter	Associates	Other Subsidiaries of Promoter	KMP	Promoter	Associates	Other Subsidiaries of Promoter	KMP
1. Subscription received for Company's equity shares .....	24622.04	—	434.74	3.16	—	—	—	—
2. Redemption proceeds of non convertible preference shares received .....	1000.00	—	—	—	—	—	—	—
3. Subscription to equity shares .....	—	—	179.33	—	—	—	797.88	—
4. Interest received on debentures .....	333.34	—	177.45	—	51.50	—	—	—
5. Dividends received .....	290.93	379.60	217.38	—	232.82	574.91	334.17	—
6. Dividends paid .....	—	—	—	—	5032.59	—	121.73	0.98
7. Deposits placed .....	8000.00	—	3500.00	—	—	—	11200.00	—
8. Deposits withdrawn .....	4000.00	—	5500.00	—	—	—	13200.00	—
9. Interest on deposit placed .....	593.10	—	290.08	—	—	—	452.80	—
10. Purchase of investments .....	4000.00	—	4591.16	—	15.43	—	—	—
11. Purchase of fixed assets .....	0.15	—	0.46	—	—	—	2.35	—
12. Sale of fixed assets .....	0.26	—	—	—	—	—	—	—
13. Brand equity subscription expense .....	56.77	—	—	—	67.11	—	—	—
14. Rent Reimbursement / Paid .....	—	—	52.94	—	0.26	—	52.94	—
15. Brokerage paid .....	—	—	5.52	—	—	—	6.10	—
16. Telephone call charges .....	—	—	3.69	—	—	—	2.53	—
17. Other expenses .....	—	—	0.65	—	22.25	—	0.86	—
18. Receipt of bonus shares (of face value of Rs.10/-) .....	—	25.00	—	—	—	—	—	—
19. Remuneration .....	—	—	—	489.26	—	—	—	296.58
Debit balance outstanding at year end - outstanding receivables .....	11931.30	—	3973.24	—	548.40	—	3327.08	—
Credit balance outstanding at year end - outstanding payables .....	195.56	—	—	255.00	204.87	—	0.16	85.00

c) **Details of material related party transactions included in (b) above**

(Rs. in lacs)

	2011-2012			2010-2011		
	Associates	Other subsidiaries of Promoter	KMP	Associates	Other subsidiaries of Promoter	KMP
<b>Subscription to equity shares</b>						
Tata Industries Ltd. ....	—	—	—	—	620.39	—
Tata Teleservices Ltd. ....	—	179.33	—	—	177.49	—
<b>Interest received on debentures</b>						
Tata Capital Ltd. ....	—	177.45	—	—	—	—
<b>Dividends received</b>						
Tata Asset Management Ltd. ....	289.60	—	—	394.91	—	—
Amalgamated Plantations Pvt. Ltd. ....	90.00	—	—	180.00	—	—
Tata Autocomp Systems Ltd. ....	—	120.00	—	—	232.08	—
Tata Consultancy Services Ltd. ....	—	97.38	—	—	102.09	—
<b>Deposits placed</b>						
Tata Autocomp Systems Ltd. ....	—	—	—	—	2500.00	—
Infiniti Retail Ltd. ....	—	—	—	—	2500.00	—
Tata Sky Ltd. ....	—	2500.00	—	—	1500.00	—
Tata Consulting Engineers Ltd. ....	—	—	—	—	1500.00	—
Tata Capital Ltd. ....	—	—	—	—	2500.00	—
<b>Deposits withdrawn</b>						
Tata Consulting Engineers Ltd. ....	—	500.00	—	—	2500.00	—
Infiniti Retail Ltd. ....	—	—	—	—	2500.00	—
Tata Sky Ltd. ....	—	2500.00	—	—	2500.00	—
Tata Capital Ltd. ....	—	—	—	—	2500.00	—
Tata Realty and Infrastructure Ltd. ....	—	—	—	—	2500.00	—
Tata Autocomp Systems Ltd. ....	—	2500.00	—	—	—	—
<b>Interest on deposit placed</b>						
Tata Autocomp Systems Ltd. ....	—	146.70	—	—	—	—
Infiniti Retail Ltd. ....	—	—	—	—	93.36	—
Tata Realty & Infrastructure Ltd. ....	—	0.68	—	—	55.68	—
Tata Sky Ltd. ....	—	141.47	—	—	27.95	—
Tata Consulting Engineers Ltd. ....	—	1.23	—	—	109.23	—
Tata Capital Ltd. ....	—	—	—	—	52.67	—
<b>Purchase of investments</b>						
Tata Capital Ltd. ....	—	2500.00	—	—	—	—
Tata AIG General Insurance Co. Ltd. ....	—	2091.16	—	—	—	—
<b>Purchase of Fixed Assets</b>						
Infiniti Retail Ltd. ....	—	0.46	—	—	2.35	—
<b>Rent Paid</b>						
Ewart Investments Ltd. ....	—	52.94	—	—	52.94	—
<b>Brokerage paid</b>						
Tata Securities Ltd. ....	—	5.52	—	—	6.10	—
<b>Telephone call charges</b>						
Tata Teleservices (Maharashtra) Ltd. ....	—	3.69	—	—	2.53	—
<b>Other expenses</b>						
TC Travel and Services Ltd. ....	—	0.65	—	—	0.86	—
<b>Receipt of bonus shares</b> (of face value of Rs.10/-)						
Tata Trustee Company Ltd. ....	25.00	—	—	—	—	—
<b>Remuneration</b>						
Mr. M. J. Kotwal ....	—	—	259.85	—	—	101.43
Mr. A.N. Dalal ....	—	—	229.41	—	—	195.15

