



28<sup>th</sup> June, 2019

The General Manager  
Department of Corporate Services – Listing  
Corporate Relationship Department  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
Fax No. 2272 2039/ 2272 2041

Asst. Vice President  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra Kurla Complex  
Bandra (East)  
Mumbai 400 051  
Fax No. 2659 8237/2659 8238

**Scrip Code : 501301**

**Code: TATAINVEST**

Dear Sir,

**Sub: Annual Report – Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Eighty Second Annual General Meeting ('AGM') of the Company will be held on Tuesday, 30th July, 2019 at 10.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber Building, IMC Marg, Churchgate, Mumbai 400 020.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the Financial Year 2018-19 which is being dispatched/ sent to the members by the permitted mode(s).

The Annual Report for the Financial Year 2018-19 is uploaded on the website of the Company ([www.tatainvestment.com](http://www.tatainvestment.com)).

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
**TATA INVESTMENT CORPORATION LIMITED**

**( MANOJ KUMAR C V )  
CHIEF FINANCIAL OFFICER  
COMPANY SECRETARY**

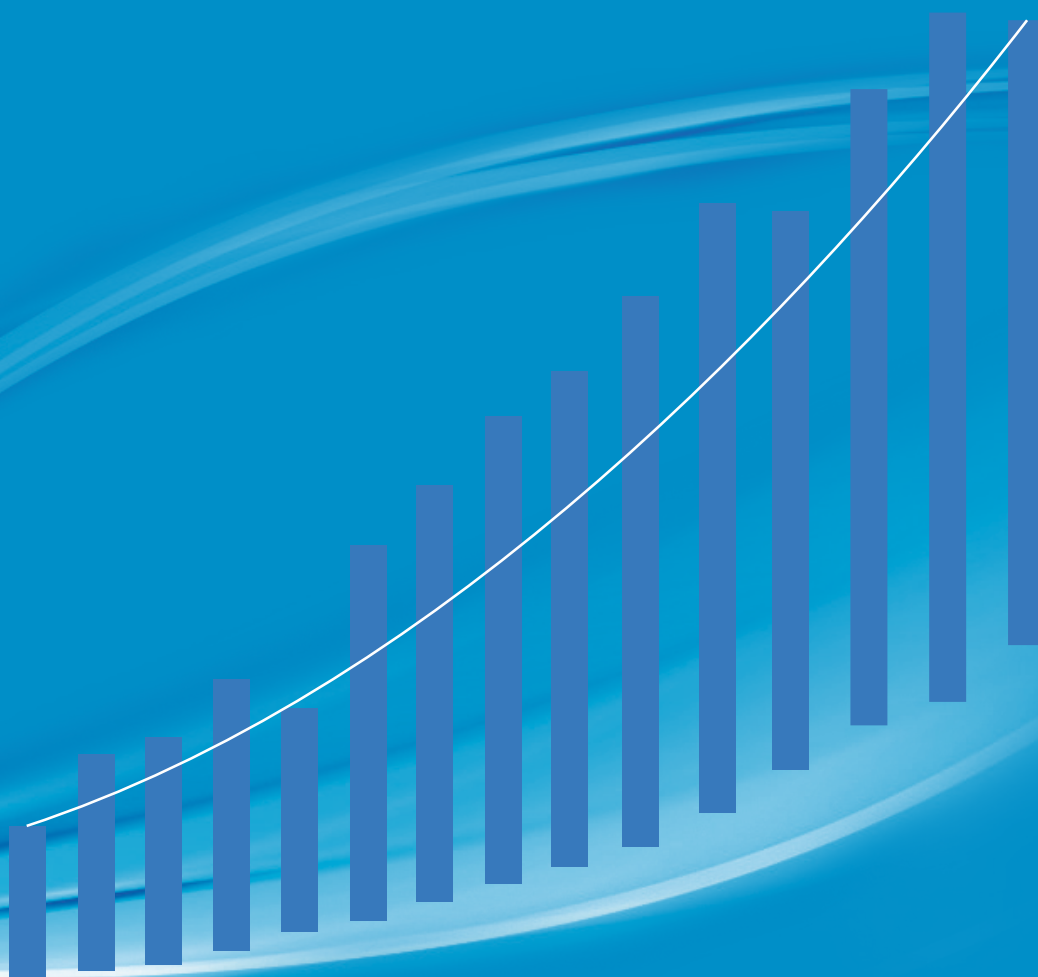
Encl: as above

**TATA INVESTMENT CORPORATION LIMITED**

Elphinstone Building 10 Veer Nariman Road Mumbai 400 001  
Tel 91 22 6665 8282 Fax 91 22 6665 7917 e-mail [ticl@tata.com](mailto:ticl@tata.com)  
website [www.tatainvestment.com](http://www.tatainvestment.com) CIN L67200MH1937PLC002622



# TATA INVESTMENT CORPORATION LIMITED



*82<sup>nd</sup> Annual Report  
2018-2019*

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**BOARD OF DIRECTORS :**

Mr. N. N. Tata (*Chairman*)  
 Mr. F. N. Subedar (*Vice Chairman*)  
 Mr. A. B. K. Dubash (*upto 22.09.2018*)  
 Mr. H. N. Sinor  
 Mr. P. P. Shah  
 Mr. A. N. Dalal (*Executive Director*)  
 Mr. Z. Dubash  
 Ms. V. Bhandarkar  
 Mr. Suprakash Mukhopadhyay (*w.e.f 14.06.2018*)

**Chief Financial Officer & Company Secretary :**

Mr. Manoj Kumar C V

**Registered Office :**

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

**Principal Bankers :**

ICICI Bank Ltd.  
 HDFC Bank Ltd.

**Auditors :**

M/s. Kalyaniwalla & Mistry, LLP  
 Chartered Accountants

**Registrar & Transfer Agents :**

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

**Annual General Meeting on Tuesday, 30th July, 2019 at Walchand Hirachand Hall, 4th Floor,  
 Indian Merchants' Chamber (IMC) IMC Building, IMC Marg, Churchgate, Mumbai 400 020, at 10.30 a.m.**

**NOTICE**

Notice is hereby given that the **EIGHTY SECOND ANNUAL GENERAL MEETING (AGM) OF TATA INVESTMENT CORPORATION LIMITED** will be held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC) IMC Building, IMC Marg, Churchgate, Mumbai 400 020, on **Tuesday, 30th July, 2019 at 10.30 a.m.** to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon.
3. To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2019.
4. To appoint a Director in place of Mr. Noel N. Tata (DIN 00024713), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS :**

5. **Re-appointment of Mr. Zubin Dubash as an Independent Director :**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Zubin Dubash (DIN 00026206), who was appointed as an Independent Director at the seventy-seventh Annual General Meeting of the Company and who holds office up to 4th August, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing with effect from 5th August, 2019 upto 16th March, 2020."

**Notes:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of the business under Item No. 5 above is annexed hereto. The relevant details of the Director seeking re-appointment under Item Nos. 4 and 5 above, pursuant to Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable.

Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the company, authorizing them to attend and vote on their behalf at the AGM.

Members, proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

3. A route map giving directions to reach the venue of the 82nd AGM of the Company is given at the end of the Report.

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

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 82nd AGM by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Ltd. ("NSDL").

*The process and manner to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 are mentioned below :**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' Section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****    |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below :

- a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve the 'initial password', you need to enter the 'initial password' and system will force you to change the password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) if your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password :
  - a) Click on **"Forgot user details/Password?"** (if you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b) **Physical User Reset Password?**(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get your password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, click on Agree to "terms and conditions" by selecting the checkbox.
8. Now, you will have to click on "login" button.
9. After you click on the "login" button, Home page of your e-voting will open.

**Details on Step 2 are given below :****How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote The EVEN for Tata Investment Corporation Limited is 110825.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders :**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory

(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ticl.scrutinizer@gmail.com](mailto:ticl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

- a) Members holding shares in either physical or dematerialized form as on **Tuesday, 23rd July, 2019, ("Cut-Off Date")**, may cast their votes electronically. The e-voting period for the Members who hold shares as on the Cut-Off Date commences on **Friday, 26th July, 2019 (9.00 a.m. IST)** and ends on **Monday, 29th July, 2019 (5.00 p.m. IST)**. The e-voting module shall be disabled by NSDL for voting thereafter.

Facility of voting through ballot paper shall be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

- b) Members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.

A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes than the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

- c) The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as on Cut-Off Date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- d) Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the Cut-Off Date may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- e) Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhabliwala (Membership No. FCS 8331) or failing him, Ms. Sarvari Shah (Membership No. FCS 9697) of M/s. Parikh & Associates, Practicing Company Secretaries, have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting at the Meeting, in a fair and transparent manner.
- f) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, and thereafter unblock the votes cast through remote e-voting, in the presence of atleast two (2) witnesses not in the employment of the Company.
- g) The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make, not later than 48 hours from the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- h) The Chairman or the person authorised by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's Register Office, Company's website [www.tatainvestment.com](http://www.tatainvestment.com) and on the website of NSDL

immediately after their declaration, and shall also be communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.

- i) Subject to the receipt of requisite number of votes, the Resolution forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. **Tuesday, 30th July, 2019**.
  - i) In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 6. Book Closure and Dividend :**
- a) **The Register of Members and the Share Transfer Books of the Company will be closed from Wednesday, 17th July, 2019 to Tuesday, 23rd July, 2019 (both days inclusive).**
  - b) If dividend on Equity Shares, as recommended by the Board, is approved by the shareholders at the AGM, it will be paid on or after Thursday, 1st August, 2019, as under:
    - (i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on the end of 16th July, 2019.
    - (ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid requests for transmission or transposition of shares lodged with the Company on or before the close of business hours on 16th July, 2019.
- 7.** As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019 except in case of request received for transmission or transposition of securities, in view of this and to eliminate all risks associated with physical shares and for ease of portfolio managements, members holding shares in physical form are requested to consider converting their shares holdings to dematerialised form. Members can contact the Company or Company's Registrar and Transfer Agent–TSR Darashaw Limited ("TSRDL") for assistance in this regard.
- Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or TSRDL, the details of such folios together with the share certificates to consolidate their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 8. Payment of dividend through electronic means :**
- a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company has provided facility to the Members for remittance of dividend electronically through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Folio Number along with an original cancelled cheque, to the Company's Share Registrar and Transfer Agent, TSR Darashaw Ltd.). Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
  - b) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
  - c) In case of joint holders attending the AGM, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to receive dividend.
- 9.** Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrar and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrar and Transfer Agents.



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

**11. Nomination Facility :**

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

**12. Unclaimed Dividends :**

Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government.

Further attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to Unpaid Dividend Account of the Company.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred all shares in respect of which dividend declared for the financial year 2010-11 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the website of the Company to ascertain details of shares transferred to IEPF Authority.

The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2010-11, from time to time, to the Fund. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with Company on the website of the Company and the same can be accessed through the link: <https://www.tatainvestment.com/images/Details-of-Unpaid-Unclaimed-Dividend.pdf>. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: [www.mca.gov.in](http://www.mca.gov.in).

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2012 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of the dividend/shares to the Fund/IEPF Authority

Members/claimants whose shares, unclaimed dividend, sales proceeds of fractional shares etc. have been transferred to the IEPF Authority or the Fund, as the case maybe, may claim the shares or apply for the refund by making an application to the IEPF Authority in Form IEPF-5 (available on [iepf.gov.in](http://iepf.gov.in)) along with requisite fees as decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

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

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

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company / Share Registrar and Transfer Agents to record additional details of members, including their PAN details,

email address, bank details for payment of dividend etc. A form for capturing the additional details is appended in this Annual Report.

Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrar and Transfer Agents - TSRDL. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

15. Electronic copy of the Annual Report for 2018-19 is being sent to all Members whose email addresses are registered with the Company / Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent through the permitted mode.
16. To support the "Green Initiative", Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrar and Transfer Agent - TSRDL. Members holding shares in electronic form are requested to register their email IDs with their Depository Participants.
17. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at [www.tatainvestment.com](http://www.tatainvestment.com)

By Order of the Board of Directors

**MANOJ KUMAR C V**  
**Chief Financial Officer &**  
**Company Secretary**

Mumbai, 10th May, 2019

*Registered Office:*

**Tata Investment Corporation Limited**

CIN L67200MH1937PLC002622

Elphinstone Building

10 Veer Nariman Road

Mumbai 400 001

Tel. No. 6665 8282, Fax No.6665 7917

E-mail address: [ticl@tata.com](mailto:ticl@tata.com)

Website: [www.tatainvestment.com](http://www.tatainvestment.com)

## **EXPLANATORY STATEMENT**

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business under Item No.5 of the accompanying Notice dated 10th May, 2019.

### **ITEM NO. 5:**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Zubin Dubash (DIN 00026206) as Independent Director, not liable to retire by rotation, for a second term from 5th August, 2019 to 16th March, 2020. Mr. Dubash was appointed as Independent Director at the seventy seventh Annual General Meeting ("AGM") of the Company and holds office up to 4th August, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Zubin Dubash would be beneficial

to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Zubin Dubash holds a Bachelor's Degree in Commerce from Mumbai University and has done Masters in Business Administration from The Wharton School, Philadelphia. He is a Chartered Accountant from the Institute of Chartered Accountants, England and Wales and has over 39 years of international experience in finance and business development. Mr. Zubin Dubash was Executive President of ATC Tires Private Limited. He was the Managing Director and Head India, DSP Merrill Lynch Limited., Global Private Equity and the Group CFO and a key member of the leadership team of WNS Holdings Limited (NYSE listed company). Presently, he is Chief Operating Officer of Warburg Pincus India Private Limited.

Further details and current directorships have been given in the Annexure to this Notice. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Zubin Dubash as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. Zubin Dubash and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

Mr. Zubin Dubash is not related to any other Directors and Key Managerial Personnel of the Company. The details of the Director along with a brief resume is given in the Annexure to the Notice.

By Order of the Board of Directors

**MANOJ KUMAR C V**  
**Chief Financial Officer &**  
**Company Secretary**

Mumbai, 10th May, 2019

*Registered Office:*

**Tata Investment Corporation Limited**

CIN L67200MH1937PLC002622

Elphinstone Building

10 Veer Nariman Road

Mumbai 400 001

Tel. No. 6665 8282, Fax No.6665 7917

E-mail address: [ticl@tata.com](mailto:ticl@tata.com)

Website: [www.tatainvestment.com](http://www.tatainvestment.com)

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

**[Pursuant to Regulations 26(4) and 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings]**

| <b>Name of the Director</b>  | <b>Mr. Noel N. Tata</b>  | <b>Mr. Zubin Dubash</b>                                |
|--|--|--|
| Director Identification No. (DIN)  | 00024713   | 00026206   |
| Date of Birth  | 12.11.1956   | 16.08.1959   |
| Date of first Appointment  | 09.06.2004   | 17.03.2010   |
| Expertise in specific functional areas   | Marketing, Administration & Investments  | Investment & Finance                                   |
| Qualifications   | B.A. (Economics) University of Sussex IEP, INSEAD, France  | B.Com., (Hons.) ACA (England and Wales), MBA (Wharton) |
| No. of Shares held in the Company (as on 31.3.2019)  | 19,145 Ordinary Shares   | Nil  |
| Relationships between Directors and Key Managerial Personnel inter-se  | None   | None   |
| Directorships held in other companies (excluding Section 8, private and foreign companies) (as on 31.3.2019)                     | Trent Ltd. (Chairman)<br>Tata International Ltd. (Managing Director)<br>Voltas Ltd.<br>Titan Company Ltd.<br>Kansai Nerolac Paints Ltd.<br>The Cricket Club of India Ltd.    | Trent Ltd.   |
| Position held in mandatory Committees (i.e., Audit Committee and Stakeholders' Relationship Committee) of other public companies | Trent Ltd.<br>(Member: Audit Committee)<br>Voltas Ltd.<br>(Chairman: Shareholders'/Investors Grievance Committee)<br>Kansai Nerolac Paints Ltd.<br>(Member: Audit Committee) | Trent Ltd.<br>(Member: Audit Committee)                |

For other details such as number of meetings of the Board attended during the year and remuneration drawn in respect of Mr. Noel N. Tata and Mr. Zubin Dubash, please refer to the Corporate Governance Report.

## BOARD'S REPORT

TO  
THE MEMBERS,

The Directors present their Eighty Second Annual Report with the Audited Financial Statements for the year ended 31st March, 2019.

### 1. FINANCIAL RESULTS (under Ind AS) :

|  | Standalone    |                                | Consolidated  |                                |
|--|---------------|--------------------------------|---------------|--------------------------------|
|  | (₹ in crores) | Previous Year<br>(₹ in crores) | (₹ in crores) | Previous Year<br>(₹ in crores) |
| Dividend, Interest, Net gain on Fair Value changes & Others .....      | <b>181.74</b> | 160.87                         | <b>177.05</b> | 157.71                         |
| Other Income .....   | <b>0.10</b>   | 0.10                           | <b>0.10</b>   | 0.10                           |
| Total Income .....   | <b>181.84</b> | 160.97                         | <b>177.15</b> | 157.81                         |
| Total Expenses .....   | <b>21.21</b>  | 18.98                          | <b>21.31</b>  | 19.25                          |
| Share in Profit and Loss of Associates .....                           | -             | -                              | <b>(8.90)</b> | 8.38                           |
| Profit before tax .....  | <b>160.63</b> | 141.99                         | <b>146.94</b> | 146.94                         |
| Less: Current tax and Deferred tax .....                               | <b>12.98</b>  | 15.35                          | <b>13.12</b>  | 15.82                          |
| Profit after tax .....   | <b>147.65</b> | 126.64                         | <b>133.82</b> | 131.12                         |
| Less: Non Controlling Interest.....                                    | -             | -                              | <b>(0.04)</b> | (0.05)                         |
| Profit attributable to equity holder of the Company .....              | <b>147.65</b> | 126.64                         | <b>133.78</b> | 131.07                         |
| Earnings Per Share Basic and Diluted (Rupees) .....                    | <b>27.02</b>  | 22.99                          | <b>24.48</b>  | 23.79                          |
| Opening balance of retained earnings.....                              | <b>577.45</b> | 504.32                         | <b>669.33</b> | 588.06                         |
| Profit for the year .....  | <b>147.65</b> | 126.64                         | <b>133.78</b> | 131.07                         |
| Other Comprehensive Income (OCI) .....                                 | <b>(0.49)</b> | (0.20)                         | <b>(0.44)</b> | 1.89                           |
| Realised gains on equity shares carried at fair value through OCI..... | <b>118.78</b> | 113.54                         | <b>118.72</b> | 116.24                         |
| The Directors have made the following appropriations -                 |               |                                |               |                                |
| Dividend (including tax on dividend)* (Refer Para 3) .....             | <b>132.85</b> | 119.35                         | <b>132.85</b> | 119.35                         |
| Buy Back expenses.....   | <b>3.47</b>   | -                              | <b>3.47</b>   | -                              |
| Transfer to Statutory Reserve.....                                     | <b>29.53</b>  | 47.50                          | <b>29.87</b>  | 48.60                          |
| Closing balance of retained earnings .....                             | <b>677.54</b> | 577.45                         | <b>757.81</b> | 669.33                         |

\* Pertaining to dividend for the Financial Year 2017-18, paid in 2018-19

### 2. OPERATIONS :

The Standalone Operating Income of the Company is derived from a mix of dividend, interest income and other income. The profit from sale of long-term equity investments (post tax) for the year ended 31st March, 2019 is ₹ 118.78 crores as compared to ₹ 113.54 crores for the FY 2017-18 which have been carried at Fair Value through Other Comprehensive Income. The standalone profit before tax for the year under review is ₹ 160.63 crores as against ₹ 141.99 crores for the FY 2017-18, whereas the profit after tax for the year under review stands at ₹ 147.65 crores as against ₹ 126.64 crores for the FY 2017-2018. The Consolidated profit after tax for the year amounted to ₹ 133.82 crores as compared to ₹ 131.12 crores for the FY 2017-18.

The total number of companies held in the equity / bond portfolio of the Company stands at 91 as on 31st March, 2019, out of which 70 are Quoted and 21 are Unquoted companies.

**3. DIVIDEND :**

The Directors are pleased to recommend a dividend of ₹ 20 per share (200%) on the paid up capital of ₹ 50.59 crores aggregating ₹ 121.99 crores including dividend distribution tax. In FY 2017-18, the Company had paid dividend of ₹ 20 per share (200%) including a Special Dividend of ₹ 2 per share (20%) .

**4. TRANSFER TO RESERVES :**

The closing balance of the retained earnings of the Company for FY 2018-19, after all appropriation and adjustments was ₹ 677.54 crores.

**5. IMPLEMENTATION OF IND AS AND ITS IMPACT :**

The Ministry of Corporate Affairs, in its press release dated 18th January, 2016, had issued a roadmap for implementation of Indian Accounting Standards (Ind AS) for Non-Banking Financial Companies (NBFCs). This roadmap required NBFCs to prepare Ind AS based financial statements for the accounting periods beginning from 1st April, 2018 onwards with comparatives for the periods beginning 1st April, 2017. Accordingly, the Company has prepared the accompanying financial statements as per Ind AS with the comparative financials for the FY 2017-18.

The implementation of Ind AS has resulted in significant changes to the way the Company has been preparing and presenting its financial statements from the erstwhile Indian GAAP. The areas that have significant accounting impact on the application of Ind AS based on the Ind AS mandatory exceptions and the optional exemptions elected by the Company, are summarised below:

- Investment in Equity Instruments and Fixed Income Securities are measured at Fair Value through Other Comprehensive Income (OCI). The realised gains/losses on sale of equity investments, other than fixed income securities, are reclassified to retained earnings from OCI which forms part of Other Equity in the Balance sheet.
- Investment in Mutual funds and Venture Capital funds are measured at Fair Value and change thereon are carried through the Statement of Profit and Loss.
- Interest income is recognised in the income statement using the effective interest method, whereby the coupon, fees net of transaction costs and all other premiums or discounts will be amortised over the life of the financial instrument.
- Gains realized on divestment of fixed income securities is recognised through Statement of Profit and Loss.

Therefore, following the transition to Ind AS, the operating income of the Company now mainly constitutes dividend, Interest income, gains or losses on sale of fixed income securities and change in fair value of investments classified through statement of profit and loss. Gains or losses on sale of equity investments, which hitherto had been disclosed in statement of profit and loss under erstwhile Indian GAAP, has been reclassified to retained earnings from the Other Comprehensive Income which has led to a significant reduction in the operating income of the Company.

## 6. VALUE CREATED :

Shareholders will recall that for the first time in the Annual Report of 31st March, 2015 the Company had shared the “Value Created” over a 15 year period. The table below analyses the performance of the Company’s portfolio rolling over the period to the 15 years prior to the closing of the current financial year 31st March 2019. “Value Created” is a measure which evaluates the wealth created net of the capital invested by the shareholders. “Value Created” is the Realisable Value of Investments as on 31st March to which is added Net Other Assets and Fixed assets while any contribution from shareholders is reduced (i.e. equity and share premium). The following table shows the Value Created over 15 year period and comparative returns to the Benchmark.

| Year End<br>(31st March) | Realisable Value<br>of Investments<br>(A)<br>(₹ crs) | Net Current<br>Assets<br>(B)<br>(₹ crs) | Shareholder Funds<br>(Equity+Share Premium)<br>(C)<br>(₹ crs) | Value Created<br>(A)+(B)-(C)<br>(₹ crs) | BSE 200 |
|--------------------------|--|---|---|---|---------|
| 2004                     | 1,184.76   | (13.82)                                 | 77.09   | 1,093.85                                | 733.53  |
| 2019                     | 9,340.91   | 9.96                                    | 355.12  | 8,995.75                                | 4907.57 |
|                          |  |   | <b>Nos of times (X)</b>                                       | 8.22                                    | 6.69    |
|                          |  |   | <b>CAGR</b>   | 15.08%                                  | 13.59%  |

Shareholders will be pleased to note that the “Value Created” has recorded a compounded annual growth rate (CAGR) of 15.08% vis-à-vis the BSE 200 CAGR of 13.59% for the 15 year period 31st March, 2004 to 31st March, 2019. It is heartening that this performance has been achieved while the management has endeavoured to reduce risk of the portfolio with a prudent allocation to unlisted equity and fixed income securities.

The Company has consistently declared dividend which over the last 15 years has aggregated ₹ 1,370 crores. Incrementally during the current year, the Company has carried out a Buyback of ₹ 450 crores. Thus, if the value of dividend and capital distributed were to be added to Value Created, the multiplier and returns of the portfolio would stand enhanced.

## 7. BUY BACK OF SHARES :

The Board of Directors of the Company at its meeting held on 16th November, 2018, had approved buyback up to 4,500,000 equity shares of ₹ 10 each, on a proportionate basis, at a price of ₹ 1,000 per equity share payable in cash for an aggregate consideration not exceeding ₹ 450 crores by way of a Tender Offer route through Stock Exchange Mechanism. The value of the Buy Back equals 23.17% of the paid up equity share capital and free reserves and representing 8.17% of the paid-up capital of the Company. The shareholders will appreciate that the buyback was made at a substantial premium of 42% over market price on the date of announcement. The Company has successfully completed the Buy back and 4,500,000 shares were extinguished on 22nd February, 2019.

The shareholders will be pleased to know that after the aforesaid distribution, the fair value of our portfolio stands at ₹ 9,341 crores as on 31st March, 2019.

**8. MANAGEMENT DISCUSSION & ANALYSIS :**

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

|  | <b>As on<br/>31.03.2019<br/>( in crores)</b> | As on<br>31.03.2018<br>( in crores) |
|--|--|-------------------------------------|
| <b>QUOTED INVESTMENTS</b>  |  |                                     |
| Net Book value .....   | <b>1,784.40</b>                              | 1,975.13                            |
| Market value.....  | <b>8,511.32</b>                              | 8,761.41                            |
| <b>UNQUOTED INVESTMENTS - (including Mutual Funds)</b>   |  |                                     |
| Net Book value.....  | <b>435.17</b>                                | 546.26                              |
| Estimated value (please see para below) .....  | <b>829.59</b>                                | 940.71                              |
| <b>TOTAL BOOK VALUE</b>  |  |                                     |
| Net Book value of all investments .....  | <b>2,219.57</b>                              | 2,521.39                            |
| <b>TOTAL MARKET VALUE</b>  |  |                                     |
| Total market value of quoted investments and estimated value of unquoted investments (subject to tax as applicable)..... | <b>9,340.91</b>                              | 9,702.12                            |
| <b>BANK DEPOSITS AND INTERCORPORATE DEPOSITS</b> .....   | <b>10.00</b>                                 | 10.00                               |
| <b>TOTAL NUMBER OF COMPANIES</b> (excluding Mutual Funds) .....  | <b>91</b>                                    | 109                                 |
| <b>Total Equity per Share</b>  |  |                                     |
| After tax (₹) .....  | <b>1,546</b>                                 | 1,485                               |

The Directors confirm that all the investments have been made with the intent to hold for long term appreciation, to enhance the income from dividends and are not held for trade.

The Company continues to remain invested in leaders in sectors, which we believe have potential to remain value accretive over the long term. The Company continues to invest for the long term while availing opportunities to realize gains endeavouring to maintain its policy of consistent dividend distribution.

The Company invests in Tata and Non-Tata companies, both listed and unlisted, though investments in Tata companies constitute a larger portion and may be considered for a longer term and are strategic in nature.

The Company endeavours to evaluate opportunities considering the macro economic conditions both globally and domestically.

**Global Equity Market Trends**

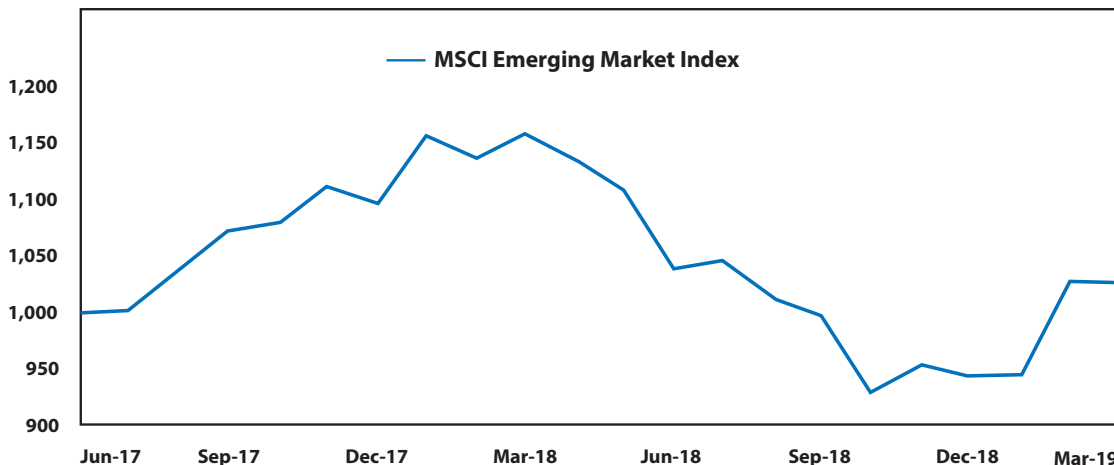
The calendar year 2018 proved to be challenging for investors globally, particularly in the last three months of the year ending December 2018. Parallely in India the calendar year 2018 was littered with a series of events which had left investors with a feeling of uncertainty and despondency.

The MSCI world Equity Index recorded a fall of 8.71% during the calendar year 2018 and the MSCI Emerging Markets Index recorded a fall of 14.57%. Global indices gained 6.1% in the first three quarters of 2018 but fell more than 12.0% in the fourth quarter of 2018.

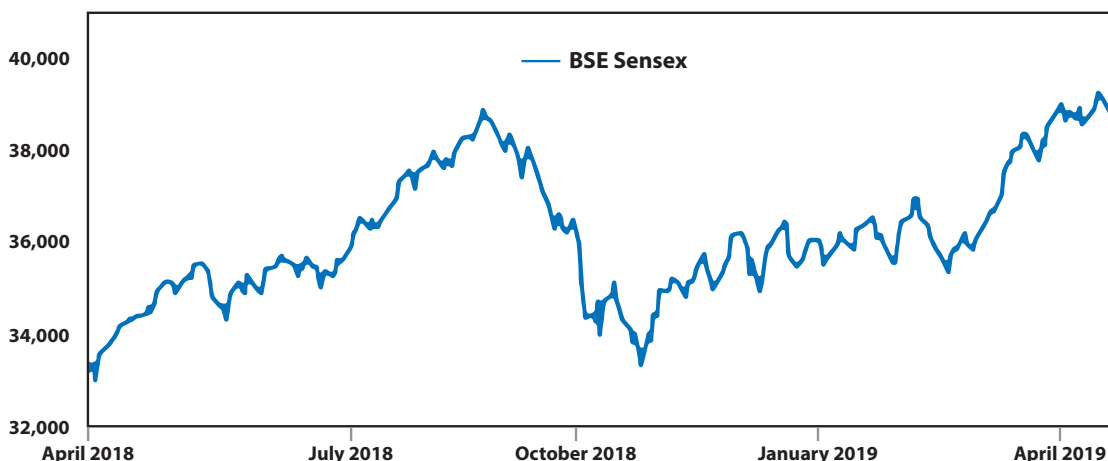
Strangely, the last quarter of Financial Year 2018-19 the sentiment changed, and all markets moved northwards with the MSCI World Index appreciating 7.89% whereas the Emerging Markets Index rose only 9.67% considerable short of the fall in the previous year.



| Year    | MSCI World<br>% Return | MSCI Emerging Markets<br>% Return |
|---------|------------------------|-----------------------------------|
| 2019 Q1 | 7.89                   | 9.67                              |
| 2018    | (8.71)                 | (14.57)                           |
| 2017    | 22.40                  | 37.28                             |



The Indian market too corrected almost 14% from its life time highs in August 2018 when the SENSEX reaching almost 39,000 down to 33,350 in December 2018. The investment community was considerably relieved with the rise in the markets post budget from February 2019 on the back of substantial FII flows leading to the Sensex breaching its life time high and closing above 39,000 on 31st March, 2019.



It should be noted that the rise in the markets has been narrow with only the very large cap companies recording positive returns. Only five companies attributed to 80% of the rise in the Sensex in the financial year 2018-19 with two companies contributing to only 50% of the rise.

The Indian macroeconomic and business scenario is perhaps not as buoyant and healthy as the markets are discounting. GDP growth has softened, companies are reporting tepid growth, NPAs are still rising, lower Auto and FMCG demand, all weigh upon sentiment and valuations and thus the lack of breadth in equity performance.

Another area of concern is the fall in household savings which have fallen to two decade low to 17.2% of GDP in FY18 vs. 25.2% of GDP in FY10. The main reason for the dwindling household savings is a sharp jump in household financial liabilities, which have nearly doubled from ₹ 3.9 trillion in FY16 to ₹ 7.4 trillion in FY18, may be due to surge in unsecured lending from Banks, Micro finance and NBFCs.

On a brighter note, it was heartening to see that GST collection has finally moved up and crossed ₹ 1.1 lac crores for the month of April 2019. The biggest fear for the economists was that GST will fuel inflation and for the assesseees that an online system will never succeed. Both these fears have been negated with the business community relieved of dealing with myriad departments of the 17 to 18 different state and centre related taxes which were subsumed in GST and economists pleased with the retail price inflation touching a low of 1.97 % in January 2019 falling from as high as about 5% in FY 17 - 18 when GST was introduced.

Another development which deserves attention is the growth in deposits in 'Jan-Dhan' accounts, a version of no-frill accounts and the basic savings accounts launched in August 2014, intended as a first step in increasing financial inclusion across India's population, have inched close to the ₹ 1 lakh crore. As on 3rd May, 2019, deposits in Jan-Dhan accounts stood at ₹ 98,874.5 crore, spread across 35.54 crore beneficiaries. Deposits in such accounts have risen by 22 percent over the previous year. Average account balance in the Jan-Dhan accounts stood at ₹ 2,782 in April, 2019 compared to ₹ 838.8 at the end of the scheme's first phase in January 2015. This is a incredible success story and is now being closely studied and implemented by many other countries.

Expectedly, the aforesaid reforms have laid the foundation for buoyant equity markets in the future. GST is leading to formalization of the economy which is helping organized retail, Jan-Dhan accounts has strengthened the liability side of PSU Banks and will lead to plethora of opportunities to market products for Banks, Insolvency and Bankruptcy Code has brought a discipline into the workings of companies resulting in reduction of excess debt in balance sheets.

A trend which is now catching favor globally is Industry consolidation. This is happening in India too. There is a visible consolidation in a few industries namely, airlines, telecom and real estate developers leading to disruption and breakdown of many weaker players. This has unfortunately led to rising unemployment, higher NPAs for Banks and NBFCs, and large write offs in the income statements of creditors as seen in the Jet Airways scenario. The emergence of strong leaders in industries which are consolidating brings forth investment opportunities. In financial markets it is commonly referred to as "Value Migration".

In the last year your company has rationalized its portfolio and remains invested in leaders increasing its holdings based on review and analysis of the potential of growth. The shareholders will observe that your company has a portfolio well represented by leaders in private banks, housing finance companies, consumer facing companies, infrastructure and engineering, automobiles and pharmaceuticals. We remain invested in high quality companies which will record competitive revenue and earnings growth. In the year to come your company will continue to identify opportunities in select sectors which the management believes have potential to grow your wealth.

To summarize, the path to rejuvenation of the Indian economy to higher growth as experienced in the years 2007 to 2010 remains a quandrum. However, there are silver linings in the clouds of low growth primarily higher capacity utilization but how far this will sustain over the year only time will tell. Data released by the Reserve Bank of India says that capacity utilization at 75.2 per cent in the quarter ended March 2018 the highest in last two years. Economists, however, caution that corporate capacities are still far away from the 83.2 per cent recorded in March 2011.

Valuations remain rich which may lead to lower appreciation than what the market has rewarded shareholders in the last few years. We will continue to look for opportunities both in the listed and unlisted space.

## **9. FIXED DEPOSITS :**

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

## **10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS :**

The provisions of Section 186 of the Companies Act, 2013 ("Act") pertaining to investment, guarantee and lending activities is not applicable to the company since the Company is an NBFC whose principal business is acquisitions of securities. During the year under review, the Company has not provided any guarantee.

## 11. CONSOLIDATED FINANCIAL STATEMENTS :

The Consolidated Financial Statements of the Company form part of the Annual Report.

The annual accounts of the subsidiary company and related detailed information are available on the website of the Company and are kept at the Registered Office of the Company and its subsidiary company and will be available to investors seeking information at any time during the business hours.

The consolidated financial results reflect the operations of Simto Investment Company Ltd. (Subsidiary), and the following Associate Companies namely Tata Asset Management Ltd., Tata Trustee Company Ltd. and Amalgamated Plantations Private Ltd.

The Company has adopted a Policy for determining material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Policy, as approved by the Board, is uploaded on the Company's website at <https://tatainvestment.com>.

### Subsidiary Company

The Company has a subsidiary Simto Investment Company Ltd. ("Simto") which is registered as a Non-Banking Financial Company with the Reserve Bank of India. In terms of Regulation 16(1)(c) of the Listing Regulations, Simto is not a material unlisted subsidiary. Simto is engaged in investment activities which allocates capital in the markets to participate in activities other than making investments for the long term which has been the primary activity of the Company for many decades.

Simto has an Issued Capital of ₹ 1.53 crores with a net worth of ₹ 53.63 crores as on 31st March, 2019.

### Associate Companies

#### a. Tata Asset Management Ltd.

The Company holds 32.09% of the equity share capital of Tata Asset Management Ltd. whose principal activity is to act as an investment manager to Tata Mutual fund and the company is registered with Securities and Exchange Board of India ("SEBI") under the SEBI (Mutual Fund) Regulations 1996. The consolidated turnover of the company during the year was ₹ 209.69 crores and Profit after tax for the year was ₹ 23.80 crores. The company has a net worth of ₹ 256.77 crores as on 31st March 2019.

#### b. Tata Trustee Company Ltd.

The Company holds 50% of the equity share capital of Tata Trustee Company Ltd. which is acting as the Trustees to Tata Mutual Fund. During the year under review, the turnover of the company was ₹ 6.38 crores and Profit after tax for the year was ₹ 3.37 crores. The company has a net worth of ₹ 16.46 crores as on 31st March, 2019.

#### c. Amalgamated Plantations Private Ltd.

The Company holds 24.61% of the equity share capital of Amalgamated Plantations Private Ltd ("APPL") which is engaged in the business of cultivation and manufacturing of tea and other allied agricultural products and packaging services. The turnover of APPL during the year was ₹ 680.08 crores and registered a loss of ₹ 68.04 crores during the financial year 2018-19.

A statement containing the salient features of the financial statements of the subsidiary company and associate companies is annexed to the Financial Statements in Form AOC-1 "Annexure A".

## 12. DIRECTORS' RESPONSIBILITY STATEMENT :

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

Accordingly, pursuant to Section 134(3)(c) and 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that: –

- 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 selected such accounting policies and applied them consistently and made judgments 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 that period;
- iii) they have taken proper and sufficient care 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;
- v) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **13. RISK MANAGEMENT :**

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 17(9) of the Listing Regulations. It establishes various levels of risks with its varying levels of probability, the likely impact on the business and its mitigation measures.

The Internal Auditor evaluates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Asset Liability Risk Management and IT Strategy and Steering Committee oversees the Risk Management and reports to the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status from time to time.

### **14. INTERNAL CONTROL SYSTEMS :**

The Company maintains appropriate systems of internal controls, including monitoring procedures, to ensure that all assets and investments are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

The Internal Auditors reviews the efficiency and effectiveness of these systems and procedures. Added objectives include evaluating the reliability of financial and operational information and ensuring compliances with applicable laws and regulations. The Internal Auditors submit their Report periodically which is placed before and reviewed by the Audit Committee.

### **15. VIGIL MECHANISM / WHISTLE BLOWER POLICY :**

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. During the year under review, the Company amended the Whistle Blower Policy to provide a clause wherein all employees of the Company are eligible to report any instance of leak of Unpublished Price Sensitive Information. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: [https://tatainvestment.com/images/Whistle\\_Blower\\_Policy.pdf](https://tatainvestment.com/images/Whistle_Blower_Policy.pdf).

### **16. RELATED PARTY TRANSACTIONS :**

All Related Party Transactions that were entered into during the FY 2018-19 were on an arm's length basis, in the ordinary course of business and were in compliance with Section 188 of the Act and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions, if any.

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: [https://www.tatainvestment.com/images/RelatedParty\\_Policy.pdf](https://www.tatainvestment.com/images/RelatedParty_Policy.pdf). During the year under review, the Company amended the said Policy in line with the amendments to the Listing Regulations.

There are no transactions to be reported in form AOC-2 and hence it does not form part of the Report.

The details of the transactions with Related Parties are provided in the accompanying financial statements.

#### **17. CORPORATE SOCIAL RESPONSIBILITY (CSR) :**

In terms of Section 135, Schedule VII and applicable Rules of the Act, Board of Directors has constituted a CSR Committee under the Chairmanship of Mr. F. N. Subedar. Mr. Z. Dubash and Mr. A. N. Dalal are the other members of the Committee.

The CSR committee of the Board has framed a CSR policy and uploaded it on the website of the company [https://www.tatainvestment.com/images/CSR\\_Policy.pdf](https://www.tatainvestment.com/images/CSR_Policy.pdf).

The Annual Report on CSR activities is annexed herewith as "Annexure B".

#### **18. POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE :**

The Company has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 and the Rules thereunder. The Policy aims to provide protection to employees at the work place and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment ("POSH") Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the FY 2018-19.

#### **19. DIVIDEND DISTRIBUTION POLICY :**

In term of Regulations 43A of SEBI Listing Regulations, the Board of Directors of the Company has adopted a Dividend Distribution Policy, which is annexed herewith as "Annexure C". The Policy is also available on the website of the Company at the link: [https://tatainvestment.com/investor\\_information.asp](https://tatainvestment.com/investor_information.asp).

#### **20. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS :**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

#### **21. BOARD AND COMMITTEE MEETINGS :**

During the year under review, five Board Meetings were held. The details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The Board has constituted an Audit Committee under the Chairmanship of Mr. H. N. Sinor, the other members of the Committee being Mr. P. P. Shah and Mr. F. N. Subedar. There have not been any instances during the year when recommendations of the Audit Committee were not accepted by the Board.

#### **22. DIRECTORS AND KEY MANAGERIAL PERSONNEL AS ON 31ST MARCH 2019 :**

Pursuant to the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. Noel N. Tata, Director, retires by rotation and, being eligible, offers himself for re-appointment.

Mr. A. B. K. Dubash retired as a Director from the Board of Directors with effect from 22nd September, 2018 and the Board of Directors place on record its sincere appreciation of his valuable support and guidance to the Board during his tenure.

Mr. Zubin Dubash was appointed as an independent director at the Annual General Meeting (AGM) held on 5th August, 2014 for a period of five years. Based on the recommendation of the Nomination and Remuneration Committee, his re-appointment for a second term upto 16th March, 2020 is proposed at the ensuing AGM for the approval of the Members by way of special resolution.

Pursuant to the provisions of Section 149 of the Act, Regulations 16(1)(b) and 25(8) of the Listing Regulations, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) and 25(8) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company. Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on 31st March, 2019 are: Mr. A. N. Dalal, Executive Director and Mr. Manoj Kumar C V, Chief Financial Officer and Company Secretary.

Brief particulars and expertise of directors seeking reappointment together with their other directorships and committee membership have been given in the annexure to the notice of the Annual General Meeting in accordance with the requirements of the Listing Regulations and Secretarial Standards.

### **23. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS :**

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and individual Directors, including the Chairman of the Company.

For evaluating the Board as a whole, views were sought from the Directors on various aspects of the Board's functioning such as degree of fulfilment of key responsibilities, Board Structure and composition, establishment, delineation of responsibilities to various committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the management.

Similarly, views from the Directors were also sought on performance of individual Directors covering various aspects such as attendance and contribution at the Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings. In addition, the chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and promoting effective relationships and open communication, communicating effectively with all stakeholders and motivating and providing guidance to the Executive Director.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition, effectiveness of meetings, Committee dynamics and quality of relationship of the Committee with the Board and the Management.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of individual Directors.

The Chairman of the Board provided feedback to the Directors, as appropriate. Significant highlights, learning with respect to the evaluation, were discussed at the Board Meeting.

### **24. REMUNERATION POLICY :**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

**25. AUDITORS :****STATUTORY AUDITORS :**

M/s Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Reg. No. 104607W/W-100166), were appointed as Statutory Auditors of the Company from the conclusion of the Eightieth Annual General Meeting held on 21st August, 2017 till the conclusion of the Eighty-fifth Annual General Meeting to be held in the year 2022.

As per the provisions of Section 139 of the Act, they have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Audit Report of M/s Kalyaniwalla & Mistry LLP on the Financial Statements of the Company for the Financial Year 2018-19 is a part of the Annual Report.

**SECRETARIAL AUDITORS :**

Pursuant to provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Parikh & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure D"

The Auditors' Report and the Secretarial Audit Report for the financial year ended 31st March, 2019 do not contain any qualification, reservation, adverse remark or disclaimer.

**26. REPORTING FRAUD :**

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

**27. SECRETARIAL STANDARDS OF ICSI :**

The Company is in compliance with relevant provisions of the Secretarial Standards issued by The Institute of Company Secretaries of India.

**28. CORPORATE GOVERNANCE :**

The Annual Report contains a separate Section on the Company's corporate governance practices, together with a certificate from the Company's Auditors confirming compliance, as per SEBI Listing Regulations.

**29. BUSINESS RESPONSIBILITY REPORTING :**

A separate Section on Business Responsibility forms part of this Annual Report as required under Regulation 34(2)(f) of SEBI Listing Regulations is annexed herewith as "Annexure E".

**30. EXTRACT OF ANNUAL RETURN :**

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the annual return for FY 2019 is given in "Annexure F" in the prescribed Form No. MGT-9, which is a part of this report.

Further, the extract to the Annual Return of the Company can also be accessed on the Company's website at <http://www.tatainvestment.com>

**31. CONSERVATION OF ENERGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :**

Being an investment company and not involved in any industrial or manufacturing activities, the Company's activities involve very low energy consumption and has no particulars to report regarding conservation of energy and technology absorption. However, efforts are made to further reduce energy consumption.

During the year under review, the Company's expenditure in foreign exchange is ₹ 3.34 lacs and the Company did not have any foreign exchange earnings during the year.