## 13. Employee benefits :

## Defined benefit plans – As per actuarial valuation as at 31st March, 2012

(Rs. in lacs)

		Gratuity(Funded)	Previous Year Gratuity(Funded)
A	Expenses recognised in the statement of Profit and Loss for the year		
	1. Current service cost	9.82	8.69
	2. Interest cost	13.89	12.89
	3. Expected return on plan assets	(13.75)	(12.56)
	4. Net actuarial (gain)/loss recognised during the year	2.22	20.38
	5. Expenses / (Income) recognised in the Statement of Profit and Loss (Note 3.4)	12.18	29.40
B	Actual return on plan assets for the year		
	1. Expected return on plan assets	13.75	12.56
	2. Actuarial gain / (loss) on plan assets	2.11	0.07
	3. Actual return on plan assets	15.86	12.63
C	Net Asset/(Liability) recognised in the Balance Sheet at the end of the year		
	1. Present value of the Defined Benefit obligation	210.99	196.16
	2. Fair value of plan assets	210.99	196.16
	3. Net Asset/(Liability) recognised in the Balance Sheet	-	-
D	Changes in Defined Benefit Obligation during the year		
	1. Present value of the Defined Benefit obligation at the beginning of the year	196.16	152.40
	2. Current service cost	9.82	8.69
	3. Interest cost	13.89	12.89
	4. Benefits Paid	(13.21)	-
	5. Actuarial (gain)/loss on obligation	4.33	20.45
	6. Liabilities assumed on acquisition	-	1.73
	7. Present value of obligation as at the end of the year	210.99	196.16
E	Changes in Fair Value of plan assets during the year		
	1. Fair value of plan assets at the beginning of the year	196.16	152.40
	2. Expected return on plan assets	13.75	12.56
	3. Contributions made	12.18	29.40
	4. Benefits Paid	(13.21)	-
	5. Actuarial gain/(loss) on plan assets	2.11	0.07
	6. Assets acquired on acquisition	-	1.73
	7. Fair value of plan assets at the end of the year	210.99	196.16
F	Major Categories of plan assets as a percentage of total plan assets		
	1. Central Government Securities	34.66%	21.88%
	2. State Government Securities	3.57%	3.84%
	3. Public Sector Bonds	54.11%	58.19%
	4. Cash at Bank	7.66%	16.09%
G	Actuarial assumptions		
	1. Discount rate	8.30%	8.10%
	2. Expected rate of return on plan assets	8.25%	8.25%
	3. Mortality	Published rates under LIC (1994-96) mortality tables	
H	Experience adjustments		
	1. On Plan liabilities	6.44	21.48
	2. On Plan assets	2.11	0.07
I	Other long term benefits		
	The defined benefit obligations which are provided for but not funded are as under :-		
	1. Long Service Award	24.12	23.30
	2. Compensated Absences	144.19	130.05