**32. PARTICULARS OF EMPLOYEES AND REMUNERATION :**

The information required under Section 197(12) of the Act read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as "Annexure G".

The information required under Section 197(12) of the Act read with Rules 5(2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report. In terms of the first proviso to Section 136 of the Act, the Report and Accounts are being sent to the Shareholders excluding the aforesaid Annexure. Any Shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. None of the employees listed in the said Annexure is related to any Director of the Company.

A report on Corporate Governance, in accordance with Schedule V of SEBI Listing Regulations is set out separately for the information of the shareholders.

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

**NOEL N. TATA**  
**Chairman**

Mumbai, 10th May, 2019



## ANNEXURE A TO THE BOARD'S REPORT

### FORM AOC-1

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

#### PART A : SUBSIDIARIES

(₹ in lacs)

|     | Particulars  | Simto Investment Company Ltd. |
|-----|--|-------------------------------|
| 1.  | Reporting period for the subsidiary concerned, if different from the holding company's reporting period                      | N.A                           |
| 2.  | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries. | N.A                           |
| 3.  | Date of acquiring subsidiary   | 31-08-2012                    |
| 4.  | Share capital  | 152.99                        |
| 5.  | Other Equity   | 5,210.97                      |
| 6.  | Total Assets   | 5,927.89                      |
| 7.  | Total Liabilities  | 563.93                        |
| 8.  | Investments  | 5,288.31                      |
| 9.  | Turnover   | 194.43                        |
| 10. | Profit before taxation   | 185.30                        |
| 11. | Provision for taxation   | 14.24                         |
| 12. | Profit after taxation  | 171.06                        |
| 13. | Total Comprehensive Income   | (333.24)                      |
| 14. | Proposed Dividend  | -                             |
| 15. | % of shareholding  | 97.57                         |

#### PART B : ASSOCIATES AND JOINT VENTURES

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

(₹ in lacs)

|    | Name of the Associates/ Joint Ventures                                 | Tata Asset Management Ltd. | Tata Trustee Company Ltd. | Amalgamated Plantations Pvt Ltd. |
|----|--|----------------------------|---------------------------|----------------------------------|
|    |  | (Associate)                | (Associate)               | (Associate)                      |
| 1. | Latest audited Balance Sheet Date                                      | 31.3.2019                  | 31.3.2019                 | 31.3.2019                        |
| 2. | Date of acquiring associate  | 27-03-1995                 | 05-01-2010                | 31-03-2009                       |
| 3. | Shares of Associate/ Joint Venture held by the Company on the year end |                            |                           |                                  |
|    | No of Shares   | 5,265,457                  | 275,000                   | 36,600,000                       |
|    | Amount of Investment in Associates/Joint Venture                       | 1,950.09                   | 2.62                      | 3,660.00                         |
|    | Extent of Holdings %   | 32.09%                     | 50.00%                    | 24.61%                           |

(₹ in lacs)

|    | <b>Name of the Associates/ Joint Ventures</b>                      | <b>Tata Asset Management Ltd.</b>                                     | <b>Tata Trustee Company Ltd.</b> | <b>Amalgamated Plantations Pvt Ltd.</b> |
|----|--|---|----------------------------------|---|
|    |  | <b>(Associate)</b>  | <b>(Associate)</b>               | <b>(Associate)</b>                      |
| 4. | Description of how there is significant influence                  | There is significant influence due to percentage (%) of Share Capital |                                  |   |
| 5. | Reason why the associate/joint venture is not consolidated         | -   | -                                | -                                       |
| 6. | Net worth attributable to Shareholding as per latest Balance Sheet | 9,231.33  | 821.08                           | 2,412.95                                |
| 7. | Profit/Loss for the year   |   |                                  |   |
|    | (i) Considered in Consolidation                                    | 650.01  | 140.26                           | (1,674.40)                              |
|    | (ii) Not Considered in Consolidation                               | -   | -                                | -                                       |

For and on behalf of the Board

 N. N. TATA  
 F. N. SUBEDAR

*Chairman*  
*Vice Chairman*

 MANOJ KUMAR C V  
*Chief Financial Officer &  
 Company Secretary*

 A. N. DALAL  
*Executive Director*

 H. N. SINOR  
 P. P. SHAH  
 Z. DUBASH  
 SUPRAKASH MUKHOPADHYAY

 } *Directors*

Mumbai, 10th May, 2019

## ANNEXURE B TO THE BOARD'S REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

- |    |   |  |
|----|---|--|
| 1. | A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.                                 | Tata Investment Corporation Limited is committed to contributing to the improvement in the quality of life of individuals and empowerment of institutions which serve the community. The Company aims to involve itself in projects and programmes, with due consideration to the environment and existing conditions. Whilst all communities may benefit from the Company's CSR activities, it would focus on those groups that are socially and economically weaker sections.<br><br>The Company has framed its CSR Policy in compliance with the provisions of the Companies Act 2013 and the same is placed on the Company's website at weblink: <a href="https://www.tatainvestment.com/images/CSR_Policy.pdf">https://www.tatainvestment.com/images/CSR_Policy.pdf</a> |
| 2. | Composition of CSR Committee:   | Mr. F. N. Subedar, Chairman<br>Mr. A. N. Dalal<br>Mr. Z. Dubash  |
| 3. | Average net profit of the company for last three financial years  | ₹ 17,897.88 lacs   |
| 4. | Prescribed CSR Expenditure (two percent of the amount as in item 3 above)   | ₹ 357.96 lacs  |
| 5. | Details of CSR spent during the financial year :  |  |
| a. | Total amount to be spent for the financial year;  | ₹ 358.80 lacs  |
| b. | Amount unspent, if any;   | NIL  |
| c. | Manner in which the amount spent during the financial year is detailed below:   | The manner in which the amount is spent is annexed.  |
| 6. | In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report. | Not Applicable   |
| 7. | A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.   | The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.   |

(A. N. Dalal)  
*Executive Director*

(F. N. Subedar)  
*Chairman-CSR Committee*

Mumbai, 10th May, 2019

## Annexure to CSR Report point 5 (c) of the CSR Report

(₹ in lacs)

| Sr. No. | CSR projects / activities identified   | Sector in which the project is covered                   | Projects Or programs (1) Local area or other (2) Specify the State and district where projects or Programs Was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the project or programs Subheads: (1)Direct expenditure on projects or programs. (2)Overhead | Cumulative Expenditure upto reporting period | Amount spent : Direct or through implementing agency |
|---------|--|--|---|---|--|--|--|
| 1.      | Contribution to Charitable Trust   | Health Care/ Education                                   | Mumbai  | 200.00  | ₹ 150-Corpus<br>₹ 50- Objects  | 200.00                                       | Direct   |
| 2.      | Contribution to Charitable Trust towards medical grant program                                     | Medical  | Mumbai  | 75.00   | 75.00  | 75.00  | Through Implementing Agency                          |
| 3.      | Contribution towards construction of female dormitories  | Medical  | Karjat, Maharashtra   | 15.00   | 15.00  | 15.00  | Through Implementing Agency                          |
| 4.      | Contribution towards purchase of ambulance and other medical equipments                            | Medical  | Panchgani Maharashtra   | 15.00   | 15.00  | 15.00  | Through Implementing Agency                          |
| 5.      | Providing scholarships to deserving female students  | Women empowerment and education                          | Mumbai  | 10.00   | 10.00  | 10.00  | Through implementing agency                          |
| 6.      | Towards purchase of hospital requirements  | Promotion of healthcare including preventive healthcare. | Mumbai  | 8.10  | 8.10   | 8.10   | Through Implementing Agency                          |
| 7.      | Support for medical equipment for the pediatric cancer ward  | Promotion of healthcare including preventive healthcare  | Mumbai  | 6.20  | 6.20   | 6.20   | Through Implementing Agency                          |
| 8.      | Support for the Academy for providing education to hearing impaired and multiple disabled children | Promotion of education                                   | Mumbai  | 7.50  | 7.50   | 7.50   | Through Implementing Agency                          |
| 9.      | Upgrading the standard of living of underprivileged women  | Women empowerment  | Mumbai  | 6.50  | 6.50   | 6.50   | Through Implementing Agency                          |

(₹ in lacs)

| Sr. No. | CSR projects / activities identified                                 | Sector in which the project is covered                          | Projects Or programs (1) Local area or other (2) Specify the State and district where projects or Programs Was undertaken | Amount outlay (budget) project or programs wise | Amount spent on the project or programs Subheads: (1)Direct expenditure on projects or programs. (2)Overhead | Cumulative Expenditure upto reporting period | Amount spent : Direct or through implementing agency |
|---------|--|---|---|---|--|--|--|
| 10.     | Assistance to train and nurture special kids/ adults                 | Medical   | Mumbai  | 6.00  | 6.00   | 6.00   | Through Implementing Agency                          |
| 11.     | Towards setting up of chemistry laboratory in a school.              | Education   | Mumbai  | 4.00  | 4.00   | 4.00   | Through Implementing Agency                          |
| 12.     | Vocational training, assistance for providing mid-day meal.          | Women empowerment and Promoting livelihood enhancement projects | Mumbai  | 3.00  | 3.00   | 3.00   | Through Implementing Agency                          |
| 13.     | Assistance for providing education and training to Autistic Children | Promotion of healthcare and awareness                           | Mumbai  | 2.50  | 2.50   | 2.50   | Through Implementing Agency                          |

**ANNEXURE C TO THE BOARD'S REPORT****DIVIDEND DISTRIBUTION POLICY****1. SCOPE AND PURPOSE :**

As per Regulation 43A of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, top 500 listed entities (based on market capitalization as calculated as on 31st March of every financial year) are required to frame dividend distribution policy and disclose the same in their annual report and on their websites. Since the Company falls within the aforesaid class, it is required to formulate and disclose its Dividend Distribution Policy in its Annual Report and on its website. Accordingly, this Dividend Distribution Policy has been reviewed and adopted by the Board of Directors of the Company on 14th March, 2017.

**2. OBJECTIVE :**

The objective of this Policy is to provide a framework for distributing the profits of the Company by way of dividends in a way that shareholders can participate equitably in the Company's growth, while maintaining the financial foundation of the company and ensure sustainable growth.

**3. KEY PARAMETERS TO BE CONSIDERED WHILE DECLARING THE DIVIDEND :**

In line with the objective stated above, the Board of Directors of the Company shall consider the following parameters before declaration of any interim dividend or recommendation of Annual Dividend to shareholders:

**A. Financial Parameters / Internal Factors**

- Profit after taxes earned during the year;
- Profit available for distribution;
- Investment Prospectus;
- Operating Cash flow requirements of the Company;
- Earnings per Share;
- Liquidity position of the Company;
- Past Dividend Payout Ratio/trends.

**B. External Factors**

- General Economic environment and Market conditions;
- Prevailing legal requirements, regulatory conditions or restrictions laid down under the applicable laws including tax laws.

**4. CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND :**

As the Company is an Investment company which is engaged in the long term investments, the profits of the Company may vary from year to year depending on the capital market conditions due to which its dividend payout can also vary from year to year. The Company having regard to the dividend and interest income earned by the Company and subject to profits & other financial parameters as per applicable legal provisions, the Board shall endeavour to maintain a reasonable dividend payout, to the extent possible, taking into consideration the past dividend payout history. Buy-back of securities may require revisit of the dividend payout.

**5. UTILIZATION OF RETAINED EARNINGS :**

The Board may retain its earnings in order to make better use of the funds available and increase the value of the stakeholders in the long run after having due regard to the parameters laid down in this Policy. The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of Dividend, in accordance with the provisions of the Companies

(Declaration and Payment of Dividend) Rules, 2014, as amended from time to time, after having due regard to the parameters laid down in this Policy.

**6. PARAMETERS ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES :**

Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

**7. PROCEDURE :**

The agenda of the Board of Directors where dividend declaration or recommendation is proposed shall contain the rationale of the proposal.

Pursuant to the provisions of applicable laws and this Policy, interim dividend approved by the Board of Directors will be confirmed by the shareholders and final dividend, if any, recommended by the Board of Directors, will be subject to shareholders approval, at the ensuing Annual General Meeting of the Company.

The Company shall ensure compliance of provisions of Applicable Laws and this Policy in relation to Dividend declared by the Company.

**8. GENERAL :**

This Policy has been adopted by the Board of Directors of the Company. Going forward, the Board would review and may amend the Policy, as and when required. The Company in such a case shall disclose the changes along with the rationale for the same in its Annual Report and on its website.

**ANNEXURE D TO THE BOARD'S REPORT****FORM No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Members,

**TATA INVESTMENT CORPORATION LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tata Investment Corporation Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2019 according to the applicable provisions of:

- (i) The Companies Act, 2013 ("Act") and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;(Not applicable to the Company during the audit period)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;(Not applicable to the Company during the audit period)
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and



- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 read with The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) Other laws applicable specifically to the Company namely:-
1. The Reserve Bank of India Act, 1934
  2. Directions issued under the Reserve Bank of India Act, 1934
  3. Non-Banking Financial Company - Systemically important non-deposit taking Company (Reserve Bank) Directions, 2016

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors subject to the representation made by the Company in this regard. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that during the audit period the following event occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

- a. The Company undertook a buyback of 4,500,000 equity shares of ₹ 10/- each aggregating upto 8.17% of the fully paid-up equity share capital of the Company, at ₹ 1,000/- per share, for an aggregate amount not exceeding ₹ 450 crores, from the shareholders of the Company, on a proportionate basis through tender offer.

For **Parikh & Associates**  
Company Secretaries

Place : Mumbai  
Date : 10th May, 2019

**Mitesh Dhaliwala**  
Partner  
FCS No: 8331 CP No: 9511

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

**'Annexure A'**

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

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh & Associates**  
Company Secretaries

Place : Mumbai  
Date : 10th May, 2019

**Mitesh Dhaliwala**  
Partner  
FCS No: 8331 CP No: 9511

## ANNEXURE E TO THE BOARD'S REPORT

### BUSINESS RESPONSIBILITY REPORT

[Pursuant to Regulation 34(2)(f) of the SEBI Listing Regulations]

#### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. **Corporate Identity Number (CIN) of the Company:** : L67200MH1937PLC002622
2. **Name of the Company** : Tata Investment Corporation Limited
3. **Registered address** : Elphinstone Building, 10 Veer Nariman Road, Mumbai – 400001
4. **Website** : www.tatainvestment.com
5. **E-mail id** : ticl@tata.com
6. **Financial Year reported** : 2018-19
7. **Sector(s) that the Company is engaged in (industrial activity code-wise)** : The Company is a Non-Banking Financial Company registered with Reserve Bank of India which is primarily engaged in long term investments (Code- 6430).
8. **List three key products/services that the Company manufactures/provides (as in Balance Sheet)**  
The Company is a Systemically Important Non-Deposit taking NBFC registered with Reserve Bank of India under 'Investment Company' category. The Company operates primarily as an Investment Company with investments in quoted and unquoted securities. The Company's primary sources of income consist of Dividends, Interest and Gains on sale of long term of investments.
9. **Total number of locations where business activity is undertaken by the Company :**
  - (a) Number of International Locations : NIL  
(Provide details of major 5):
  - (b) Number of National Locations : The Company operates from one location from its Registered Office situated in Mumbai, India.
10. **Markets served by the Company - Local/ State/National/International** : Refer Point Nos 8 and 9 above

#### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital (INR)** : ₹ 5,059.53 lacs
2. **Total Turnover (INR)** : ₹ 18,184.45 lacs
3. **Total profit after taxes (INR)** : ₹ 14,765.04 lacs
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)** : The details of CSR activities of the Company and the amount spent on CSR are provided as part of Board's Report .
5. **List of activities in which expenditure in 4 above has been incurred** : Refer 'Annexure B' of Board's Report

**SECTION C: OTHER DETAILS**

1. Does the Company have any Subsidiary Company/ Companies? - Yes
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) - BR initiatives of parent company are generally supported by subsidiary company.
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] - No, given the limited nature of Company's operations and its size, the Company has minimal interactions with its vendors, suppliers etc.,

**SECTION D: BR INFORMATION****1. Details of Director/Directors responsible for BR****(a) Details of the Director/Directors responsible for implementation of the BR policy/policies.**

| Sr. No. | Particulars                |   | Details            |
|---------|----------------------------|---|--------------------|
| 1.      | DIN Number (if applicable) | : | 00297603           |
| 2.      | Name                       | : | A. N. Dalal        |
| 3.      | Designation                | : | Executive Director |
| 4.      | Telephone                  | : | 022 6665 8282      |
| 5.      | E-mail id                  | : | amitdalal@tata.com |

**(b) Details of the BR head**

| Sr. No. | Particulars                |   | Details                                     |
|---------|----------------------------|---|---|
| 1.      | DIN Number (if applicable) | : | Not Applicable                              |
| 2.      | Name                       | : | Manoj Kumar C V                             |
| 3.      | Designation                | : | Chief Financial Officer & Company Secretary |
| 4.      | Telephone                  | : | 022 6665 8282                               |
| 5.      | E-mail id                  | : | kvmanoj@tata.com                            |

**2. Principle-wise (as per NVGs) BR Policy/policies:**

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

|           |  |
|-----------|--|
| <b>P1</b> | Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.  |
| <b>P2</b> | Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.                                     |
| <b>P3</b> | Businesses should promote the well-being of all employees.   |
| <b>P4</b> | Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized. |
| <b>P5</b> | Businesses should respect and promote human rights.  |
| <b>P6</b> | Businesses should respect, protect, and make efforts to restore the environment.   |
| <b>P7</b> | Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.  |
| <b>P8</b> | Businesses should support inclusive growth and equitable development.  |
| <b>P9</b> | Businesses should engage with and provide value to their customers and consumers in a responsible manner.  |

**(a) Details of compliance (Reply in Y/N)**

| SN | Questions  | P1  | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|----|--|---|----|----|----|----|----|----|----|----|
| 1  | Do you have policy/policies for...?  | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 2  | Has the policy being formulated in consultation with the relevant stakeholders?  | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 3  | Does the policy conform to any national / international standards? If yes, specify? (50 words)   | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 4  | Has the policy being approved by the Board? if yes, has it been signed by MD / owner / CEO / appropriate Board Director?                                 | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 5  | Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?                                | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 6  | Indicate the link for the policy to be viewed online?  | <ul style="list-style-type: none"> <li>• Tata Code of Conduct (TCoC);</li> <li>• Corporate Social Responsibility Policy;</li> <li>• Whistle Blower Policy;</li> <li>• Sustainability Policy;</li> <li>• Policy on Prevention of Sexual Harassment of Women at Workplace;</li> <li>• Anti-Bribery and Anti-Corruption policy.</li> </ul> All Mandatory policies are available on the website of the Company. |    |    |    |    |    |    |    |    |
| 7  | Has the policy been formally communicated to all relevant internal and external stakeholders?  | The policies have been communicated to all the internal stakeholders. Tata Code of Conduct has been communicated to other external stakeholders based on their relevance.   |    |    |    |    |    |    |    |    |
| 8  | Does the company have in-house structure to implement the policy/ policies?  | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 9  | Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies? | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |
| 10 | Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?                               | Y   | Y  | Y  | Y  | Y  | Y  | Y  | Y  | Y  |

**3. GOVERNANCE RELATED TO BR**

**(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year - Twice in a year**

**(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published? - The BR initiatives of the Company forms part of the Annual Report which is available at [https://www.tatainvestment.com/annual\\_report.asp](https://www.tatainvestment.com/annual_report.asp)**

**SECTION E: PRINCIPLE-WISE PERFORMANCE****Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability. (P1)****1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/ NGOs/Others?**

Yes. The Company has adopted Tata Code of Conduct, Anti Bribery and Anti-Corruption Policy and Whistle Blower Policy which pertain to ethics, bribery and corruption and the above policies are applicable to all our major vendors.

The Tata Code of Conduct (TCoC) is the guiding document on principles of responsible business conduct for all employees. It is available on the Company's webpage and all employees adhere to the principles laid down in the TCoC.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

There was no case of violation of Tata Code of Conduct in 2018-19 and no case was reported under the Company's whistle blower policy, Anti Bribery and Anti-Corruption Policy during the year.

**Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle (P2)**

The Company is engaged only in investment activities as a Non-Banking Financial Company and does not have any goods and raw materials utilization as a part of its products and services. However, the Company is also cognizant of its role in supporting environmental sustainability. As part of the above initiative, the Company sources its office stationary which confirms with FSC certification and gradually increasing the LED power saving equipments.

**Principle 3: Businesses should promote the well-being of all employees (P3)**

The Company has a staff strength of 23 including one permanent woman employee as on 31st March, 2019. There are no contractual employees and no employees with disabilities in the Company. There is no employees' association. During the year, no complaint was received relating to child labour, forced labour, involuntary labour or Sexual harassment. Employees are encouraged to participate in skill development programmes as part of their professional and skill development.

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized (P4)**

The Company has identified its internal and external stakeholders. There are no stakeholders who are disadvantaged, marginalized and vulnerable to the extent information available with the Company.

**Principle 5: Businesses should respect and promote human rights (P5)**

The Company respects the human rights of all its internal and external stakeholders, and ensures compliance with all applicable laws pertaining to human rights. No complaints of this nature was received in this financial year.

**Principle 6: Businesses should respect, protect, and make efforts to restore the environment (P6)**

The Company gives equal importance to protect the environment while conducting its business operations. Tata Code of Conduct includes respecting the environment, eliminating waste and conserving resources as working norms. All employees have affirmed to Tata Code of Conduct. Being into investment activities, the Company is not in physical resource intensive business. Environmental impacts of the organisation are mainly in conduct of operations in its offices such as e-waste policy-handling, e-waste to certified handlers for proper disposal, maximum life utilisation of hardware, utilization of power saving through LED equipments, segregation of wet and dry waste, use of digital app for conduct of meetings. The Company is constantly re-engineering its processes to reduce consumption of paper by using digital infrastructure.

**Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner (P7)**

The Company is a member of various trade and chamber associations such as Bombay Chamber of Commerce and Industries, Indian Merchants Association. The Company participates in putting forward its views on various Regulatory issues at the appropriate forums.

**Principle 8: Businesses should support inclusive growth and equitable development (P8)**

**1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

The CSR philosophy of the Company has been formulated keeping in mind in creating shared value through fair and equitable business functioning. The Company had set up a Charitable Trust in 1997 which actively supports the needy people for their medical assistance and educational support.

The summary of initiative/projects undertaken are as under the following broad heads:

- a. Health and wellness
- b. Education and Skill building
- c. Disaster Relief
- d. Associate Volunteering

For more information, refer to the Report on CSR activities as contained in the Annual Report for Financial Year 2018-19.

**2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?**

The Company has several projects and many of them are carried out through Tavescor Charitable Trust. During the financial year, the Trust had extended medical relief to 674 under privileged people and 167 people were granted educational grants through the above Trust. Apart from the above, the Company had directly engaged with various NGOs and Educational Institutions in meeting with their various requirements. The practices of affirmative action ensures there is no discrimination of any type against socially disadvantaged Sections in the work place.

**3. Have you done any impact assessment of your initiative? - Yes**

**4. What is your company's direct contribution to community development projects - Amount in INR and the details of the projects undertaken?**

Refer to the Report on CSR activities as contained in the Annual Report for Financial Year 2018-19

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

Initiatives conducted under CSR are generally followed up to determine the outcomes and the benefits to the community. Internal tracking mechanisms, reports and follow-up through telephonic and email communications are regularly carried out.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner (P9)**

The Company being an Investment Company, it has no customer centric activities.

## ANNEXURE F TO THE BOARD'S REPORT

EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## Form No. MGT-9

## I. REGISTRATION AND OTHER DETAILS :

|      |   |   |
|------|---|---|
| i)   | CIN   | L67200MH1937PLC002622   |
| ii)  | Registration Date   | 5th March, 1937   |
| iii) | Name of the Company   | Tata Investment Corporation Limited   |
| iv)  | Category / Sub-Category of the Company                                      | Company having Share Capital  |
| v)   | Address of the Registered office and contact details                        | Elphinstone Building, 10 Veer Nariman Road,<br>Mumbai - 400 001<br>Tel : 022-66658282 Fax : 022-66657917<br>E-mail : ticl@tata.com<br>Website : www.tatainvestment.com                                |
| vi)  | Whether listed company  | Yes   |
| vii) | Name, address and contact details of Registrar and Transfer Agent, if any : | TSR Darashaw Ltd.<br>6-10 Haji Moosa Patrawala Industrial Estate,<br>20 Dr. E Moses Road,<br>Near Famous Studio,<br>Mahalaxmi (West),<br>Mumbai 400 011<br>Tel : 91 22 66568484 Fax : 91 22 6656 8494 |

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated :

| Sr. No | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the Company |
|--------|--|-----------------------------------|------------------------------------|
| 1.     | Investment Company                               | 6430                              | 100%                               |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE :

| Sr. No | Name and Address of the Company  | CIN / GLN             | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|--------|--|-----------------------|----------------------------------|------------------|--------------------|
| 1.     | Tata Sons Private Ltd.<br>Bombay House, 24 Homi Mody Street, Mumbai 400 001                    | U99999MH1917PTC000478 | Holding                          | 68.51            | 2(46)              |
| 2.     | Simto Investment Company Limited<br>Elphinstone Building, 10 Veer Nariman Road, Mumbai 400 001 | U67120MH1983PLC031632 | Subsidiary                       | 97.57            | 2(87)              |



| Sr. No | Name and Address of the Company  | CIN / GLN             | Holding / Subsidiary / Associate | % of shares held | Applicable Section |
|--------|--|-----------------------|----------------------------------|------------------|--------------------|
| 3.     | Tata Asset Management Ltd.<br>Mafatlal Centre, 9th Floor, Nariman Point,<br>Mumbai - 400 021 | U65990MH1994PLC077090 | Associate                        | 32.09            | 2(6)               |
| 4.     | Tata Trustee Company Ltd.<br>Mafatlal Centre, 9th Floor, Nariman Point,<br>Mumbai - 400 021  | U65991MH1995PLC087722 | Associate                        | 50.00            | 2(6)               |
| 5.     | Amalgamated Plantations Private Ltd.<br>1, Bishop Lefroy Road, Kolkata 700 020               | U01132WB2007PTC112852 | Associate                        | 24.61            | 2(6)               |

#### IV. SHAREHOLDING PATTERN (Equity Capital Breakup as percentage of Total Equity)

##### i) Category-wise Share Holding

| Category of Shares   | No. of Shares held at the beginning of the year |          |                   |                   | No. of Shares held at the end of the year |          |                   |                   | % Change during the year |
|--|---|----------|-------------------|-------------------|---|----------|-------------------|-------------------|--------------------------|
|  | Demat   | Physical | Total             | % of Total Shares | Demat                                     | Physical | Total             | % of Total Shares |                          |
| <b>(A) Promoter and Promoter Group</b>                                       |   |          |                   |                   |   |          |                   |                   |                          |
| <b>(1) Indian</b>  |   |          |                   |                   |   |          |                   |                   |                          |
| (a) Individuals / HUF  | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| (b) Central Govt.  | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| (c) State Govt (s)   | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| (d) Bodies Corporate   | 40,227,400                                      | -        | 40,227,400        | 73.01             | 37,128,947                                | -        | 37,128,947        | 73.38             | 0.37                     |
| (e) Banks/FI   | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| (f) Any Other (specify)  | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| <b>Sub-Total (A) (1)</b>   | 40,227,400                                      | -        | 40,227,400        | 73.01             | 37,128,947                                | -        | 37,128,947        | 73.38             | 0.37                     |
| <b>(2) Foreign</b>   |   |          |                   |                   |   |          |                   |                   |                          |
| (a) NRI - Individuals  | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| (b) Other - Individuals  | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| (c) Bodies Corp.   | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| (d) Banks/FI   | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| (e) Any other  | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| <b>Sub-Total (A) (2)</b>   | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |
| <b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b> | <b>40,227,400</b>                               | <b>-</b> | <b>40,227,400</b> | <b>73.01</b>      | <b>37,128,947</b>                         | <b>-</b> | <b>37,128,947</b> | <b>73.38</b>      | <b>0.37</b>              |
| <b>(B) Public Shareholding</b>   |   |          |                   |                   |   |          |                   |                   |                          |
| <b>(1) Institutions</b>  |   |          |                   |                   |   |          |                   |                   |                          |
| (a) Mutual Funds   | 605,048   | -        | 605,048           | 1.10              | 484,593                                   | -        | 484,593           | 0.96              | (0.14)                   |
| (b) Banks/FI   | 27,694  | 2,407    | 30,101            | 0.05              | 18,524                                    | 2407     | 20,931            | 0.04              | (0.01)                   |
| (c) Central Govt.  | 188,000   | -        | 188,000           | 0.34              | 188,000                                   | -        | 188,000           | 0.37              | 0.03                     |
| (d) State Govt (s)   | 500   | 217,618  | 218,118           | 0.40              | 500                                       | 217,618  | 218,118           | 0.43              | 0.04                     |
| (e) Venture Capital Funds  | -   | -        | -                 | -                 | -   | -        | -                 | -                 | -                        |

| Category of Shares   | No. of Shares held at the beginning of the year |                |                   |                   | No. of Shares held at the end of the year |                 |                   |                   | % Change during the year |
|--|---|----------------|-------------------|-------------------|---|-----------------|-------------------|-------------------|--------------------------|
|  | Demat   | Physical       | Total             | % of Total Shares | Demat                                     | Physical        | Total             | % of Total Shares |                          |
| (f) Insurance Companies  | 604,103   | 300            | 604,403           | 1.09              | 564,657                                   | 300             | 564,957           | 1.12              | 0.03                     |
| (g) FIs  | 903,284   | -              | 903,284           | 1.64              | 1,031,030                                 | -               | 1,031,030         | 2.04              | 0.40                     |
| (h) Foreign Venture Capital Investors  | -   | -              | -                 | -                 | -   | -               | -                 | -                 | -                        |
| (i) Any Other Foreign Portfolio Investors  | -   | -              | -                 | -                 | -   | -               | -                 | -                 | -                        |
| <b>Sub-Total (B) (1)</b>   | <b>2,328,629</b>                                | <b>220,325</b> | <b>2,548,954</b>  | <b>4.63</b>       | <b>2,287,304</b>                          | <b>220,325</b>  | <b>2,507,629</b>  | <b>4.96</b>       | <b>(1.60)</b>            |
| <b>(2) Non-Institutions</b>  |   |                |                   |                   |   |                 |                   |                   |                          |
| (a) Bodies Corp.   |   |                |                   |                   |   |                 |                   |                   |                          |
| i) Indian  | 1,114,662                                       | 6,868          | 1,121,530         | 2.04              | 812,246                                   | 6,762           | 819,008           | 1.62              | (0.42)                   |
| ii) Overseas   | -   | -              | -                 | -                 | -   | -               | -                 | -                 | -                        |
| (b) Individuals -  | -   | -              | -                 | -                 | -   | -               | -                 | -                 | -                        |
| (i) Individual shareholders holding nominal share capital upto ₹ 1 lakh              | 5,880,480                                       | 372,321        | 6,252,801         | 11.35             | 5,454,088                                 | 273,217         | 5,727,305         | 11.32             | (0.03)                   |
| (ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh     | 3,886,967                                       | 11,392         | 3,898,359         | 7.08              | 5,486,358                                 | -               | 3,486,358         | 6.89              | (0.18)                   |
| (c) Any Other (specify)  |   |                |                   |                   |   |                 |                   |                   |                          |
| (i) Trusts   | 19,378  | -              | 19,378            | 0.04              | 15,545                                    | -               | 15,545            | 0.03              | 0.01                     |
| (ii) Directors & their relatives   | 44,738  | 2,922          | 47,660            | 0.09              | 36,152                                    | -               | 36,152            | 0.07              | (0.02)                   |
| (iii) Clearing members   | 133,842   | -              | 133,842           | 0.24              | 123,292                                   | -               | 123,292           | 0.24              | -                        |
| (iv) HUF   | 319,757   | 1              | 319,757           | 0.58              | 278,350                                   | 1               | 278,351           | 0.55              | (0.03)                   |
| (v) LLP  | 119,267   | -              | 119,267           | 0.22              | 104,233                                   | -               | 104,233           | 0.21              | (0.01)                   |
| (vi) NRI   | 363,129   | 300            | 363,429           | 0.66              | 327,565                                   | 300             | 327,865           | 0.65              | (0.01)                   |
| (vii) BC-NBFC  | 3,286   | -              | 3,286             | 0.01              | 1,015                                     | -               | 1,015             | -                 | -                        |
| (viii) BC-NONBFC   | 500   | -              | 500               | -                 | 464                                       | -               | 464               | -                 | -                        |
| (ix) IEPF  | 39,132  | -              | 39,132            | 0.07              | 39,132                                    | -               | 39,132            | 0.08              | 0.01                     |
| <b>Sub-total (B) (2)</b>   | <b>11,925,138</b>                               | <b>393,804</b> | <b>12,318,942</b> | <b>22.36</b>      | <b>10,678,440</b>                         | <b>280,280</b>  | <b>10,958,720</b> | <b>21.66</b>      | <b>(0.70)</b>            |
| <b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>                                 | <b>14,253,767</b>                               | <b>614,129</b> | <b>14,867,896</b> | <b>26.99</b>      | <b>12,965,744</b>                         | <b>500,605</b>  | <b>13,466,349</b> | <b>26.62</b>      | <b>(0.37)</b>            |
| <b>TOTAL (A)+(B)</b>   | <b>54,481,167</b>                               | <b>614,129</b> | <b>55,095,296</b> | <b>100.00</b>     | <b>50,094,691</b>                         | <b>500,605</b>  | <b>50,595,296</b> | <b>100</b>        | <b>-</b>                 |
| (C) Shares held by Custodians and against which Depository Receipts have been issued | -   | -              | -                 | -                 | -   | -               | -                 | -                 | -                        |
| <b>Promoter and Promoter Group</b>   | -   | -              | -                 | -                 | -   | -               | -                 | -                 | -                        |
| <b>Public</b>  | -   | -              | -                 | -                 | -   | -               | -                 | -                 | -                        |
| <b>GRAND TOTAL (A)+(B)+(C)</b>   | <b>54,481,167</b>                               | <b>614,129</b> | <b>55,095,296</b> | <b>100.00</b>     | <b>50,094,691</b>                         | <b>5,00,605</b> | <b>50,595,296</b> | <b>100</b>        | <b>-</b>                 |

**ii) Shareholding of Promoters (including Promoter Group)**

| Sr. No. | Shareholders Name                | Shareholding at the beginning of the year<br>1st April, 2018 |                                  |  | Shareholding at the end of the year<br>31st March, 2019 |                                  |  |
|---------|----------------------------------|--|----------------------------------|--|---|----------------------------------|--|
|         |                                  | No. of Shares  | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares   | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares |
| 1.      | Tata Sons Private Ltd.(Promoter) | 37,541,071   | 68.14                            | NIL  | 34,664,663  | 68.51                            | NIL  |
| 2.      | Ewart Investments Ltd.*          | 869,472  | 1.58                             | NIL  | 805,843   | 1.59                             | NIL  |
| 3.      | Af-taab Investment Co. Ltd.*     | 857,143  | 1.55                             | NIL  | 794,416   | 1.57                             | NIL  |
| 4.      | Tata Chemicals Ltd.*             | 475,840  | 0.86                             | NIL  | 441,015   | 0.87                             | NIL  |
| 5.      | Tata Steel Limited*              | 246,018  | 0.44                             | NIL  | 228,015   | 0.46                             | NIL  |
| 6.      | Tata Global Beverages Limited*   | 158,469  | 0.29                             | NIL  | 146,872   | 0.29                             | NIL  |
| 7.      | Trent Limited*                   | 38,550   | 0.07                             | NIL  | 31,793  | 0.06                             | NIL  |
| 8.      | Tata Trusts - Ratan Naval Tata*  | 21,037   | 0.04                             | NIL  | NIL   | 0.00                             | NIL  |
| 9.      | Trent Brands Ltd.*               | 19,800   | 0.04                             | NIL  | 16,330  | 0.03                             | NIL  |
|         | <b>TOTAL</b>                     | <b>40,227,400</b>  | <b>73.01</b>                     | <b>NIL</b>                                       | <b>37,128,947</b>                                       | <b>73.38</b>                     | <b>NIL</b>                                       |

\* Forms part of the promoter group.

**iii) Change in Promoters' Shareholding (including Promoter Group)**

| Sr. No | Name of the Shareholder              | Date        | Reason                       | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|--------------------------------------|-------------|------------------------------|---|----------------------------------|---|----------------------------------|
|        |                                      |             |                              | No. of Shares                             | % of total Shares of the company | No. of Shares                           | % of total Shares of the company |
| 1.     | Tata Sons Private Limited            | 01-Apr-2018 | At the beginning of the year | 37,541,071                                | 68.14                            | 37,541,071                              | 74.20                            |
|        |                                      | 22-Feb-2019 | Buyback                      | (2,876,408)                               | (5.22)                           | 34,664,663                              | 68.51                            |
|        |                                      | 31-Mar-2019 | At the end of year           | -   | -                                | 34,664,663                              | 68.51                            |
| 2.     | Ewart Investments Limited *          | 01-Apr-2018 | At the beginning of the year | 869,472                                   | 1.58                             | 869,472                                 | 1.72                             |
|        |                                      | 22-Feb-2019 | Buyback                      | (63,629)                                  | (0.12)                           | 805,843                                 | 1.59                             |
|        |                                      | 31-Mar-2019 | At the end of year           | -   | -                                | 805,843                                 | 1.59                             |
| 3.     | Af-Taab Investment Company Limited * | 01-Apr-2018 | At the beginning of the year | 857,143                                   | 1.56                             | 857,143                                 | 1.69                             |
|        |                                      | 22-Feb-2019 | Buyback                      | (62,727)                                  | (0.11)                           | 794,416                                 | 1.57                             |
|        |                                      | 31-Mar-2019 | At the end of year           | -   | -                                | 794,416                                 | 1.57                             |
| 4.     | Tata Chemicals Limited *             | 01-Apr-2018 | At the beginning of the year | 475,840                                   | 0.86                             | 475,840                                 | 0.94                             |
|        |                                      | 22-Feb-2019 | Buyback                      | (34,825)                                  | (0.06)                           | 441,015                                 | 0.87                             |
|        |                                      | 31-Mar-2019 | At the end of year           | -   | -                                | 441,015                                 | 0.87                             |
| 5.     | Tata Steel Limited *                 | 01-Apr-2018 | At the beginning of the year | 246,018                                   | 0.45                             | 246,018                                 | 0.49                             |
|        |                                      | 22-Feb-2019 | Buyback                      | (18,003)                                  | (0.03)                           | 228,015                                 | 0.45                             |
|        |                                      | 31-Mar-2019 | At the end of year           | -   | -                                | 228,015                                 | 0.45                             |
| 6.     | Tata Global Beverages Limited *      | 01-Apr-2018 | At the beginning of the year | 158,469                                   | 0.29                             | 158,469                                 | 0.31                             |
|        |                                      | 22-Feb-2019 | Buyback                      | (11,597)                                  | (0.02)                           | 146,872                                 | 0.29                             |
|        |                                      | 31-Mar-2019 | At the end of year           | -   | -                                | 146,872                                 | 0.29                             |
| 7.     | Trent Limited *                      | 01-Apr-2018 | At the beginning of the year | 38,550                                    | 0.07                             | 38,550                                  | 0.08                             |
|        |                                      | 22-Feb-2019 | Buyback                      | (6,757)                                   | (0.01)                           | 31,793                                  | 0.06                             |
|        |                                      | 31-Mar-2019 | At the end of year           | -   | -                                | 31,793                                  | 0.06                             |
| 8.     | Trent Brands Limited *               | 01-Apr-2018 | At the beginning of the year | 19,800                                    | 0.04                             | 19,800                                  | 0.04                             |
|        |                                      | 22-Feb-2019 | Buyback                      | (3,470)                                   | (0.01)                           | 16,330                                  | 0.03                             |
|        |                                      | 31-Mar-2019 | At the end of year           | -   | -                                | 16,330                                  | 0.03                             |

| Sr. No | Name of the Shareholder | Date        | Reason                       | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|-------------------------|-------------|------------------------------|---|----------------------------------|---|----------------------------------|
|        |                         |             |                              | No. of Shares                             | % of total Shares of the company | No. of Shares                           | % of total Shares of the company |
| 9.     | Sir Ratan Tata Trust *  | 01-Apr-2018 | At the beginning of the year | 21,037                                    | 0.04                             | 21,037                                  | 0.04                             |
|        |                         | 11-May-2018 | Decrease                     | (21,037)                                  | (0.04)                           | -                                       | -                                |
|        |                         | 31-Mar-2019 | At the end of year           | -   | -                                | -                                       | -                                |

\*forms part of the promoter group

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sr. No.     | Name of the Shareholder  | Date        | Reason                       | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|-------------|--|-------------|------------------------------|---|----------------------------------|---|----------------------------------|
|             |  |             |                              | No. of Shares                             | % of total Shares of the company | No. of Shares                           | % of total Shares of the company |
| 1.          | Templeton India Equity Income Fund                             | 01-Apr-2018 | At the beginning of the year | 345,063                                   | 0.63                             | 345,063                                 | 0.68                             |
|             |  | 22-Feb-2019 | Buyback                      | (60,478)                                  | (0.11)                           | 284,585                                 | 0.56                             |
|             |  | 31-Mar-2019 | At the end of year           | -   | -                                | 284,585                                 | 0.56                             |
|             | Franklin Templeton Mutual Fund A/C Templeton India Growth Fund | 01-Apr-2018 | At the beginning of the year | 259,985                                   | 0.47                             | 259,985                                 | 0.51                             |
|             |  | 22-Feb-2019 | Buyback                      | (45,567)                                  | (0.08)                           | 214,418                                 | 0.42                             |
|             |  | 22-Mar-2019 | Decrease                     | (9,114)                                   | (0.02)                           | 205,304                                 | 0.41                             |
|             |  | 29-Mar-2019 | Decrease                     | (5,304)                                   | (0.01)                           | 200,000                                 | 0.40                             |
| 31-Mar-2019 | At the end of the year   | -           | -                            | 200,000                                   | 0.40                             |   |                                  |
| 2.          | Hitesh Ramji Javeri  | 01-Apr-2018 | At the beginning of the year | 540,101                                   | 0.98                             | 540,101                                 | 1.06                             |
|             |  | 06-Apr-2018 | Decrease                     | (101)                                     | 0.00                             | 540,000                                 | 1.06                             |
|             |  | 29-Mar-2019 | Decrease                     | (50,000)                                  | (0.09)                           | 490,000                                 | 0.97                             |
|             |  | 31-Mar-2019 | At the end of the year       | -   | -                                | 490,000                                 | 0.97                             |
| 3.          | Harsha Hitesh Javeri   | 01-Apr-2018 | At the beginning of the year | 540,000                                   | 0.98                             | 540,000                                 | 1.06                             |
|             |  | 29-Mar-2019 | Decrease                     | (50,000)                                  | (0.09)                           | 490,000                                 | 0.97                             |
|             |  | 31-Mar-2019 | At the end of the year       | -   | -                                | 490,000                                 | 0.97                             |
| 4.          | Franklin Templeton Investment Funds                            | 01-Apr-2018 | At the beginning of the year | 531,331                                   | 0.96                             | 531,331                                 | 1.05                             |
|             |  | 13-Apr-2018 | Increase                     | 15,257                                    | 0.03                             | 546,578                                 | 1.08                             |
|             |  | 25-May-2018 | Increase                     | 471                                       | 0.00                             | 547,049                                 | 1.08                             |
|             |  | 01-Jun-2018 | Increase                     | 2,495                                     | 0.00                             | 549,544                                 | 1.09                             |
|             |  | 08-Jun-2018 | Increase                     | 7,325                                     | 0.01                             | 556,869                                 | 1.10                             |
|             |  | 15-Feb-2019 | Increase                     | 7,260                                     | 0.01                             | 564,129                                 | 1.11                             |
|             |  | 22-Feb-2019 | Buyback                      | (67,881)                                  | (0.12)                           | 496,248                                 | 0.98                             |
| 31-Mar-2019 | At the end of the year   | -           | -                            | 496,248                                   | 0.98                             |   |                                  |
| 5.          | Kusum Devi Jain  | 01-Apr-2018 | At the beginning of the year | 401,907                                   | 0.73                             | 401,907                                 | 0.79                             |
|             |  | 22-Feb-2019 | Buyback                      | (29,097)                                  | (0.05)                           | 372,810                                 | 0.74                             |
|             |  | 31-Mar-2019 | At the end of the year       | -   | -                                | 372,810                                 | 0.74                             |
| 6.          | Life Insurance Corporation Of India                            | 01-Apr-2018 | At the beginning of the year | 309,939                                   | 0.56                             | 309,939                                 | 0.61                             |
|             |  | 22-Feb-2019 | Buyback                      | (22,330)                                  | (0.04)                           | 287,609                                 | 0.57                             |
|             |  | 31-Mar-2019 | At the end of the year       | -   | -                                | 287,609                                 | 0.57                             |
| 7.          | Paharpur Cooling Towers Ltd.                                   | 01-Apr-2018 | At the beginning of the year | 248,730                                   | 0.45                             | 248,730                                 | 0.49                             |
|             |  | 13-Apr-2018 | Decrease                     | (448)                                     | 0.00                             | 248,282                                 | 0.49                             |
|             |  | 27-Apr-2018 | Decrease                     | (138,282)                                 | (0.25)                           | 110,000                                 | 0.22                             |
|             |  | 22-Feb-2019 | Buyback                      | (8,162)                                   | (0.01)                           | 101,838                                 | 0.21                             |
|             |  | 31-Mar-2019 | At the end of the year       | -   | -                                | 101,838                                 | 0.21                             |

| Sr. No. | Name of the Shareholder   | Date        | Reason                       | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|---|-------------|------------------------------|---|----------------------------------|---|----------------------------------|
|         |   |             |                              | No. of Shares                             | % of total Shares of the company | No. of Shares                           | % of total Shares of the company |
| 8.      | The Oriental Insurance Company Ltd.                               | 01-Apr-2018 | At the beginning of the year | 237,348                                   | 0.43                             | 237,348                                 | 0.47                             |
|         |   | 22-Feb-2019 | Buyback                      | (17,116)                                  | (0.03)                           | 220,232                                 | 0.44                             |
|         |   | 31-Mar-2019 | At the end of the year       | -   | -                                | 220,232                                 | 0.44                             |
| 9.      | J M Financial and Investment Consultancy Services Private Limited | 01-Apr-2018 | At the beginning of the year | 200,000                                   | 0.36                             | 200,000                                 | 0.40                             |
|         |   | 07-Sep-2018 | Decrease                     | (100)                                     | 0.00                             | 199,900                                 | 0.40                             |
|         |   | 14-Sep-2018 | Decrease                     | (974)                                     | 0.00                             | 198,926                                 | 0.40                             |
|         |   | 09-Nov-2018 | Decrease                     | (13,209)                                  | (0.02)                           | 185,717                                 | 0.37                             |
|         |   | 16-Nov-2018 | Decrease                     | (5,717)                                   | (0.01)                           | 180,000                                 | 0.36                             |
|         |   | 22-Feb-2019 | Buyback                      | (20,430)                                  | (0.04)                           | 159,570                                 | 0.32                             |
|         |   | 31-Mar-2019 | At the end of the year       | -   | -                                | 159,570                                 | 0.32                             |
| 10.     | Andhra Pradesh Industrial Development                             | 01-Apr-2018 | At the beginning of the year | 188,000                                   | 0.34                             | 188,000                                 | 0.37                             |
|         |   | 31-Mar-2019 | At the end of the year       | -   | -                                | 188,000                                 | 0.37                             |
| 11.     | Governor of Andhra Pradesh  | 01-Apr-2018 | At the beginning of the year | 155,755                                   | 0.28                             | 155,755                                 | 0.31                             |
|         |   | 31-Mar-2019 | At the end of the year       | -   | -                                | 155,755                                 | 0.31                             |