## Notes :

- Gratuity is administered through a trust fund recognised by the Income Tax Act, 1961.
- Future salary increases considered in actuarial valuation take into account inflation, seniority, promotion and other retirement factors.
- The expected rate of return on plan assets is based on expectation of the average long term rate of return on investments of the Fund during the estimated term of the obligations.
- The best estimate of the expected contribution for the next year amounts to Rs.9.00 lacs (Previous Year Rs. 10.00 lacs).
- Experience adjustments for the year ended 31st March, 2010, on plan liabilities is Rs. (-) 6.26 lacs and on the plan assets is Rs. Nil.
- The above information is certified by the actuary and relied upon by statutory auditors.

- g) The Company has recognised the following amounts in the Statement of Profit and Loss (Details in note 3.4).

	(Rs. In lacs)	Previous Year
Compensated absences and long service awards (included under salaries) .....	<b>21.53</b>	(41.41)
Contributions to provident and other funds include		
- Provident Fund .....	<b>26.04</b>	23.35
- Superannuation Fund .....	<b>19.98</b>	17.97
- Employees' State Insurance Scheme .....	<b>0.23</b>	3.01
- Retiring gratuities including contribution to gratuity fund .....	<b>12.18</b>	29.40
	<b>58.43</b>	73.73

14. The following additional information (other than what is already disclosed elsewhere) is disclosed in terms of RBI Circular (Ref. No.DBNS.200/CGM CPR-2008) dated 1st August, 2008.

(a) **Capital to Risk Assets Ratio (CRAR) -**

Items	Current Year*	Previous Year
i) CRAR (%) .....	<b>101.68</b>	115.01
ii) CRAR - Tier I capital (%) .....	<b>101.67</b>	114.98
iii) CRAR - Tier II capital (%) .....	<b>0.01</b>	0.03

\*NBS-7 return yet to be filed.

(b) **Exposure to Real Estate Sector -**

		Category	Current Year	Previous Year
a)	<b>Direct exposure</b>			
i)	<b>Residential Mortgages -</b> Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented;		-	-
ii)	<b>Commercial Real Estate -</b> Lending secured by mortgages on commercial real estates Exposure would also include non-fund based (NFB) limits;		-	-
iii)	<b>Investments in Mortgage Backed Securities (MBS) and other securitised exposures -</b>			
	a. Residential		-	-
	b. Commercial Real Estate		-	-
b)	<b>Indirect Exposure</b> Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs) #		<b>13698.77</b>	2885.39

# represents investments in equity shares / venture capital funds / bonds.

(c) **Asset Liability Management -**

**Maturity pattern of certain items of assets and liabilities as on 31.3.2012**

	1 day to one month	Over one month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
<b>Liabilities</b>									
Borrowings from banks	—	—	—	—	—	—	—	—	—
Market Borrowings	—	—	—	—	—	—	—	—	—
<b>Assets</b>									
Advances	10.01	—	—	50.91	—	—	—	—	60.92
Investments @	58.84	—	24.32	20.00	25.00	77.61	138.60	325.39	669.76

@ Equity shares and fully convertible preference shares amounting to Rs.1137.51 crores, are not included above, since there is no set maturity pattern for the same.

In compiling the information in the above note, certain assumptions have been made by the Company and the same have been relied upon by the Auditors.