#### v) Shareholding of Directors and Key Managerial Personnel

| For Each of the Directors | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------------------------|---|----------------------------------|---|----------------------------------|
|                           | No. of Shares                             | % of total Shares of the Company | No. of Shares                           | % of total Shares of the Company |
| Mr. N. N. Tata            | 19,145                                    | 0.03                             | 19,145                                  | 0.03                             |
| Mr. F. N. Subedar         | 2,455                                     | 0.00                             | 2,455                                   | 0.00                             |
| Mr. A. B. K. Dubash*      | 2,265                                     | 0.00                             | 2,265                                   | 0.00                             |

\*Mr. A. B. K Dubash has retired with effect from 22nd September, 2018 on completion of 75 years of age, as per retirement policy for Directors.

| For Each of the KMP  | Shareholding at the beginning of the year                        |                                  | Cumulative Shareholding during the year |                                  |
|--|--|----------------------------------|---|----------------------------------|
|  | No. of Shares  | % of total Shares of the Company | No. of Shares                           | % of total Shares of the Company |
| At the beginning of the year   | None of the KMP hold shares in the Company                       |                                  |   |                                  |
| Date of increase / Decrease in shareholding During the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.) | None of the KMP had any transaction in the shares of the Company |                                  |   |                                  |
| At the end of the year   | None of the KMP hold shares in the Company                       |                                  |   |                                  |

## V. INDEBTEDNESS

|  | Secured Loans<br>Excluding Deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|-----------------|----------|--------------------|
|  | NIL                                 | NIL             | NIL      | NIL                |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount (₹)

| Sr. No. | Particulars of Remuneration   | Mr. A. N. Dalal<br>Executive Director |
|---------|---|---------------------------------------|
| 1.      | Gross Salary  |                                       |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 30,726,000                            |
|         | (b) Value of perquisites under section 17(2) of the Income Tax Act, 1961            | 40,800                                |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961       | -                                     |
| 2.      | Stock Options   | -                                     |
| 3.      | Sweat Equity  | -                                     |
| 4.      | Commission  |                                       |
|         | - as % of profit  | -                                     |
|         | - others, specify (Performance based)   | 16,200,000                            |
| 5.      | Others, please specify  | -                                     |
|         | <b>Total (A)</b>  | <b>46,966,800</b>                     |

## B. Remuneration to other directors :

## 1. Independent Directors

| Sr. No. | Particulars of Remuneration                    | Name of Director        |                    |                   |                  |                      | Total Amount<br>(₹) |
|---------|--|-------------------------|--------------------|-------------------|------------------|----------------------|---------------------|
|         |  | Mr. A. B. K.<br>Dubash* | Mr. H. N.<br>Sinor | Mr. P. P.<br>Shah | Mr. Z.<br>Dubash | Ms. V.<br>Bhandarkar |                     |
| 1.      | Fee for attending Board/<br>Committee Meetings | 200,000                 | 400,000            | 440,000           | 280,000          | 320,000              | 1,640,000           |
| 2.      | Commission                                     | 950,000                 | 1,900,000          | 1,750,000         | 1,700,000        | 1,500,000            | 7,800,000           |
| 3.      | Others, please specify                         | -                       | -                  | -                 | -                | -                    | -                   |
|         | <b>Total (B1)</b>                              | <b>1,150,000</b>        | <b>2,300,000</b>   | <b>2,190,000</b>  | <b>1,980,000</b> | <b>1,820,000</b>     | <b>9,440,000</b>    |

\* Mr. A. B. K Dubash has retired with effect from 22nd September, 2018 on completion of 75 years of age, as per retirement policy for Directors.

## 2. Other Non Executive Directors

| Sr. No. | Particulars of Remuneration                           | Name of Director  |                      |                               | Total Amount       |
|---------|---|-------------------|----------------------|-------------------------------|--------------------|
|         |   | Mr. N. N.<br>Tata | Mr. F. N.<br>Subedar | Mr. Suprakash<br>Mukhopadhyay |                    |
| 1.      | Fee for attending Board/<br>Committee Meetings        | 260,000           | 340,000              | 180,000                       | 780,000            |
| 2.      | Commission  | -**               | 2,000,000            | -**                           | 2,000,000          |
| 3.      | Others, please specify                                | -                 | -                    | -                             | -                  |
|         | <b>Total (B2)</b>                                     | <b>260,000</b>    | <b>2,340,000</b>     | <b>180,000</b>                | <b>2,780,000</b>   |
|         | <b>Total (B)= (B1)+ (B2)</b>                          |                   |                      |                               | <b>12,220,000</b>  |
|         | <b>Total Managerial Remuneration= Total (A) + (B)</b> |                   |                      |                               | <b>59,186,800</b>  |
|         | <b>Overall Ceiling as per the Act</b>                 |                   |                      |                               | <b>193,662,000</b> |

**\*\* In line with the internal guidelines, no payment is made towards commission to the Non-Executive Director of the Company, who are in full time employment with any other Tata Company.**

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

| Sr. No. | Particulars of Remuneration   | Key Managerial Personnel<br>Mr. Manoj Kumar C V<br>(Chief Financial Officer &<br>Company Secretary) |
|---------|---|---|
| 1.      | Gross Salary  |   |
|         | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 9,658,333   |
|         | (b) Value of perquisites under section 17(2) of the Income Tax Act, 1961            | 477,360   |
|         | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961       | -   |
| 2.      | Stock Options   | -   |
| 3.      | Sweat Equity  | -   |
| 4.      | Commission  | -   |
|         | - as % of profit  | -   |
|         | - others, specify   | -   |
| 5.      | Others, please specify  | -   |
|         | <b>Total</b>  | <b>10,135,693</b>   |

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment / Compounding fees imposed | Authority (RD/ NCLT/ Court) | Appeal made, If any (give details) |
|-------------------------------------|------------------------------|-------------------|--|-----------------------------|------------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |  |                             |                                    |
| Penalty                             |                              |                   | None   |                             |                                    |
| Punishment                          |                              |                   |  |                             |                                    |
| Compounding                         |                              |                   |  |                             |                                    |
| <b>B. DIRECTORS</b>                 |                              |                   |  |                             |                                    |
| Penalty                             |                              |                   | None   |                             |                                    |
| Punishment                          |                              |                   |  |                             |                                    |
| Compounding                         |                              |                   |  |                             |                                    |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |  |                             |                                    |
| Penalty                             |                              |                   | None   |                             |                                    |
| Punishment                          |                              |                   |  |                             |                                    |
| Compounding                         |                              |                   |  |                             |                                    |

On behalf of the Board of Directors,

**NOEL N. TATA**  
Chairman

Mumbai, 10th May, 2019

## ANNEXURE G TO THE BOARD'S REPORT

**[Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]**

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the FY 2018-19:

(Explanation: (i) the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values)

2. The percentage increase in remuneration of each Director, Chief Financial Officer & Company Secretary, if any, in the financial year

| Directors                     | Ratio to median remuneration | Percentage Increase/(decrease) (%) |
|-------------------------------|------------------------------|------------------------------------|
| Mr. N. N. Tata @              | -                            | -                                  |
| Mr. F. N. Subedar             | 1.55:1                       | 5.41                               |
| Mr. A. B. K. Dubash *         | 0.76:1                       | (6.50)                             |
| Mr. H. N. Sinor               | 1.52:1                       | 7.48                               |
| Mr. P. P. Shah                | 1.45:1                       | 10.61                              |
| Mr. A. N. Dalal               | 31.10:1                      | 4.92                               |
| Mr. Z. Dubash                 | 1.31:1                       | (5.26)                             |
| Ms. V. Bhandarkar             | 1.12:1                       | 37.88                              |
| Mr. Suprakash Mukhopadhyay @# | -                            | -                                  |

@ In line with the internal guidelines, no payment is made towards commission to the Non-Executive Director of the Company, who are in full time employment with any other Tata Company.

\* Retired with effect from 22nd September, 2018

# appointed with effect from 14th June, 2018

The percentage increase in the remuneration of the Chief Financial Officer & Company Secretary is 6.96%

3. The percentage increase in the median remuneration of employees in the financial year: 9.01%.
4. The number of permanent employees on the rolls of Company: 23
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 8.94%, as against an increase of 4.92% in the salary of the Executive Director (managerial personnel as defined under the Act). The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also benchmarked against a comparable basket of relevant companies in India.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company

It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees adopted by the Company.

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

**NOEL N. TATA**  
Chairman

Mumbai : 10th May, 2019



## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy on code of 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 31st March, 2019, the Board of Directors of the Company comprised of Eight members, of whom Seven are Non-Executive Directors. In accordance with the provisions of the Companies Act, 2013 ("Act"), and the Company's Articles of Association, Mr. Noel N. Tata, Director, retires by rotation and is eligible for re-appointment. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") as amended, the profile of the Director seeking re-appointment, has been given along with the Notice of the Annual General Meeting. None of the Directors are related to one another.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations, as applicable, with regard to corporate governance.

### Board Meetings :

21 Board/Committee Meetings were held at Mumbai during the year under review comprising 5 Board Meetings, 15 meetings of various Committees and one Independent Directors Meeting. The Board Meetings were held on 7th May, 2018, 23rd August, 2018, 2nd November, 2018, 16th November, 2018 and 4th February, 2019. 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, 2019 are given below:

| Name of Directors    | DIN      | Category of Director | Board Meetings attended during 2018-2019 | No. Of Directorships of other Indian companies as on 31st March, 2019# |        | Membership of mandatory Board Committees of other companies as on 31st March, 2019 @ |        | No. of Ordinary Shares held as on 31st March, 2019 | Directorship in other listed entities (Category of Directorship)  |
|----------------------|----------|----------------------|--|--|--------|--|--------|--|---|
|                      |          |                      |  | Chair-man  | Member | Chair-man  | Member |  |   |
| Mr. N. N. Tata       | 00024713 | Non Independent      | 5  | 2  | 4      | 1  | 2      | 19,145   | <b>Non Independent, Non Executive</b><br>1. Trent Ltd.<br>2. Titan Company Ltd.<br>3. Voltas Ltd.<br><b>Independent, Non Executive</b><br>4. Kansai Nerolac Paints Ltd. |
| Mr. F. N. Subedar    | 00028428 | Non Independent      | 4  | 1  | 7      | 3  | 3      | 2,455  | -   |
| Mr. A. B. K. Dubash* | 00040958 | Independent          | 2  | -  | -      | -  | -      | -  | -   |

| Name of Directors           | DIN      | Category of Director | Board Meetings attended during 2018-2019 | No. Of Directorships of other Indian companies as on 31st March, 2019# |        | Membership of mandatory Board Committees of other companies as on 31st March, 2019 @ |        | No. of Ordinary Shares held as on 31st March, 2019 | Directorship in other listed entities (Category of Directorship)   |
|-----------------------------|----------|----------------------|--|--|--------|--|--------|--|--|
|                             |          |                      |  | Chairman   | Member | Chairman   | Member |  |  |
| Mr. H. N. Sinor             | 00074905 | Independent          | 4  | 2  | 3      | -  | 3      | -  | <b>Independent, Non Executive</b><br>1. Themis Medicare Ltd.<br>2. Tata Motors Finance Ltd.<br>3. Cosmo Films Ltd.   |
| Mr. P. P. Shah              | 00066242 | Independent          | 4  | 2  | 6      | 1  | 6      | -  | <b>Independent, Non Executive</b><br>1. Sonata Software Ltd.<br>2. BASF India Ltd.<br>3. Grindwell Norton Ltd.<br>4. Kansai Nerolac Paints Ltd.<br>5. KSB Ltd.<br>6. Pfizer Ltd. |
| Mr. A. N. Dalal             | 00297603 | Executive Director   | 5  | -  | 5      | 1  | 1      | -  | <b>Independent, Non Executive</b><br>1. Manugraph India Ltd.<br>2. Phoenix Mills Ltd.<br>3. Sutlej Textiles & Industries Ltd.  |
| Mr. Z. Dubash               | 00026206 | Independent          | 2  | -  | 1      | -  | 1      | -  | <b>Independent, Non Executive</b><br>1. Trent Ltd.   |
| Ms. V. Bhandarkar           | 00033808 | Independent          | 3  | -  | 6      | 5  | 4      | -  | <b>Independent, Non Executive</b><br>1. Larsen & Toubro Infotech Ltd.<br>2. Tata Motors Finance Ltd.   |
| Mr Suprakash Mukhopadhyay** | 00019901 | Non-independent      | 4  | -  | 2      | -  | -      | -  | -  |

# Excluding directorship in private companies & companies registered under Section 8 of the Act

@ Including membership of Audit committee & Stakeholders' relationship committee of other Indian Public Limited companies only.

\* Mr. A. B. K Dubash has retired with effect from 22nd September, 2018 on completion of 75 years of age, as per retirement policy for Directors.

**\*\* Mr. Suprakash Mukhopadhyay was appointed as additional director of the Company w.e.f. 14.06.2018.**

All the Directors, had attended the last Annual General Meeting held on 30th July, 2018.

### **Committee of Directors :**

Details of the various Committees of the Board of Directors of the Company as on 31st March, 2019 and the meetings attended by each Director during the year 2018-2019, shown within brackets, are as under

|  | <u>Name of the Director</u>  |
|--|--|
| Audit Committee :<br>(4 meetings held during the year)<br>(03.05.2018, 23.08.2018, 02.11.2018, 01.02.2019)                             | Mr. H. N. Sinor – Chairman (4)<br>Mr. A. B. K. Dubash(1)*, Mr. F. N. Subedar (3)<br>Mr. P. P. Shah (4)   |
| Nomination and Remuneration Committee :<br>(2 meetings held during the year)<br>(19.04.2018, 07.05.2018)                               | Mr. Z. Dubash – Chairman (2)<br>Mr. N. N. Tata (2), Mr. F. N. Subedar (2)<br>Ms. V. Bhandarkar (2)   |
| Stakeholders' Relationship Committee :<br>(2 meetings held during the year)<br>(12.09.2018, 19.03.2019)                                | Mr. F. N. Subedar – Chairman (2)<br>Mr. A. N. Dalal(2)<br>Ms. V. Bhandarkar (2)  |
| Investment Committee<br>(3 meetings held during the year)<br>(17.07.2018, 10.09.2018, 03.01.2019)                                      | Mr. N. N. Tata – Chairman (2)<br>Mr. F. N. Subedar (3), Mr. A. B. K. Dubash(1)*<br>Mr. P. P. Shah (2), Mr. Z. Dubash(2)#<br>Mr. Suprakash Mukhopadhyay (1)## |
| Asset Liability, Risk Management and IT Strategy/Steering Committee :<br>(2 meetings held during the year)<br>(21.12.2018, 27.03.2019) | Mr. H. N. Sinor – Chairman (2)<br>Mr. A. N. Dalal (2)<br>Ms. V. Bhandarkar (2)   |
| Corporate Social Responsibility Committee :<br>(2 meetings held during the year)<br>(21.08.2018, 14.12.2018)                           | Mr. F. N. Subedar – Chairman (2)<br>Mr. A. N. Dalal (2), Mr. A. B. K. Dubash(1)*<br>Mr. Z. Dubash (1)  |
| Independent Directors Meeting<br>(1 meeting held during the year)<br>(19.04.2018)  | Mr. Z. Dubash– Chairman (1)<br>Mr. A. B. K. Dubash(1)*, Mr. H.N. Sinor (1),<br>Mr. P. P. Shah (1), Ms. V. Bhandarkar (1)                                     |

\* Mr. A. B. K Dubash has retired with effect from 22nd September, 2018 on completion of 75 years of age, as per retirement policy for Directors.

# Ceased to be a member of the Committee during the year

##Mr. Suprakash Mukhopadhyay was appointed as a member of Investment Committee w.e.f. 14.06.2018.

**The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board :**

- Understanding of the company's business policies, values, vision, goals, strategic plan, corporate Governance and knowledge about the securities markets
- Investment management
- Accounting and Financial skills
- Risk Management
- Strategic thinking and decision making

**Audit Committee :**

The Audit Committee has been constituted in compliance with (i) Section 177 of the Act (ii) Regulation 18 of the Listing Regulations as mandated by the Stock Exchanges and (iii) the Reserve Bank of India Non-Banking Financial Companies Guidelines. All the Members of the Audit Committee, except Mr. F. N. Subedar are Independent Directors.

The terms of reference of the Audit Committee inter alia 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) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to the items mentioned in Para A (4) of Part C of Schedule II of the Listing Regulations ;
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
- f) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) (as also provided in the Act), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up thereon;
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- p) 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;

- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) To review the functioning of the Whistle Blower mechanism;
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- t) Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- u) To review management discussion and analysis of financial condition and results of operations;
- v) To review statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- w) To review management letters / letters of internal control weaknesses issued by the statutory auditors;
- x) To review Internal audit reports relating to internal control weaknesses;
- y) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee;
- z) To oversee financial reporting controls and process for material subsidiaries;
- aa) To oversee compliance with legal and regulatory requirements including the Tata Code of Conduct ("TCoC") for the company and its material subsidiaries;
- ab) To oversee the implementation of code of conduct for prevention of insider trading; and
- ac) 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.

#### **Nomination and Remuneration Committee :**

The Nomination and Remuneration Committee has been constituted in compliance with Section 178 of the Act, and Regulation 19 of the Listing Regulations.

The Committee as on 31st March, 2019 comprises of four Directors viz. Mr. Z. Dubash (Chairman), Mr. N. N. Tata, Mr. F. N. Subedar and Ms. V. Bhandarkar.

#### **The terms of Reference of the Nomination & Remuneration Committee are as follows :**

- a) Recommend to the Board the setup and composition of the Board and its Committees. This shall include formulation of the criteria for determining qualifications, positive attributes and independence of a director. The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience;
- b) Recommend to the Board the appointment or reappointment of directors;
- c) Devising a policy on Board diversity;
- d) Recommend to the Board appointment of Key Managerial Personnel ("KMP") and executive team members of the company (as defined by this committee);
- e) Support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include formulation of criteria for evaluation of Independent Directors and the Board. Additionally, the committee may also oversee the performance review process of the KMP and the executive team of the company;

- f) Recommend to the Board the all remuneration, in whatever form, payable to directors, executive team/ KMP, senior management as well as the rest of the employee;
- g) On an annual basis, recommend to the Board the remuneration payable to directors and executive team;
- h) Oversee familiarisation programmes for directors;
- i) Oversee the HR philosophy, HR and People strategy and HR practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMP and executive team);
- j) Provide guidelines for remuneration of directors on material subsidiaries, (if any);and
- k) Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

**Remuneration Policy**

The Company's philosophy for remuneration of Directors, Key Managerial Personnel and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to this philosophy. The key factors considered in formulating the Policy are as under:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Key principles governing this remuneration policy are as follows:

**Remuneration for Independent Directors and Non-Independent Non-Executive Directors :**

- a) Independent directors ("ID") and Non-Independent Non-Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits.
- b) Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the Nomination and Remuneration Committee (NRC) and approved by the Board.
- c) Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company taking into consideration the challenges faced by the Company and its future growth imperatives.
- d) Overall remuneration should be reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration.
- e) Overall remuneration practices should be consistent with recognized best practices.
- f) Quantum of sitting fees may be subject to review on a periodic basis, as required.
- g) The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- h) The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.

- i) In addition to the sitting fees and commission, the Company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/ her role as a director of the Company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organized by the Company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

**Remuneration for Managing Director (“MD”)/ Executive Directors (“ED”)/ KMP/ rest of the employees :**

- a) The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of size of the company, complexity of the sector/ industry/ company's operations and the company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- b) The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
- c) Basic/fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- d) In addition to the basic/ fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The Company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursments or insurance cover and accidental death and dismemberment through personal accident insurance.
- e) The Company provides retirement benefits as applicable.
- f) In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD/EDs such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.
- g) The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

The Directors are paid sitting fees and commission in accordance with Section 197 and 198 of the Companies Act, 2013. A total remuneration of ₹ 118.20 lacs was paid to the Non-Executive Directors during the year ended 31st March, 2019. The remuneration paid to each Non-Executive Director is given below:

(₹ in lacs)

| Name of the Director | Sitting fees paid during FY2018-19 | Commission for FY2017-18 paid in FY2018-19 |
|----------------------|------------------------------------|--|
| Mr. N. N. Tata       | 2.60                               | -  |
| Mr. F. N. Subedar    | 3.40                               | 19.00                                      |
| Mr. A. B. K. Dubash# | 2.00                               | 9.50                                       |
| Mr. H. N. Sinor      | 4.00                               | 17.00                                      |
| Mr. P. P. Shah       | 4.40                               | 15.00                                      |
| Mr. Z. Dubash        | 2.80                               | 16.50                                      |
| Ms. V. Bhandarkar    | 3.20                               | 11.00                                      |

(₹ in lacs)

| Name of the Director       | Sitting fees paid during FY2018-19 | Commission for FY2017-18 paid in FY2018-19 |
|----------------------------|------------------------------------|--|
| Mr. K. A. Chaukar*         | -                                  | 6.00                                       |
| Mr. Suprakash Mukhopadhyay | 1.80                               | 0.00                                       |
| <b>TOTAL</b>               | <b>24.20</b>                       | <b>94.00</b>                               |

\* Mr. A. B. K Dubash has retired with effect from 22nd September, 2018 on completion of 75 years of age, as per retirement policy for Directors.

\* Mr. K. A. Chaukar retired as a Director on the Board and Committees of the board with effect from 2nd August, 2017.

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. The Company does not have a scheme for grant of stock-options to the Executive Director, Non-Executive Directors or Employees of the Company.

The members had, at the Annual General Meeting held on 13th August, 2015, re-appointed Mr. A. N. Dalal as the Executive Director of the Company for a period of five years with effect from 1st January, 2015. The appointment 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 Director. Salary and perquisites are paid within the range approved by the shareholders. Commission payable to the Executive Director is determined with reference to performance of the individual during the preceding year and to the net profits of the Company for the year and is determined by the Board of Directors at the end of the financial year along with annual incremental effective 1st April for the next year based on the recommendation of the Nomination and Remuneration Committee within the limits fixed by the shareholders and subject to over-all ceilings stipulated in Section 197 and 198 of the Act. The specific amount sanctioned to the Executive Director is payable after the Annual Accounts have been approved by the Board of Directors. The remuneration paid to the Executive Director during the year 2018 - 2019 is given below :-

(₹ in lacs)

| Name           | Salary | Perquisites | Provident Fund | Performance Bonus for FY2017-18 paid in FY2018-19 |
|----------------|--------|-------------|----------------|---|
| Mr. A.N. Dalal | 295.74 | 0.54        | 11.52          | 162.00  |

#### Stakeholders' Relationship Committee:

In compliance with Section 178 of Act and Regulation 20 of the Listing Regulations, the Stakeholders' Relationship Committee has been constituted.

The Committee as on 31st March, 2019 comprises of three Directors viz. Mr. F. N. Subedar (Chairman), Mr. A. N. Dalal and Ms. V. Bhandarkar.

#### Terms of reference of Stakeholders' Relationship Committee are as follows :

1. Resolving the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificate, general meetings etc.



2. Review of measures taken for effective exercise of voting rights by shareholders
3. Review of adherence to service standards adopted by the Company in respect of various services being rendered by Share Transfer Agent.
4. Review of various measures and initiatives taken by the Company for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Committee under the Chairmanship of Mr. F. N. Subedar, approves / monitors transfers, transmissions, consolidation, issue of duplicate certificate, monitors the shareholding pattern as well as the redressal of complaints from shareholders by the Registrar, oversee overall improvement of the quality of Investor services, performance of Registrar and Transfer Agents, oversee compliance relating to dividend payment, transfer of unclaimed amount of dividend and shares to IEPF Authority whose dividend is outstanding for seven consecutive years, implementation of the Code of Conduct for prevention of Insider Trading. Mr. Manoj Kumar C V, Chief Financial Officer & Company Secretary is also the Compliance Officer.

The Registrar had received correspondence from 204 shareholders on matters in the aggregate during the year. There were 16 queries regarding dividend warrants including changes on live warrants or issue of fresh cheques against time barred instruments, 43 requests for registration of change of address, Bank details, ECS, nomination, document registration, transmission of shares, loss of securities etc. and 145 correspondence for other miscellaneous matters. There were 3 cases reported as complaints which were resolved during the year. There was no complaint pending as on 31st March, 2019.

#### **Investment Committee :**

The Investment Committee comprising Mr. N. N. Tata (Chairman), Mr. F. N. Subedar, Mr. P. P. Shah, and Mr. Suprakash Mukhopadhyay has been constituted. 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.

Mr. A. B. K. Dubash, Independent Director of the Company and the member of Investment Committee, has retired with effect from 22nd September, 2018 as per the Governance Guidelines and Mr. Z. Dubash has ceased to be member of the Committee during the year. The Company has reconstituted the Committee by inducting Mr. Suprakash Mukhopadhyay as a member of the Investment Committee.

**Asset Liability & Risk Management & IT Strategy/Steering Committee:** In accordance with the Reserve Bank of India guidelines, an Asset Liability, Risk Management and IT Strategy/Steering Committee of the Board comprising Mr. H. N. Sinor (Chairman), Mr. A. N. Dalal and Ms. V. Bhandarkar has been constituted for implementation of the Asset Liability Management system and to review its functions periodically. The Committee also reviews the Risk Management Policy of the Company from time to time.

#### **Corporate Social Responsibility Committee :**

The Corporate Social Responsibility (CSR) Committee comprising of Mr. F. N. Subedar (Chairman), Mr. A. N. Dalal, and Mr. A. B. K. Dubash, has been constituted under Section 135 of the Act.

Mr. A. B. K. Dubash retired as a member of the Corporate Social Responsibility (CSR) Committee w.e.f. 22nd September, 2018, the Company has reconstituted the Committee by inducting Mr. Z. Dubash as a member of the Corporate Social Responsibility (CSR) Committee.

#### **The terms of reference of Corporate Social Responsibility Committee are as follows :-**

- a) Formulate and recommend to the Board, a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Act ;
- b) Recommend the amount to be spent on the CSR activities ;
- c) Monitor the Company's CSR policy periodically ;
- d) Attend to such other matters and functions as may be prescribed from time to time.

The Board has adopted the CSR Policy as formulated and recommended by the Committee. The same is displayed on the website of the Company. An Annual Report on CSR activities for the year 2018-19 forms a part of the Board's Report.

**Independent Directors Meeting :**

In terms of Section 149 of the Act and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors was held, inter alia, to discuss:

- a) Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- b) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors; and
- c) Evaluation of the quality, content and timeliness of flow on information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors were present at the Meeting.

**Board and Director Evaluation and criteria for evaluation**

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for performance evaluation process for the Board, its Committees and Directors, including Chairman of the Company. The criteria laid down by the Committee are:

**A. Criteria for Board Evaluation :**

- i. Structure of the Board
- ii. Meetings of the Board
- iii. Functions of the Board
- iv. Strategy and performance evaluation
- v. Governance and compliance
- vi. Evaluation of Risks
- vii. Grievance redressal
- viii. Stakeholder value
- ix. Board and management

**B. Criteria for Evaluation of independent and non-independent Directors :**

- i. Attendance.
- ii. Contribution at Board Meetings.
- iii. Guidance/ support to management outside Board/ Committee Meetings.
- iv. For the Chairman of the Board, additional criteria include providing effective leadership to the Board; setting an effective strategic agenda of the Board; encouraging active engagement by all the members of the Board, promoting effective relationships and open communication; communicating effectively with all stakeholders and enabling meaningful relationships; and motivating and providing guidance to the Managing Director & CEO.

**C. Criteria for Evaluation of Board Committees :**

- i. Degree of fulfilment of key responsibilities.
- ii. Adequacy of Board Committee composition.
- iii. Effectiveness of meetings.
- iv. Committee dynamics.
- v. Quality of relationship of the Committee with the Board and the management.

### Familiarisation Programme :

The Company has Familiarisation Programme for the Independent Directors with respect to the Company, their roles, rights, responsibilities and details of such Familiarisation Programme is available in the Company's website at this web address:

[https://www.tatainvestment.com/images/Familiarisation\\_Programme\\_For\\_IndependentDirectors.pdf](https://www.tatainvestment.com/images/Familiarisation_Programme_For_IndependentDirectors.pdf)

### Subsidiary Company :

The Company has an unlisted subsidiary which is not a material subsidiary. The Audit Committee reviews the investments made by the unlisted subsidiary company. The minutes of the board meetings are periodically placed before the Board of Directors of the Company. The Company has framed Policy for determining the Material Subsidiary and which is available at the Company's website at this web link: [https://www.tatainvestment.com/images/Material\\_Subsidiary\\_Policy.pdf](https://www.tatainvestment.com/images/Material_Subsidiary_Policy.pdf)

### General Body Meetings :

The Annual General Meeting of the Company will be held on 30th July, 2019 at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai 400 020. The last Annual General Meeting was held on 30th July, 2018 at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai 400 020. Prior thereto, the Annual General Meetings were held on 21st August, 2017 and 5th August, 2016 at Rangaswar Auditorium, Y.B Chavan Centre, General Jaganath Bhosale Marg, Nariman Point, Mumbai-400021. The Company had obtained special resolution for the re-appointment of Ms. V. Bhandarkar, as Independent Director of the Company at its Annual general Meeting held on 30th July, 2018

### Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot :

The Company had sought the approval of the shareholders by way of a Special Resolution through notice of postal ballot dated 16th November, 2018 for buy-back of its equity shares, which was duly passed and the results of which were announced on 28th December, 2018. P N Parikh (Membership No. FCS 327) of Parikh and Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

| Description of the Resolution          | Votes in favour of the resolution   |                                     |  | Votes against the resolution  |                                     |  | Invalid Votes   |   |
|--|---|-------------------------------------|--|---|-------------------------------------|--|---|---|
|  | Number of members voted through electronic voting system and through Physical ballot form | Number of valid Votes cast (Shares) | Percentage of total number of valid votes cast | Number of members voted through electronic voting system and through Physical ballot form | Number of valid Votes cast (Shares) | Percentage of total number of valid votes cast | Total number of members whose votes were declared invalid | Total number of invalid votes cast (Shares) |
| Approval for Buy-back of Equity Shares | 639   | 42,297,828                          | 99.96  | 60  | 15,229                              | 0.04   | 34  | 3,554                                       |

Procedure for postal ballot: The postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder.

Details of special resolution proposed to be conducted through postal ballot: None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

A certificate has been received from Parikh and Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

**Disclosures :**

- i) There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. The Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website at the following web link: [https://www.tatainvestment.com/images/RelatedParty\\_Policy.pdf](https://www.tatainvestment.com/images/RelatedParty_Policy.pdf).
- ii) The particulars of transactions between the Company and its related parties are in accordance with Ind AS 24 & set out in Note No. 14 to the Accounts. These transactions are in the ordinary course and are not likely to have any conflict with the interest of the Company.
- iii) There were no 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.
- iv) 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.
- v) 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.
- vi) The Company has complied with all the mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46(2) relating to the dissemination of information on the website of the Company. The status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations, is as under:
  - The Non-Executive Chairman maintains a separate office, for which the Company is not required to reimburse expenses.
  - The financial statements of the Company are with unmodified audit opinion.
  - The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director & CEO.
  - The Internal Auditor reports to the Audit Committee.

The Company has not received any complaint of sexual harassment during the FY 2018-19.

**CEO/CFO Certification :**

The Executive Director and the Chief Financial Officer & Company Secretary 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 31st March, 2019 and are in compliance with the existing Ind AS, 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 the Financial Statements,

- (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.

**Code of Conduct :**

The Company has adopted the Tata Code of Conduct for all employees of the Company, including the Executive Director. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on the Company's website .

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 31st March, 2019 duly signed by the Executive Director is annexed hereto. The Company has adopted code of conduct for prevention of insider trading & code of corporate disclosure policy and uploaded it on the website of the Company: [https://tatainvestment.com/images/Code\\_of\\_Conduct.pdf](https://tatainvestment.com/images/Code_of_Conduct.pdf).

**Whistle Blower Policy / Vigil Mechanism :**

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. The Policy, as approved by the Board, is uploaded on the Company's website at the web link: [https://tatainvestment.com/images/Whistle\\_Blower\\_Policy.pdf](https://tatainvestment.com/images/Whistle_Blower_Policy.pdf).

**Means of Communication :**

The unaudited quarterly results and audited results for the year are published in atleast one English newspaper (Business Standard/Financial Express) and in 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 Registrar and Transfer Agents of the Company. TSRDL has a network of Investor Relation Centres (IRCs) at Mumbai, Bengaluru, Jamshedpur, Kolkata and New Delhi 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 15 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 Chief Financial Officer & Company Secretary who is also the Compliance Officer verifies the Transfer Register sent by the Registrars. The Stakeholder's Relationship Committee approves the transfer of shares.

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.

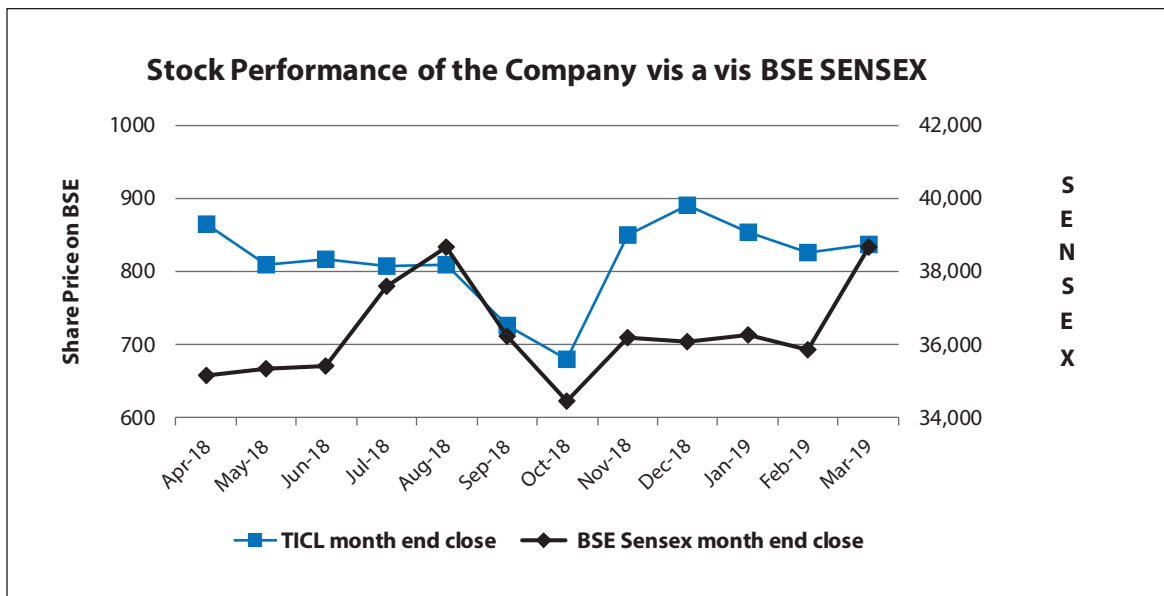
The endeavour is to attend to shareholder requests and redress their queries speedily and to their satisfaction, keeping in mind the statutory/regulatory time frame. Investors' grievances, if any, are resolved by the Compliance Officer, failing which, they would be referred to the Stakeholders' Relationship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

**Management Discussion and Analysis :**

Management Discussion and Analysis forms part of the Board's Report

| <b>General Shareholder Information :</b>                 |  |
|--|--|
| <b>Compliance Officer</b>                                | Mr. Manoj Kumar CV   |
| <b>Registered Office</b><br>(Address for correspondence) | Elphinstone Building, 10, Veer Nariman Road, Mumbai 400 001.<br>Tel. No. 022 -6665 8282 Fax : 022- 6665 7917<br>E-mail address : ticl@tata.com   |
| <b>Annual General Meeting</b><br>(Date, time and venue)  | Tuesday, 30th July, 2019 at 10.30 a.m.<br>Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC), IMC Building, IMC Marg, Churchgate, Mumbai 400 020  |
| <b>Financial Year</b>                                    | The Financial Year of the Company ends on 31st March each year.  |
| <b>Book Closure Date</b>                                 | Wednesday, 17th July, 2019 to Tuesday 23rd July, 2019.   |
| <b>Dividend Payment</b>                                  | A dividend of ₹ 20/- per share (200%) for the year ended 31st March, 2019 on the existing Ordinary Share Capital of ₹ 50.60 crores would be payable to those Members whose names appear on the Register of Members on 16th July, 2019, after giving effect to the transfers lodged and found to be complete and in order. In respect of shares held in electronic form, dividend would be payable to the beneficial owners of shares as at the end of business hours on 16th July, 2019 as per details furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd. |
| <b>Listing on Stock Exchanges</b>                        | 1. BSE Ltd.,<br>P. J. Towers, Dalal Street, Mumbai 400 001.<br>2. The National Stock Exchange of India Ltd.,<br>Bandra-Kurla Complex, Mumbai 400 051.<br>Listing fees have been paid upto the year ending 31st March, 2020 to each of the Stock Exchanges.   |
| <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). 99.01% of the Company's shares are in dematerialised mode. Annual Custodial charges have been paid to both Depositories upto 31st March, 2020.  |

| <b>Market Price Data</b> | <b>BSE</b>       |                 | <b>NSE</b>       |                 |
|--------------------------|------------------|-----------------|------------------|-----------------|
|                          | <b>High</b><br>₹ | <b>Low</b><br>₹ | <b>High</b><br>₹ | <b>Low</b><br>₹ |
| April 2018               | 878.50           | 733.85          | 880.00           | 737.05          |
| May 2018                 | 876.55           | 781.05          | 874.40           | 781.15          |
| June 2018                | 944.00           | 780.05          | 949.90           | 780.35          |
| July 2018                | 879.00           | 765.00          | 878.50           | 762.35          |
| August 2018              | 839.50           | 791.20          | 844.70           | 791.35          |
| September 2018           | 823.45           | 724.05          | 814.20           | 722.00          |
| October 2018             | 775.00           | 654.00          | 735.50           | 656.00          |
| November 2018            | 890.00           | 673.00          | 889.95           | 674.30          |
| December 2018            | 892.55           | 841.65          | 893.85           | 841.05          |
| January 2019             | 910.00           | 804.95          | 906.95           | 807.55          |
| February 2019            | 888.00           | 808.10          | 869.00           | 807.55          |
| March 2019               | 861.75           | 824.00          | 862.00           | 820.00          |



**Registrar & Transfer Agents :**

|                                 |   |
|---------------------------------|---|
| <p><b>REGISTERED OFFICE</b></p> | <p><b>TSR DARASHAW LIMITED</b><br/>         6-10, Haji Moosa Patrawala Industrial Estate<br/>         20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.<br/>         Tel. : 022-66568484 Fax : 022-66568494<br/>         E-mail : <a href="mailto:csq-unit@tsrdarashaw.com">csq-unit@tsrdarashaw.com</a> website : <a href="http://www.tsrdarashaw.com">www.tsrdarashaw.com</a></p> |
| <p><b>BRANCH OFFICES :</b></p>  |   |
| <p><b>Bengaluru</b></p>         | <p>503, Barton Centre (5th floor), 84, M.G. Road, Bengaluru 560 001.<br/>         Tel. : 080-25320321 Fax : 080-25580019<br/>         E-mail : <a href="mailto:tsrdlbbang@tsrdarashaw.com">tsrdlbbang@tsrdarashaw.com</a></p>   |
| <p><b>Jamshedpur</b></p>        | <p>'E' Road, Northern Town,<br/>         Bistupur, Jamshedpur 831 001.<br/>         Tel. : 0657-2426616 Fax : 0657-2426937<br/>         E-mail : <a href="mailto:tsrdljsr@tsrdarashaw.com">tsrdljsr@tsrdarashaw.com</a></p>   |
| <p><b>Kolkata</b></p>           | <p>Tata Centre, 1st floor, 43, Jawaharlal Nehru Road, Kolkata 700 071.<br/>         Tel. : 033-22883087 Fax : 033-22883062<br/>         E-mail : <a href="mailto:tsrdlcal@tsrdarashaw.com">tsrdlcal@tsrdarashaw.com</a></p>   |
| <p><b>New Delhi</b></p>         | <p>2/42, Ansari Road, 1st Floor, Daryaganj, SantVihar<br/>         New Delhi 110 002. Tel : 011-23271805 Fax : 011-23271802<br/>         Email : <a href="mailto:tsrdldel@tsrdarashaw.com">tsrdldel@tsrdarashaw.com</a></p>   |
| <p><b>Agents</b></p>            | <p>Shah Consultancy Services Ltd.<br/>         3, Sumatinath Complex, 2nd Dhal, Pritam Nagar, Ellis Bridge<br/>         Ahmedabad – 380 006. Telefax: 079 – 26576038<br/>         E-mail : <a href="mailto:shahconsultancy8154@gmail.com">shahconsultancy8154@gmail.com</a></p>   |

**Distribution of Shareholding as on 31.3.2019 :**

|  | No. of shares     | %             |
|--|-------------------|---------------|
| Promoter Company and other Tata Companies.....   | 37,128,947        | 73.38         |
| Directors & their Relatives .....  | 36,152            | 0.07          |
| Public Financial Institutions / Nationalised Banks / Insurance Companies<br>& State Governments..... | 982,405           | 1.94          |
| Non-residents / FIIs/ FPIs .....   | 1,358,895         | 2.69          |
| Other Bodies Corporate, Other Banks, Body Corporate-NBFC,<br>Body Corporate-Non-NBFC .....           | 1,112,290         | 2.20          |
| Mutual Funds .....   | 484,593           | 0.96          |
| Others.....  | 9,492,014         | 18.76         |
|  | <b>50,595,296</b> | <b>100.00</b> |

**Distribution Schedule as on 31.3.2019 :**

| Sr. No. | No. of shares      | Holdings          | Amount (₹)         | % of total Capital | No. of Holders | % to total Holders |
|---------|--------------------|-------------------|--------------------|--------------------|----------------|--------------------|
| 1       | 1 to 500           | 2,216,584         | 22,165,840         | 4.38               | 34,664         | 92.92              |
| 2       | 501 to 1000        | 875,748           | 8,757,480          | 1.73               | 1,165          | 3.12               |
| 3       | 1001 to 2000       | 968,525           | 9,685,250          | 1.91               | 668            | 1.79               |
| 4       | 2001 to 3000       | 717,980           | 7,179,800          | 1.42               | 289            | 0.77               |
| 5       | 3001 to 4000       | 423,965           | 4,239,650          | 0.84               | 121            | 0.32               |
| 6       | 4001 to 5000       | 441,702           | 4,417,020          | 0.87               | 97             | 0.26               |
| 7       | 5001 to 10000      | 1,142,484         | 11,424,840         | 2.26               | 164            | 0.44               |
| 8       | Greater than 10000 | 43,808,308        | 438,083,080        | 86.59              | 137            | 0.37               |
|         | <b>Total</b>       | <b>50,595,296</b> | <b>505,952,960</b> | <b>100.00</b>      | <b>37,305</b>  | <b>100.00</b>      |

**DECLARATION REGARDING ADHERENCE TO THE CODE OF CONDUCT BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL :**

In accordance with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company affirmed compliance to their respective Codes of Conduct, as applicable to them for the financial year ended 31st March, 2019.

**For Tata Investment Corporation Limited**

A. N. DALAL

Executive Director

Mumbai, 10th May, 2019



## INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF TATA INVESTMENT CORPORATION LIMITED

We have examined the compliance of conditions of Corporate Governance by **TATA INVESTMENT CORPORATION LIMITED** ('the Company'), for the year ended on 31st March, 2019, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock Exchanges.

### Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned Listing Regulations as applicable during the year ended 31st March, 2019.

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 **Kalyaniwalla & Mistry LLP**

Chartered Accountants

Registration No: 104607W / W100166

**Roshni R. Marfatia**

Membership No: 106548

Place: Mumbai

Date: 10th May, 2019

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TATA INVESTMENT CORPORATION LIMITED

### Report on the Audit of Standalone Ind AS Financial Statements

#### Opinion

We have audited the accompanying standalone Ind AS financial statements of Tata Investment Corporation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

#### Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matters in our audit of the Company for the year ended March 31, 2019:

| Sr. No. | Key Audit Matter  | Auditor's Response  |
|---------|---|---|
| 1.      | <b>Fair Valuation of investments</b>  |   |
|         | The Company's investments (other than investment in Subsidiary and Associates) are measured at fair value at each reporting date and these fair value measurements significantly impact the Company's results. Within the Company's investment portfolio, the valuation of certain assets such as unquoted equity and bonds requires significant judgement as a result of quoted prices being unavailable and limited liquidity in these markets. | We have assessed the Company's process to compute the fair value of various investments. For quoted instruments we have independently obtained market quotations and recalculated the fair valuations. For the unquoted instruments, we have obtained an understanding of the various valuation methods used by management and analysed the reasonableness of the principal assumptions made for estimating the fair values and various other data used while arriving at the fair value measurement. |

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report (including annexures) and Report on Corporate Governance, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standard (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) 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.
- (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flow and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.
- (g) With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us, we further report that:
- i. The Company has disclosed the impact of pending litigations on its financial position in the financial Statements – Refer Note 11(a) to the standalone Ind AS financial statements.
  - ii. The Company did not have any Long Term Contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Registration No: 104607W / W100166

**Roshni R. Marfatia**  
Membership No: 106548

Place : Mumbai  
Date: May 10, 2019.