15. The Revised Schedule VI has become effective for financial years commencing on or after 1st April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. However, it does not impact recognition and measurement principles followed for preparation of the financial statements. Previous year's figures have been regrouped/reclassified, wherever necessary, to correspond with current year's classification / disclosure.



		(Rs. in lacs)					
<u>Long Term investments :</u>		<u>Amount outstanding</u>	<u>Previous Year Amount outstanding</u>				
<b>1. Quoted :</b>							
(i) Shares: (a) Equity .....		88426.11	75564.24				
(b) Preference .....		1228.83	2457.66				
(ii) Debentures/Bonds .....		47465.11	7889.13				
(iii) Units of mutual funds .....		—	1018.50				
(iv) Government Securities .....		2444.30	1504.45				
(v) Others .....		—	—				
<b>2. Unquoted :</b>							
(i) Shares : (a) Equity .....		19553.15	17304.07				
(b) Preference .....		3534.73	6500.00				
(ii) Debentures and Bonds .....		—	—				
(iii) Units of mutual funds .....		8383.81	9643.02				
(iv) Government Securities .....		—	—				
(v) Others - Units of venture capital fund .....		2749.86	2534.95				
<b>TOTAL</b>		<u>180760.84</u>	<u>129088.44</u>				
<b>(5) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances (including other Current Assets)</b>							
	<u>Secured</u>	<u>Unsecured</u>	<u>Total</u>	<u>Previous Year</u>	<u>Secured</u>	<u>Unsecured</u>	<u>Total</u>
<b>1. Related Parties</b>							
a) Subsidiaries .....	—	—	—	—	—	—	—
b) Companies in the same group .....	—	1300.68	1300.68	—	3327.08	3327.08	3327.08
c) Other related parties .....	—	4101.35	4101.35	—	48.40	48.40	48.40
<b>2. Other than related parties .....</b>							
	—	20405.92	20405.92	—	32359.01	32359.01	32359.01
<b>TOTAL</b>	—	<u>25807.95</u>	<u>25807.95</u>	—	<u>35734.49</u>	<u>35734.49</u>	<u>35734.49</u>
<b>(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :</b>							
Category	<u>Market Value/Break up or fair value or NAV</u>	<u>Book Value (Net of Provisions)</u>	<u>Previous Year</u>	<u>Market Value/Break up or fair value or NAV</u>	<u>Book Value (Net of Provisions)</u>		
<b>1. Related Parties</b>							
a) Subsidiaries .....	—	—	—	—	—		
b) Companies in the same group .....	51174.10	21787.71	—	49530.29	18731.56		
c) Other related parties .....	19874.39	9702.29	—	12378.20	3703.39		
<b>2. Other than related parties .....</b>							
	376127.82	149270.84	—	343944.61	106653.49		
<b>TOTAL</b>	<u>447176.31</u>	<u>180760.84</u>	—	<u>405853.10</u>	<u>129088.44</u>		
<b>(7) Other Information</b>							
						<u>Previous Year</u>	
<b>(i) Gross Non-Performing Assets</b>							
(a) Related parties .....						—	—
(b) Other than related parties .....						—	—
<b>(ii) Net Non-Performing Assets</b>							
(a) Related parties .....						—	—
(b) Other than related parties .....						—	—
<b>(iii) Assets acquired in satisfaction of debt .....</b>							
						—	—

Signatures to notes to financial statements  
and NBFC (Non-Deposit Accepting or Holding)  
Companies Prudential Norms (RBI) Directions, 2007.

For and on behalf of the Board,

N.N.TATA Chairman  
F.N.SUBEDAR Vice Chairman

M. J. KOTWAL  
Executive Director &  
Secretary

A.N.DALAL  
Executive Director -  
Investments

A. B. K. DUBASH  
K. A. CHAUKAR  
H.N.SINOR  
P. P. SHAH  
Z.DUBASH  
A.CHANDRA } Directors

Mumbai, 18<sup>th</sup> May, 2012.