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' of our Report to the members of the Company on the standalone financial statements for the year ended March 31, 2019:

**Statement on Matters Specified in paragraphs 3 and 4 of the Companies (Auditors Report) Order, 2016 (the Order)**

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.  
(c) According to the information and explanations given to us and the records examined by us, the company owns four immovable properties being apartments in Mumbai. The company acquired these immovable properties through the agreement between the company and other companies of the Tata group. The common agreement appropriately specifies the details of ownership of the four apartments owned by the Company.
2. The Company is an investment company primarily engaged in investment in securities, debentures and other products. Accordingly, it does not hold any inventories. Thus, paragraph 3 (ii) of the Order is not applicable.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, and limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act.
4. In our opinion and according to the information and explanations given to us, the Company has not given loan to any director in accordance with the provisions of Section 185 of the Companies Act, 2013. The Company has not given any loans or guarantees and being a Non-banking financial company its investments are exempted under section 186(11) (b), hence the Company has complied with the provisions of Section 185 and 186 of the Act, as applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. In respect of unclaimed deposits the Company has complied with the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013.
6. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, for any of the services rendered by the Company hence paragraph 3(vi) of the Order is not applicable.
7. According to the information and explanations given to us and the records examined by us,
  - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Cess and other material statutory dues applicable to it to the appropriate authorities. Considering the nature of business that the Company is engaged in, Sales Tax, Custom Duty, Excise Duty and Value Added Tax are not applicable to the Company.  
There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
  - (b) There are no dues of Service Tax and Income-tax that has not been deposited on account of disputes as on March 31, 2019.
8. In our opinion and according to the information and explanations given to us, the Company did not have any loans or borrowing from financial institution, bank, government or dues to any debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable to the Company

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
10. Based upon the audit procedures performed by us, to the best of our knowledge and belief and according to the information and explanations given to us by the Management, no fraud by the Company or fraud on the Company by its officers or employee has been noticed or reported during the year.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on the documents and records produced before us, the transactions with related parties are in compliance with section 177 and 188 of the Act and the details thereof have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on the documents and records produced before us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of Clause (xiv) of the Order are not applicable.
15. According to the information and explanations given to us and based on the documents and records produced before us, the Company has not has entered into any non-cash transactions with directors or persons connected with them.
16. The Company has obtained the requisite registration as a non-banking financial institution under section 45 – IA of the Reserve Bank of India Act, 1934.

For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Registration No: 104607W / W100166

**Roshni R. Marfatia**  
Membership No: 106548

Place : Mumbai  
Date : May 10, 2019.

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in clause (f) under 'Report on Other Legal and Regulatory Requirements' of our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2019:

### **Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls with reference to the standalone financial statements of Tata Investment Corporation Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of these standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

#### **Meaning of Internal Financial Controls with reference to Standalone Financial Statements**

A Company's internal financial control with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



**Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to these standalone financial statements and such internal financial controls were operating effectively as at March 31, 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Registration No: 104607W / W100166

**Roshni R. Marfatia**  
Membership No: 106548

Place : Mumbai  
Date : May 10, 2019

## BALANCE SHEET AS AT 31ST MARCH, 2019

| Particulars  | Note No. | (₹ in lacs)         |                     |                     |
|--|----------|---------------------|---------------------|---------------------|
|  |          | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
| <b>ASSETS</b>  |          |                     |                     |                     |
| <b>(1) Financial Assets</b>  |          |                     |                     |                     |
| (a) Cash and cash equivalents .....  | 7.1      | 269.37              | 81.02               | 1,118.35            |
| (b) Bank Balance other than cash and cash equivalents .....                  | 7.2      | 1,387.01            | 1,119.53            | 93.91               |
| (c) Receivables.....   | 7.3      |                     |                     |                     |
| (i) Trade receivables.....   |          | 3.10                | 1,406.84            | 7.12                |
| (d) Loan .....   | 7.4      | 5.11                | 6.32                | 7.11                |
| (e) Investments .....  | 7.5      | 934,091.62          | 970,212.56          | 802,195.22          |
| (f) Other Financial assets .....   | 7.6      | 127.14              | 106.60              | 152.95              |
|  |          | <b>935,883.35</b>   | <b>972,932.87</b>   | <b>803,574.66</b>   |
| <b>(2) Non-Financial Assets</b>  |          |                     |                     |                     |
| (a) Current tax assets (Net).....  | 7.7      | 738.39              | 743.11              | 743.11              |
| (b) Property, Plant and Equipment.....                                       | 7.8      | 14.26               | 18.15               | 17.72               |
| (c) Other intangible assets.....   | 7.9      | 0.20                | 0.73                | 1.40                |
| (d) Other non financial assets .....   | 7.10     | 87.62               | 74.28               | 81.69               |
|  |          | <b>840.47</b>       | <b>836.27</b>       | <b>843.92</b>       |
| <b>Total assets</b> .....  |          | <b>936,723.82</b>   | <b>973,769.14</b>   | <b>804,418.58</b>   |
| <b>LIABILITIES AND EQUITY</b>  |          |                     |                     |                     |
| <b>LIABILITIES</b>   |          |                     |                     |                     |
| <b>(1) Financial Liabilities</b>   |          |                     |                     |                     |
| (a) Payables   |          |                     |                     |                     |
| (i) Trade Payables .....   | 7.11     | -                   | -                   | -                   |
| (ii) total outstanding dues of micro enterprises and small enterprises ..... |          | 598.52              | 581.51              | 988.48              |
| (b) Other financial liabilities.....   | 7.12     | 363.52              | 150.58              | 145.69              |
|  |          | <b>962.04</b>       | <b>732.09</b>       | <b>1,134.17</b>     |
| <b>(2) Non-Financial Liabilities</b>   |          |                     |                     |                     |
| (a) Current tax liabilities (Net) .....                                      | 7.13     | 13.66               | 13.66               | 5.45                |
| (b) Provisions.....  | 7.14     | 644.67              | 572.91              | 604.13              |
| (c) Deferred tax liabilities (Net).....                                      | 7.15     | 153,066.60          | 154,253.37          | 119,058.59          |
| (d) Other non-financial liabilities .....                                    | 7.16     | 15.74               | 12.38               | 11.21               |
|  |          | <b>153,740.67</b>   | <b>154,852.32</b>   | <b>119,679.38</b>   |
| <b>(3) Equity</b>  |          |                     |                     |                     |
| (a) Equity Share Capital .....   | 7.17     | 5,059.53            | 5,509.53            | 5,509.53            |
| (b) Other Equity.....  | 7.18     | 776,961.58          | 812,675.20          | 678,095.50          |
| <b>Total equity</b> .....  |          | <b>782,021.11</b>   | <b>818,184.73</b>   | <b>683,605.03</b>   |
| <b>Total liabilities and equity</b> .....                                    |          | <b>936,723.82</b>   | <b>973,769.14</b>   | <b>804,418.58</b>   |

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

For and on behalf of the Board

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

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY } Directors

Mumbai, 10th May, 2019

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

| Particulars   | Note No.  | (₹ in lacs)              |                          |
|---|-----------|--------------------------|--------------------------|
|   |           | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
| <b>Revenue from operations</b>                                  |           |                          |                          |
| Dividend Income .....   |           | <b>10,457.03</b>         | 8,187.91                 |
| Interest Income .....   | 8.1       | <b>5,040.99</b>          | 4,958.39                 |
| Net gain on fair value changes.....                             | 8.2       | <b>2,260.28</b>          | 2,568.06                 |
| Income from shares lent .....                                   |           | <b>415.80</b>            | 372.52                   |
| <b>Total Revenue from operations.....</b>                       |           | <b>18,174.10</b>         | 16,086.88                |
| Other Income .....  | 8.3       | <b>10.35</b>             | 9.62                     |
| <b>Total Income .....</b>                                       |           | <b>18,184.45</b>         | 16,096.50                |
| <b>Expenses</b>   |           |                          |                          |
| Employee Benefits Expenses.....                                 | 8.4       | <b>1,194.93</b>          | 1,048.43                 |
| Depreciation, amortization and impairment.....                  | 7.8 & 7.9 | <b>9.44</b>              | 11.28                    |
| Other expenses.....   | 8.5       | <b>917.38</b>            | 838.60                   |
| <b>Total Expenses .....</b>                                     |           | <b>2,121.75</b>          | 1,898.31                 |
| <b>Profit Before Tax .....</b>                                  |           | <b>16,062.70</b>         | 14,198.19                |
| <b>Tax Expense:</b>   |           |                          |                          |
| (1) Current Tax .....   |           | <b>1,350.96</b>          | 1,462.96                 |
| (2) Deferred Tax.....   |           | <b>(53.30)</b>           | 70.94                    |
|   |           | <b>1,297.66</b>          | 1,533.90                 |
| <b>Profit After Tax (A) .....</b>                               |           | <b>14,765.04</b>         | 12,664.29                |
| <b>Other Comprehensive Income</b>                               |           |                          |                          |
| (a) (i) Items that will not be reclassified to profit or loss : |           |                          |                          |
| - Changes in fair valuation of equity instruments.....          |           | <b>11,244.02</b>         | 173,297.63               |
| - Remeasurement loss on defined benefits plans.....             |           | <b>(62.93)</b>           | (25.22)                  |
| (ii) Tax impacts on above.....                                  |           | <b>(2,409.39)</b>        | (38,455.84)              |
|   |           | <b>8,771.70</b>          | 134,816.57               |
| (b) (i) Items that will be reclassified to profit or loss:      |           |                          |                          |
| - Changes in fair value of bonds / debentures.....              |           | <b>(1,363.51)</b>        | (1,222.06)               |
| (ii) Tax impacts on above.....                                  |           | <b>293.82</b>            | 256.95                   |
|   |           | <b>(1,069.69)</b>        | (965.11)                 |
| <b>Other Comprehensive Income (B).....</b>                      |           | <b>7,702.01</b>          | 133,851.46               |
| <b>Total Comprehensive Income for the period (A + B).....</b>   |           | <b>22,467.05</b>         | 146,515.75               |
| <b>Earnings per equity share.....</b>                           |           |                          |                          |
| Basic and Diluted (₹).....                                      | 9         | <b>27.02</b>             | 22.99                    |

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

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

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY } *Directors*

Mumbai, 10th May, 2019

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

|  | (₹ in lacs)                      |              |
|--|----------------------------------|--------------|
|  | For the Year ended<br>31.03.2019 | 31.03.2018   |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>  |                                  |              |
| <b>Net profit before tax</b> .....   | <b>16,062.70</b>                 | 14,198.19    |
| <b>Adjustments for :</b>   |                                  |              |
| Depreciation and amortisation .....  | <b>9.44</b>                      | 11.28        |
| (Profit) / Loss on derecognition of property, plant and equipment.....   | <b>0.16</b>                      | (2.16)       |
| Net gain on fair value changes.....  | <b>(2,260.28)</b>                | (2,568.06)   |
| Amortisation of deferred lease Expenses.....   | <b>(0.16)</b>                    | (0.39)       |
| Reclassification of Actuarial gain Loss.....   | <b>(62.93)</b>                   | (25.22)      |
| Effective interest rates on Bonds & Debentures.....  | <b>75.85</b>                     | 84.13        |
| Provision/(write back) of standard assets.....   | <b>0.01</b>                      | 0.22         |
| <b>Operating profit before working capital changes</b> .....   | <b>13,824.79</b>                 | 11,697.99    |
| <b>Adjustments for :</b>   |                                  |              |
| Receivables .....  | <b>11.55</b>                     | (14.13)      |
| Loan .....   | <b>1.21</b>                      | 0.79         |
| Other Financial assets .....   | <b>121.82</b>                    | (234.29)     |
| Other non financial assets.....  | <b>(1.23)</b>                    | (0.88)       |
| Payables .....   | <b>17.01</b>                     | (81.95)      |
| Other Financial Liabilities .....  | <b>6.33</b>                      | 11.18        |
| Provisions .....   | <b>71.75</b>                     | (31.44)      |
| Other non-financial liabilities.....   | <b>3.36</b>                      | 1.17         |
| Cash generated from operations.....  | <b>14,056.59</b>                 | 11,348.44    |
| Direct taxes paid - (Net of refunds) .....   | <b>(4,595.28)</b>                | (4,529.79)   |
| <b>Net cash from operating activities</b> .....  | <b>9,461.31</b>                  | 6,818.65     |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>  |                                  |              |
| Purchase of property, plant and equipment (including Capital work in progress/Advances on Capital Account) ..... | <b>(5.16)</b>                    | (11.04)      |
| Sale proceeds of Fixed assets.....   | -                                | 2.16         |
| Purchase of investments.....   | <b>(129,242.31)</b>              | (114,515.15) |
| Investment in subsidiary.....  | -                                | (2.63)       |
| Sale proceeds of investments .....   | <b>178,605.18</b>                | 119,606.73   |
| Deposits placed.....   | -                                | (1,000.00)   |
| <b>Net cash from/(used in) investing activities</b> .....  | <b>49,357.71</b>                 | 4,080.07     |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>  |                                  |              |
| Buy-back of equity shares .....  | <b>(45,000.00)</b>               | -            |
| Expenses for buy-back of equity shares .....   | <b>(346.61)</b>                  | -            |
| Dividends/Dividend tax paid .....  | <b>(13,077.45)</b>               | (11,942.34)  |
| <b>Net cash from/(used in) financing activities</b> .....  | <b>(58,424.06)</b>               | (11,942.34)  |
| <b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b> .....  | <b>394.96</b>                    | (1,043.62)   |
| Cash and cash equivalents at the beginning of the year [See Note (iii) below] .....                              | <b>168.64</b>                    | 1,212.26     |
| Cash and cash equivalents at the end of the year [See Note (iii) below].....                                     | <b>563.60</b>                    | 168.64       |

**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 ₹ 5,040.99 lacs (Previous year ₹ 4,958.39 lacs) and dividend earned of ₹ 10,457.03 lacs (Previous year ₹ 8,187.91 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, intercorporate deposits placed for three months or lower tenure, and interest accrued thereon. Cash and cash equivalents includes current account balances of ₹ 294.23 lacs (Previous year ₹ 87.62 lacs) which are restricted in use on account of unclaimed dividend [ See note 7.2 ].

Cash and cash equivalents included in the Cash Flow Statement comprises the following balance sheet items :-

|  | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| 1. Cash and cash equivalents as per Balance Sheet.....               | <b>563.60</b>       | 168.64              |
|  | <b>563.60</b>       | 168.64              |
| iv) Previous year's figures have been regrouped, wherever necessary. |                     |                     |

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

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

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY  
Directors

Mumbai, 10th May, 2019

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

### A. Equity Share Capital

(₹ in lacs)

| Balance as at 1st April 2018 | Changes in equity share capital during the year | Balance as at 31st March 2019 |
|------------------------------|---|-------------------------------|
| 5,509.53                     | 450.00  | 5,059.53                      |

| Balance as at 1st April 2017 | Changes in equity share capital during the year | Balance as at 31st March 2018 |
|------------------------------|---|-------------------------------|
| 5,509.53                     | NIL   | 5,509.53                      |

### B. Other equity

|   | Reserves and Surplus |                            |                    |                  |  |                   | Other Comprehensive Income                          |   | Total              |
|---|----------------------|----------------------------|--------------------|------------------|--|-------------------|---|---|--------------------|
|   | Capital Reserve      | Capital Redemption Reserve | Securities premium | General Reserve  | Statutory Reserve (u/s 45-IC of RBI Act, 1934) | Retained Earnings | Debt Instruments Through Other Comprehensive income | Equity Instruments Through Other Comprehensive income |                    |
|   | (₹ in lacs)          |                            |                    |                  |  |                   |   |   |                    |
| <b>Balance as at April 1, 2017</b>                          | <b>4,163.35</b>      | <b>-</b>                   | <b>75,502.06</b>   | <b>56,458.18</b> | <b>53,448.09</b>                               | <b>50,432.23</b>  | <b>2,424.62</b>                                     | <b>435,666.97</b>                                     | <b>678,095.50</b>  |
| Profit for the year   | -                    | -                          | -                  | -                | -  | 12,664.29         | -   | -   | 12,664.29          |
| Other Comprehensive Income for the year                     | -                    | -                          | -                  | -                | -  | (19.79)           | (965.11)  | 134,836.36  | 133,851.46         |
| <b>Total Comprehensive Income</b>                           | <b>-</b>             | <b>-</b>                   | <b>-</b>           | <b>-</b>         | <b>-</b>                                       | <b>12,644.50</b>  | <b>(965.11)</b>                                     | <b>134,836.36</b>                                     | <b>824,611.25</b>  |
| Reclassification of gain on sale of FVOCI equity instrument | -                    | -                          | -                  | -                | -  | 11,353.64         | -   | (11,353.64)   | -                  |
| Final Dividend on Ordinary shares                           | -                    | -                          | -                  | -                | -  | (9,917.15)        | -   | -   | (9,917.15)         |
| Tax on Dividends  | -                    | -                          | -                  | -                | -  | (2,018.90)        | -   | -   | (2,018.90)         |
| Transfer to/from retained earnings                          | -                    | -                          | -                  | -                | 4,749.74                                       | (4,749.74)        | -   | -   | -                  |
| <b>Balance as at March 31, 2018</b>                         | <b>4,163.35</b>      | <b>-</b>                   | <b>75,502.06</b>   | <b>56,458.18</b> | <b>58,197.83</b>                               | <b>57,744.58</b>  | <b>1,459.51</b>                                     | <b>559,149.69</b>                                     | <b>812,675.20</b>  |
| Profit for the year   | -                    | -                          | -                  | -                | -  | 14,765.04         | -   | -   | 14,765.04          |
| Other Comprehensive Income for the year                     | -                    | -                          | -                  | -                | -  | (49.37)           | (1,069.69)  | 8,821.07  | 7,702.01           |
| <b>Total Comprehensive Income</b>                           | <b>-</b>             | <b>-</b>                   | <b>-</b>           | <b>-</b>         | <b>-</b>                                       | <b>14,715.67</b>  | <b>(1,069.69)</b>                                   | <b>8,821.07</b>                                       | <b>22,467.05</b>   |
| Reclassification of gain on sale of FVOCI equity instrument | -                    | -                          | -                  | -                | -  | 11,877.92         | -   | (11,877.92)   | -                  |
| Final Dividend on Ordinary shares                           | -                    | -                          | -                  | -                | -  | (11,019.06)       | -   | -   | (11,019.06)        |
| Tax on Dividends  | -                    | -                          | -                  | -                | -  | (2,265.00)        | -   | -   | (2,265.00)         |
| Transfer to/from retained earnings                          | -                    | -                          | -                  | -                | 2,953.01                                       | (2,953.01)        | -   | -   | -                  |
| Buyback of equity shares (Refer note 7.17)                  | -                    | 450.00                     | (45,000.00)        | -                | -  | -                 | -   | -   | (44,550.00)        |
| Buyback expenses  | -                    | -                          | -                  | -                | -  | (346.61)          | -   | -   | (346.61)           |
| <b>Balance as at March 31, 2019</b>                         | <b>4,163.35</b>      | <b>450.00</b>              | <b>30,502.06</b>   | <b>56,458.18</b> | <b>61,150.84</b>                               | <b>67,754.49</b>  | <b>389.82</b>                                       | <b>556,092.84</b>                                     | <b>7,76,961.58</b> |

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

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

Roshni R. Marfatia  
*Partner*  
(Membership No. 106548)

MANOJ KUMAR C V  
*Chief Financial Officer &  
Company Secretary*

A. N. DALAL  
*Executive Director*

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY } *Directors*

Mumbai, 10th May, 2019

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

**1. Background Information**

Tata Investment Corporation Limited referred to as ("The Company" or "TICL") is a non-banking financial company (NBFC) registered with the Reserve Bank of India under the category of Investment Company.

The company's activities primarily comprises of investing in listed and unlisted equity shares, debt instruments of companies in a wide range of industries and in mutual funds. The shares of company are listed on the BSE and National Stock Exchange. The company is subsidiary of Tata Sons Private Limited.

The standalone financial statements of the Company as on 31st March, 2019 were approved and authorised for issue by the Board of Directors on May 10, 2019

**2. Statement of Compliance with Ind AS**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time with effect from 1st April, 2018.

For all periods upto and including the year ended 31st March, 2018, the Company prepared its financial statements in accordance with the requirements of the accounting standards notified under section 133 of Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP).

These financial statements for the year ending 31st March, 2019 are the first financial statements that the Company has prepared under Ind AS. The date of transition to Ind AS is April 1, 2017 and the adoption was carried out in accordance with Ind AS 101 – First time adoption of Indian Accounting Standards. The Company has presented a reconciliation from the presentation of financial statements under accounting standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of total equity as at April 1, 2017 and March 31, 2018, total comprehensive income and cash flow for the year ended March 31, 2018.

**3. Basis of Preparation of Financial Statements**

The financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments measured at fair value at the end of each reporting period as explained in accounting policies below.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lacs, unless otherwise indicated.

**4. Use of estimates**

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures including disclosures of contingent assets and contingent liabilities as at the date of financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of: fair valuation of unquoted equity investments, impairment of financial instruments, impairment of property, plant & equipment, useful lives of property, plant & equipment, provisions and contingent liabilities and long term retirement benefits.

**5. (I) Significant Accounting policies****(a) Financial Instruments****Classification**

A Financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instruments of another entity.

Financial assets, other than equity, are classified into, Financial assets at fair value through other comprehensive income (FVOCI) or fair value through profit and loss account (FVTPL) or at amortised cost. Financial assets that are equity instruments are classified as FVTPL or FVOCI. Financial liabilities are classified as amortised cost category and FVTPL.

Business Model assessment and Solely payments of principal and interest (SPPI) test:

Classification and measurement of financial assets depends on the business model and results of SPPI test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including;

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed

- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected)
- The expected frequency, value and timing of sales are also important aspects of the Company's assessment

If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

#### **Initial recognition**

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in the Statement of profit or loss.

Financial assets and financial liabilities, with the exception of loans, debt securities and deposits are recognised on the trade date i.e. when a Company becomes a party to the contractual provisions of the instruments. Loans, debt securities and deposits are recognised when the funds are transferred to the customers account. Trade receivables are measured at the transaction price.

#### **Subsequent measurement**

##### **Financial assets at amortised cost**

Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently these are measured at amortised cost using effective interest method less any impairment losses.

##### **Debt Instruments at FVOCI**

Debt instruments that are measured at FVOCI have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding and that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. These instruments largely comprise long-term investments made by the Company. FVOCI debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and gains and losses are recognised in profit or loss in the same manner as for financial assets measured at amortised cost. On derecognition, cumulative gains or losses previously recognised in OCI are reclassified from OCI to profit or loss.

##### **Equity Instruments at FVOCI**

These include financial assets that are equity instruments as defined in Ind AS 32 "Financial Instruments: Presentation" and are not held for trading and where the Company's management has elected to irrevocably designated the same as Equity instruments at FVOCI upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognised directly in other comprehensive income, net of applicable income taxes.

Gains and losses on these equity instruments are never recycled to profit or loss.

Dividends from these equity investments are recognised in the statement of profit and loss when the right to receive the payment has been established.