## FINANCIAL STATISTICS

(For the last 20 years)

(Rupees in lacs)

Year	Paid up Capital	Reserves and Surplus	Total Borrowings	Investments (at or below cost)	Other assets less other liabilities (net)	Total Income (including net interest)	Total Expenses (including net interest)	Profit before Tax	Profit after Tax	Dividend/ Dividend Tax	Dividend on Ordinary Shares (%)	Realisable value of investments	Debt/ Equity ratio	Number of companies invested in (excluding mutual fund units)
1992-93	641.65	5070.11	3171.37	8284.86	598.27	1161.52	172.55	988.97	769.45	205.76	35	32535	0.56:1	318
1993-94	749.16	6411.55	3009.50	9479.26	690.95	1959.70	438.56	1521.14	1241.57	278.16	40	57618	0.42:1	333
1994-95	1223.74	10392.59	1258.00	11208.45	1665.88	2474.53	291.00	2183.53	1692.27	406.45	35	55210	0.11:1	395
1995-96	1223.74	11742.45	2274.15	12744.09	2496.25	2541.06	205.69	2335.37	1778.17	428.31	35	53056	0.18:1	419
1996-97	1223.74	13118.45	2087.91	13591.59	2838.51	2835.32	401.93	2433.39	1981.73	605.75	45	42691	0.15:1	410
1997-98	1243.13	15413.49	2778.84	17084.43	2351.03	2716.28	563.98	2152.30	2005.98	615.35	45	44749	0.17:1	441
1998-99	1243.13	16991.09	2144.40	18847.74	1530.88	2832.33	398.45	2433.88	2267.54	689.94	50	41707	0.12:1	429
1999-00	1641.01	21331.23	3490.66	26881.99	(419.09)	4672.76	710.50	3962.26	3720.98	1507.41	60	72170	0.15:1	409
2000-01	1641.01	24416.19	1421.72	27322.59	156.33	4480.76	398.16	4082.60	4112.72	1085.03	60	46401	0.05:1	353
2001-02	1969.18	28619.95	3193.73	30003.04	3779.82	5032.73	521.01	4511.72	4396.73	1085.03	60	49982	0.10:1	308
2002-03	2297.36	32516.38	1019.94	31693.13	4140.55	5280.11	341.21	4938.90	4582.38	1181.51	60	54511	0.03:1	253
2003-04	2297.36	37946.15	3875.18	45501.06	(1382.37)	9036.69	486.62	8550.07	8055.68	2617.62	101	118476	0.10:1	238
2004-05	2297.36	46357.29	633.70	51652.21	(2363.86)	11918.47	528.63	11389.84	11237.53	3148.25	120	149005	0.01:1	237
2005-06	3446.04	56807.47	417.89	62462.40	(1791.00)	17087.84	628.56	16459.28	16314.07	4715.21	120	243807	0.01:1	231
2006-07	3446.04	68635.94	53.31	75358.83	(3223.54)	20413.52	639.93	19773.59	18164.87	6047.54	150	221000	0.01:1	229
2007-08	3446.04	81066.83	-	88819.05	(4306.18)	21007.65	776.24	20231.41	18585.20	6047.54	150	306572	0.00:1	184
2008-09	3446.04	91080.56	44774.23	121921.98	17378.85	21344.33	997.00	20347.33	18629.02	6047.54	150	216627	0.00:1*	178
2009-10	4823.71	148153.89	-	130552.19	22425.41	23262.10	981.55	22280.55	19391.59	7256.39	150	363807	0.00:1	197
2010-11	4823.71	159144.91	-	129088.44	34880.18	24727.83	1281.18	23446.65	19858.86	8999.78	160	405853	0.00:1	205
2011-12	5509.53	186583.20	-	180760.84	11331.89	20234.92	1667.27	18567.65	16158.69	13446.96	210**	447177+	0.00:1	171

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

\*Zero coupon fully convertible bonds not considered as debt.

\*\*Subject to shareholders approval and includes 50% for Platinum Jubilee dividend.

+Please see Para 4 of the Directors' Report.

## SUMMARY OF INVESTMENTS

DISTRIBUTION AMONG DIFFERENT INDUSTRIES AND CLASSES OF SECURITIES

(Quoted and Unquoted Investments)

	As at 31.3.2012	As at 31.3.2011
<b>I. Distribution among different industries as a percentage to the book value -</b>	<b>(%)</b>	<b>(%)</b>
Banks .....	5.83	4.86
Cement .....	1.35	1.80
Chemicals and Fertilizers .....	2.94	3.87
Electricity and Transmission .....	1.82	2.67
Electricals and Electronics .....	1.37	1.22
Engineering & Infrastructure .....	2.72	3.33
Fast Moving Consumer Goods .....	2.33	2.81
Finance and Investments .....	8.60	11.93
Healthcare .....	2.52	2.78
Hotels .....	3.41	4.79
Information Technology .....	4.59	5.58
Metals & Mining .....	4.92	6.59
Motor Vehicles and Ancillaries .....	7.75	9.59
Oil and Natural Resources .....	3.89	5.24
Retail .....	4.62	5.11
Telecommunications .....	1.41	1.85
Textiles .....	0.39	0.46
Transportation and Logistics .....	1.14	1.75
Miscellaneous & Diversified .....	5.15	6.39
Debentures/Bonds/Govt.Securities .....	27.18	7.23
Mutual Funds/Venture Capital Funds .....	6.07	10.15
	<b>100.00</b>	<b>100.00</b>
<b>II. Distribution among classes of securities as a percentage to the book value -</b>		
Debentures/Bonds/Govt.Securities .....	27.18	7.23
Equity Shares .....	64.16	75.73
Mutual Funds/Venture Capital Funds .....	6.07	10.15
Preference Shares .....	2.59	6.89
	<b>100.00</b>	<b>100.00</b>





# TATA INVESTMENT CORPORATION LIMITED

Regd. Office : Elphinstone Building, 10, Veer Nariman Road, Mumbai - 400 001.

## Attendance Slip

I hereby record my presence at the SEVENTY-FIFTH ANNUAL GENERAL MEETING of the Company at Rangaswar Auditorium, Y B Chavan Centre, 4<sup>th</sup> Floor, General Jaganath Bhosale Marg, Nariman Point, Mumbai - 400021 at 3.00 p.m. on Friday, 3rd August, 2012.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

- NOTES :
1. Shareholder/Proxyholder wishing to attend the meeting must bring this Attendance Slip to the meeting and hand it over at the entrance duly signed.
  2. Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

# TATA INVESTMENT CORPORATION LIMITED

Regd. Office : Elphinstone Building, 10, Veer Nariman Road, Mumbai - 400 001.

## Proxy

I/We .....  
of ..... in the district of .....  
being a Member/Members of the above named Company, hereby appoint .....  
..... of ..... in the district of ..... or failing him  
..... of ..... in the district of .....  
..... as my/our Proxy to attend and vote for me/us and on my/our  
behalf at the Seventy-Fifth Annual General Meeting of the Company, to be held on Friday, 3rd August, 2012  
and at any adjournment thereof.

Signed this ..... day of ..... 2012.

Folio No. : ..... # DP ID No. .... #Client ID No. ....

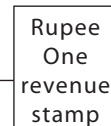
No. of Shares : .....

This form is to be used \*in favour of \_\_\_\_\_ the resolution. Unless otherwise instructed, the  
\* against  
Proxy will act as he thinks fit.

\*Strike out whichever is not desired.

#Applicable for shares held in electronic form.

Signature \_\_\_\_\_



NOTE : The Proxy must be returned so as to reach the Registered Office of the Company at Elphinstone Building, 10, Veer Nariman Road, Mumbai 400 001, not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.

**TATA INVESTMENT CORPORATION LIMITED**

Elphinstone Building 10 Veer Nariman Road Mumbai 400 001