##### **Fair value through Profit and loss account**

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

#### **Financial Liabilities and equity instruments**

##### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

##### **Other Financial Liabilities**

These are measured at amortised cost using effective interest rate.

***Derecognition of Financial assets and Financial liabilities***

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

***Impairment of financial assets***

The Company recognizes a loss allowance for expected credit losses on a financial asset that is at amortized cost or fair value through OCI. Loss allowance in respect of financial assets is measured at an amount equal to life time expected credit losses and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

***Reclassification of Financial assets***

The company does not re-classify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances when the company changes its business model for managing such financial assets. The company does not re-classify its financial liabilities.

**(b) Determination of fair value**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

**(c) Investment in subsidiaries and associates**

The company has chosen to carry the Investments in associates and subsidiaries at cost less impairment, if any in the separate financial statements.

**(d) Foreign currency transactions and translation**

The financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements, transactions in currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising on the retranslation or settlement of monetary items are included in the statement of profit and loss for the period.

**(e) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, as they are considered an integral part of the Company's cash management.

**(f) Property Plant and Equipment and Intangible Assets**

Property, plant and equipment and intangible assets are stated at cost of acquisition less accumulated depreciation / amortisation. Cost includes all expenses incidental to the acquisition of the Property, plant and equipment and intangible assets and any attributable cost of bringing the asset to its working condition for its intended use.

**(g) Capital work in progress and Capital advances**

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed in Other Non-Financial Assets.

**(h) Depreciation and amortisation of property, plant and equipment and intangible assets**

Depreciation on following tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the furniture and fixtures, in which case the life of the assets has been assessed taking into account the nature of the assets, the estimated usage of the asset on the basis of the managements best estimation of getting economic benefits from such assets. Further, assets individually costing ₹ 5000/- or less are fully depreciated in the year of purchase.



| <b>Tangible Assets</b>   | <b>Useful life in years</b> |
|--|-----------------------------|
| (a) Buildings  | 60                          |
| (b) Plant and Equipment  | 15                          |
| (c) Furniture and Fixtures   | 1                           |
| (d) Vehicles   | 8                           |
| (e) Office Equipment   | 5                           |
| (f) Leasehold improvements are amortised equitably over the remaining period of the lease.<br>Intangible assets - Software is amortised over its estimated useful life of 4 years on straight line method. |                             |

The residual values, useful lives and method of Depreciation of property, plant and equipment are reviewed at each financial year end. Changes in the expected useful life are accounted by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

#### **Transition to Ind AS**

For transition to Ind AS, the Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount on the date of transition to Ind AS i.e. April 1, 2017.

#### **(i) Impairment of non - financial assets**

The carrying amounts of the Company's property, plant & equipment and intangible assets are reviewed at each reporting period to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amounts are estimated in order to determine the extent of impairment loss, if any. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The impairment loss, if any, is recognised in the statement of profit and loss in the period in which impairment takes place.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods. A reversal of an impairment loss is recognised immediately in profit or loss.

#### **(j) Employee benefits**

##### **(i) Short term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the employee renders the related service.

##### **(ii) Post Employment Benefits**

Post retirement benefits like provident fund, superannuation, gratuity and post retirement medical benefits are provided for as below :

##### **Defined Contribution Plans**

Contributions under Defined Contribution Plans i.e. provident fund & superannuation fund are recognised in the Statement of Profit and Loss in the period in which the employee has rendered the service.

##### **Defined Benefit Plans**

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year end balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) is recognised as an expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value of plan assets.

**(iii) Other Long term Benefits**

Other long term benefits include compensated absences, Long term service benefit, Pension and sick leave. The liability towards other long term benefits is determined by independent actuary at every balance sheet date and service cost, net interest on net defined liability/(asset) and re-measurement gains and losses of net defined liability (assets ) are recognised in profit and loss account.

**(k) Accounting for provisions, contingent liabilities and contingent assets**

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities, and
- (b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities

Contingent liabilities are not recognised in the financial statements. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

**(l) Income tax**

Income tax expense comprises both current and deferred tax. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Current income-tax is recognised at the amount expected to be paid to the tax authorities, using the tax rates and tax laws, enacted or substantially enacted as at the balance sheet date.

Taxable profit differs from net profit as reported in the Standalone statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred income tax assets and liabilities are recognised for temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements and is accounted for using the balance sheet liability method.

Deferred income tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using tax rates and laws, enacted or substantially enacted as of the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as an income or expense in the period that includes the enactment or substantive enactment date.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and they are in the same taxable entity, or a Group of taxable entities where the tax losses of one entity are used to offset the taxable profits of another and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

**(m) Recognition of Dividend and Interest income**

Dividend income (including from FVOCI investments) is recognised when the Company's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders or Board of Directors approve the dividend.

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts

estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR.

**(n) Dividends on ordinary shares**

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

**(o) Leases**

***As a lessee***

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate expected inflationary cost increases for the lessor.

**(p) Segment reporting**

The Company is primarily engaged in the business of investment in Companies including group companies. As such the Company's financial statements are largely reflective of the investment business and there is no separate reportable segment.

Pursuant to Ind AS 108 - Operating Segments, no segment disclosure has been made in these financial statements, as the Company has only one geographical segment and no other separate reportable business segment.

**(q) Onerous contracts**

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

**5. (II) Recent Accounting Developments**

**Standards issued but not yet effective**

Ind AS 116 Leases was notified on 30th March, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1st April, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. As the Company does not have any material leases, therefore the adoption of this standard is not likely to have a material impact in its Financial Statements.

**6. First-Time Adoption of Ind AS**

The Company has prepared the opening balance sheet as per Ind AS as of April 1, 2017 (the transition date), by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. The exceptions and certain optional exemptions availed by the Company in accordance with the guidance provided in Ind AS 101, First Time Adoption of Indian Accounting Standards, and reconciliations of equity and total comprehensive income from previously reported GAAP to Ind AS are detailed below:

**A. Mandatory Exceptions to retrospective application**

The Company has applied the following exceptions to the retrospective application of Ind AS as mandatorily required under Ind AS 131 "First Time Adoption of Indian Accounting Standards".

**(a) Estimates**

On assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence that those estimates were in error. However, estimates that were required under Ind AS but not required under previous GAAP are made by the Company for the relevant reporting dates reflecting conditions existing as at that date.

**(b) Classification and Measurement of financial asset**

The Company has classified the financial assets as per para 4.1.2A of Ind AS 139 on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

**(c) Impairment of Financial assets**

The Company has applied the impairment requirements of Ind AS 109 retrospectively, however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

**B. Optional Exemptions from retrospective application**

Ind AS 101 permits first-time adopters certain exemptions from retrospective application of certain requirements under Ind AS. The company has elected to apply the following optional exemptions:

**(a) Deemed cost for Property Plant and equipment**

The company has elected to continue with carrying value of all of its property plant and equipment recognised in financial statements as at the date of transition to Ind AS measured as per previous GAAP as deemed cost on the date of transition to Ind AS

**(b) Investment in Subsidiary and associates**

The Company has elected to measure its investments in subsidiaries and associates at previous GAAP carrying value as deemed cost on the date of transition.

**(c) Designation of previously recognised financial instruments**

The company has designated investment in equity instrument as at fair value through other comprehensive income in accordance with Para 5.7.5 of Ind AS 109 on the basis of facts and circumstances that exist at the date of transition of Ind AS.

**C. Reconciliation between previous GAAP and Ind AS**

The following reconciliations provide the explanation and qualification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards".

(a) Reconciliation of total equity as at 1st April, 2017 and 31st March, 2018

(b) Reconciliation of total comprehensive income for the year ended 31st March, 2018.

Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with the financial statements prepared under Ind AS.

**(a) Equity Reconciliation**

(₹ in lacs)

| Particulars   | Notes | As at 31-Mar-18   | As at 01-Apr-17   |
|---|-------|-------------------|-------------------|
| <b>Total equity / shareholders' funds as per Indian GAAP</b> .....  |       | <b>256,538.69</b> | <b>244,461.19</b> |
| <b>Ind AS Adjustments</b>   |       |                   |                   |
| Measurement impact of Financial Instruments fair valued through Other comprehensive income (net of provisions as per IGAAP) ..... | (a)   | 714,662.68        | 557,286.09        |
| Measurement impact of Financial Instruments fair valued through profit and loss account .....                                     | (b)   | 1,153.37          | 813.82            |
| Deferred Tax impacts .....  | (c)   | (154,253.37)      | (119,058.59)      |
| Measurement of interest income using effective interest rate .....  | (d)   | 83.73             | 103.28            |
| Others .....  | (e)   | (0.37)            | (0.76)            |
| <b>Total Ind AS Adjustments</b> .....   |       | <b>561,646.04</b> | <b>439,143.84</b> |
| <b>Total equity as per Ind AS</b>   |       | <b>818,184.73</b> | <b>683,605.03</b> |

**(b) Total comprehensive income reconciliation**

(₹ in lacs)

| Particulars   | Notes | Year ended<br>31-Mar-18 |
|---|-------|-------------------------|
| <b>Net profit / (loss) as per Indian GAAP</b> .....   |       | <b>23,748.68</b>        |
| <b>Ind AS Adjustments</b>   |       |                         |
| (Decrease)/Increase in interest income by using EIR.....  | (d)   | (6.24)                  |
| Gain/Loss on Equity instruments Classified as Fair valued through OCI.....                                | (a)   | (14,434.11)             |
| Fair Valuation of Investments through profit and loss account.....  | (b)   | 326.24                  |
| Remeasurement of defined benefit obligations recognised in OCI .....                                      | (f)   | 25.22                   |
| Other adjustments - fair valuation of security deposits.....  | (e)   | 0.40                    |
| Deferred Tax impacts .....  | (c)   | (70.94)                 |
| Current tax - tax component on actuarial gains/losses and equity instruments classified through OCI ..... | (g)   | 3,075.04                |
| <b>Total effect of transition to Ind AS</b> .....   |       | <b>(11,084.39)</b>      |
| <b>Net profit after tax (before OCI) as per Ind AS</b> .....  |       | <b>12,664.29</b>        |
| <b>Other comprehensive Income</b>   |       |                         |
| <b>Items that will not be reclassified to profit and loss account</b> .....                               |       |                         |
| Fair Valuation of equity instruments through other comprehensive Income including realised gain .....     | (a)   | 173,297.63              |
| Remeasurement of defined benefit obligations recognised in OCI .....                                      | (f)   | (25.22)                 |
| Tax impacts on above .....  |       | (38,455.84)             |
| <b>Items that will be reclassified to profit and loss account</b>   |       |                         |
| Fair value of Financial instruments .....   | (a)   | (1,222.06)              |
| Tax impacts on above .....  |       | 256.95                  |
| <b>Total other Comprehensive income</b> .....   |       | <b>133,851.46</b>       |
| <b>Total Comprehensive income as per Ind AS</b>   |       | <b>146,515.75</b>       |

**Notes:****(a) Classification and Measurement of Financial assets Fair valued through OCI**

Under Indian GAAP, company accounted for its long term investments in debt securities, quoted and unquoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS the company has designated these investments as FVOCI as per conditions prescribed in para 4.1.2(A) in case of debt securities and as per para 5.7.5 of Ind AS 109 for equity shares.

At the date of transition to Ind AS, the difference between the instruments fair value and amortised cost (for debt) or Carrying value as per Indian GAAP (for equity) has been recognised as a separate component of equity, in FVOCI reserve, net of related taxes.

**(b) Classification and measurement of Financial asset Fair valued through P&L**

Under Indian GAAP, Company accounted for its long term investment in Mutual fund and Venture Capital Fund securities measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS the company has classified these investment as FVPL as per conditions prescribed in para 4.1.2 (B) of Ind AS 109.

At the date of transition to Ind AS, the difference between the instruments' fair value and carrying value as per Indian GAAP has been recognised in retained earnings net of related taxes.

**(c) Deferred tax**

The various transitional adjustments lead to temporary differences between the carrying amount of assets or liabilities in the balance sheet and its tax base. As per Ind AS 12, the deferred tax is required to be created on such adjustments, accordingly the company has recognised Deferred tax on such adjustments in correlation to the underlying transaction either in retained earnings or a separate component of equity as required by the standard.

**(d) Effective Interest Rate**

Under Indian GAAP, Interest income was recognised on a time proportionate basis, taking into account the amount outstanding and the coupon rate applicable.

Income from debentures and bonds is accrued over the maturity of the security, net of amortisation of premium/discount, where intended to be held for a long-term, with reference to the coupon dates

As per Ind AS the interest income is recognised using effective interest rate based after considering the premium/discount on issue.

**(e) Others**

Others mainly include fair valuation of interest free security deposits placed by the company for renting the premises.

**(f) Re-measurement gains/ losses of Defined benefits plans**

Under Ind AS -19 Employee Benefits, actuarial gain & losses are recognised in other comprehensive income & not reclassified to profit & loss in a subsequent period. The adjustment reflects the impact for the periods subsequent to the date of transition as transfer from profit & loss to other comprehensive income.

**(g) Reclassification of current tax**

Under Ind AS 12 Income taxes, the current tax and deferred tax relating to items recognised in other comprehensive income shall be recognised in other comprehensive income, hence the current tax on gain or loss on equity instruments classified as FVOCI and re-measurement gains/loss on defined benefit plans recognised in profit and loss account as per IGAAP is reclassified.

**(h) Adjustments to Statement of Cash Flow**

There were no material differences between the Statement of Cash Flows presented under Ind AS and the Previous GAAP.

**7.1 Cash and cash equivalents**

(₹ in lacs)

|                             | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|-----------------------------|---------------------|---------------------|---------------------|
| a. Cash on hand.....        | -                   | -                   | -                   |
| b. Balances with Banks      |                     |                     |                     |
| - In Current Accounts.....  | 269.37              | 81.02               | 118.35              |
| - In Deposits Accounts..... | -                   | -                   | 1,000.00            |
|                             | <u>269.37</u>       | <u>81.02</u>        | <u>1,118.35</u>     |

**7.2 Bank Balance other than cash and cash equivalents**

(₹ in lacs)

|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|---|---------------------|---------------------|---------------------|
| a. Bank balances in Unpaid dividend accounts..... | 294.23              | 87.62               | 93.91               |
| b. Fixed deposits with bank (refer note (i))..... | 1,092.78            | 1,031.91            | -                   |
|   | <u>1,387.01</u>     | <u>1,119.53</u>     | <u>93.91</u>        |

**Note:**

(i) Fixed deposits with bank having original maturity of 24 months are held by NSE Clearing Ltd. and ICCL as collateral.

**7.3 Receivables**

(₹ in lacs)

|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|---|---------------------|---------------------|---------------------|
| <b>Trade Receivables</b>                        |                     |                     |                     |
| <b>(Unsecured, considered good)</b>             |                     |                     |                     |
| a. Receivables against sale of Investments..... | -                   | 1,392.19            | 6.60                |
| b. Others.....                                  | 3.10                | 14.65               | 0.52                |
|   | <u>3.10</u>         | <u>1,406.84</u>     | <u>7.12</u>         |

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

**7.4 Loan**

(₹ in lacs)

|  | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|--|---------------------|---------------------|---------------------|
| <b>(Unsecured and Considered good)</b> |                     |                     |                     |
| a. Loans to employees.....             | 5.11                | 6.32                | 7.11                |
|  | <u>5.11</u>         | <u>6.32</u>         | <u>7.11</u>         |

## 7.5 Investments

(₹ in lacs)

|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|---|---------------------|---------------------|---------------------|
| <b>I. Fair value through Other Comprehensive Income</b> |                     |                     |                     |
| i) Quoted Equity shares.....                            | 801,562.09          | 819,750.06          | 663,575.64          |
| ii) Unquoted Equity shares .....                        | 58,637.46           | 58,955.42           | 58,540.66           |
| iii) Bonds / Debentures.....                            | 49,570.11           | 56,391.30           | 56,722.72           |
| <b>II. Fair value through Profit and Loss</b>           |                     |                     |                     |
| i) Debt Mutual Fund .....                               | 14,675.69           | 25,006.69           | 12,795.26           |
| ii) Venture Capital Fund.....                           | 1,002.65            | 1,465.47            | 1,919.94            |
| <b>III. Others</b>                                      |                     |                     |                     |
| i) Unquoted Equity shares at cost .....                 |                     |                     |                     |
| - In Subsidiary Company .....                           | 3,030.91            | 3,030.91            | 3,028.29            |
| - In Associate Companies .....                          | 5,612.71            | 5,612.71            | 5,612.71            |
|   | <b>934,091.62</b>   | <b>970,212.56</b>   | <b>802,195.22</b>   |

### Note

a) The scripwise details of the investments are given in note 7.5.1

b) Book value of the above investments are as follows :

|                                  |                   |                   |                   |
|----------------------------------|-------------------|-------------------|-------------------|
| i) Quoted Equity shares .....    | 131,455.51        | 145,305.82        | 148,075.10        |
| ii) Unquoted Equity shares ..... | 28,548.49         | 29,307.61         | 28,810.06         |
| iii) Bonds / Debentures .....    | 46,984.38         | 52,206.65         | 51,553.85         |
| iv) Debt Mutual Fund.....        | 14,645.56         | 24,626.84         | 12,611.98         |
| v) Venture Capital Fund .....    | 323.48            | 691.97            | 1,289.40          |
|                                  | <b>221,957.42</b> | <b>252,138.89</b> | <b>242,340.39</b> |

c) The company has elected an irrevocable option to designate its investments in equity instruments through FVOCI, as the said investments are not held for trading and company continues to invest for long term and remain invested in leaders in sectors, which it believes to have potential to remain accretive over the long term.

d) Of the total dividend recognised during the year from investment in equity shares designated at FVOCI, ₹ 354.74 lacs is relating to investment derecognised during the period and ₹ 10,102.29 lacs pertains to investments held at the end of reporting period

e) During the year, total cumulative gains (net) of ₹ 15,140.52 lacs on investment in equity shares designated at FVOCI have been transferred to retained earnings on derecognition of related investments after adjusting for tax effect thereon. The fair value of such investments on the date of derecognition is ₹ 44,132.24 lacs.

f) During the current or previous reporting periods the company has not reclassified any investments since its initial classification.

g) Shares lent under Stock Lending and Borrowing Scheme of the Securities and Exchange Board of India amount to ₹ 7,286.43 lacs (previous year ₹ 4,672.54 lacs).

h) The other disclosure regarding fair value and risk arising from financial instruments are explained in note No.15.

**7.5.1 Details of Investments**

(₹ in lacs)

| Particulars  | Face value | As at 31.03.2019 |                  | As at 31.03.2018 |                   | As at 01.04.2017 |                  |
|--|------------|------------------|------------------|------------------|-------------------|------------------|------------------|
|  |            | Holding          | Fair Value       | Holding          | Fair Value        | Holding          | Fair Value       |
| <b>A) FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME :-</b> |            |                  |                  |                  |                   |                  |                  |
| <b>I) QUOTED EQUITY SHARES :-</b>                          |            |                  |                  |                  |                   |                  |                  |
| <b>1. BANKS</b>  |            |                  |                  |                  |                   |                  |                  |
| Axis Bank Ltd. ....  | 2          | 1,400,000        | 10,865.40        | 1,400,000        | 7,131.60          | 1,600,000        | 7,852.80         |
| Bandhan Bank Ltd. ....                                     | 10         | -                | -                | 3,280            | 15.36             | -                | -                |
| Bank of Baroda. ....                                       | 2          | -                | -                | -                | -                 | 1,775,000        | 3,069.86         |
| HDFC Bank Ltd. ....  | 2          | 915,000          | 21,195.97        | 915,000          | 17,306.77         | 915,000          | 13,197.05        |
| ICICI Bank Ltd. ....                                       | 2          | 2,557,500        | 10,200.59        | 2,557,500        | 7,120.08          | 2,125,000        | 5,888.38         |
| IDFC First Bank Ltd. ....                                  | 10         | -                | -                | 1,800,000        | 852.30            | 2,400,000        | 1,423.20         |
| Indusind Bank Ltd. ....                                    | 10         | -                | -                | 180,000          | 3,232.08          | 180,000          | 2,537.01         |
| Karur Vysya Bank Ltd. ....                                 | 2          | -                | -                | 1,860,230        | 1,876.04          | 1,575,000        | 1,766.36         |
| State Bank of India. ....                                  | 1          | -                | -                | -                | -                 | 1,050,000        | 3,072.30         |
| The South Indian Bank Ltd. ....                            | 1          | 6,273,432        | 1,037.63         | 6,273,432        | 1,430.34          | 6,273,432        | 1,342.51         |
|  |            |                  | <u>43,299.59</u> |                  | <u>38,964.57</u>  |                  | <u>40,149.47</u> |
| <b>2. CEMENT</b>   |            |                  |                  |                  |                   |                  |                  |
| ACC Ltd. ....  | 10         | 55,000           | 913.55           | 55,000           | 829.51            | -                | -                |
| Grasim Industries Ltd. ....                                | 2          | 292,000          | 2,505.94         | 230,000          | 2,424.43          | -                | -                |
| Sagar Cements Ltd. ....                                    | 10         | 122,000          | 797.76           | -                | -                 | -                | -                |
| The Ramco Cements Ltd. ....                                | 1          | 365,000          | 2,687.50         | 290,000          | 2,127.01          | 290,000          | 1,941.41         |
| Ultratech Cement Ltd. ....                                 | 10         | -                | -                | 31,500           | 1,243.57          | 78,000           | 3,112.16         |
|  |            |                  | <u>6,904.75</u>  |                  | <u>6,624.52</u>   |                  | <u>5,053.57</u>  |
| <b>3. CHEMICALS &amp; FERTILIZERS</b>                      |            |                  |                  |                  |                   |                  |                  |
| Tata Chemicals Ltd. ....                                   | 10         | 15,200,000       | 89,300.00        | 15,200,000       | 102,866.00        | 15,200,000       | 91,025.20        |
|  |            |                  | <u>89,300.00</u> |                  | <u>102,866.00</u> |                  | <u>91,025.20</u> |
| <b>4. ELECTRICITY &amp; TRANSMISSION</b>                   |            |                  |                  |                  |                   |                  |                  |
| NTPC Ltd. ....   | 10         | -                | -                | 2,000,000        | 3,394.00          | 2,000,000        | 3,319.00         |
| Power Grid Corporation of India Ltd. ...                   | 10         | 2,800,000        | 5,546.80         | 2,800,000        | 5,427.80          | 2,800,000        | 5,521.60         |
| Tata Power Co. Ltd. ....                                   | 1          | 6,840,962        | 5,048.63         | 6,840,962        | 5,428.30          | 6,840,962        | 6,191.07         |
|  |            |                  | <u>10,595.43</u> |                  | <u>14,250.10</u>  |                  | <u>15,031.67</u> |
| <b>5. ELECTRICALS &amp; ELECTRONICS</b>                    |            |                  |                  |                  |                   |                  |                  |
| Astra Microwave Products Ltd. ....                         | 2          | -                | -                | 1,400,000        | 1,073.10          | 1,400,000        | 1,558.20         |
| Bharat Electronics Ltd. ....                               | 1          | 5,676,000        | 5,295.71         | 5,635,113        | 8,004.68          | 5,160,000        | 8,067.66         |
| Voltas Ltd. ....   | 1          | 9,960,000        | 62,792.82        | 9,960,000        | 61,811.76         | 9,960,000        | 41,050.14        |
|  |            |                  | <u>68,088.53</u> |                  | <u>70,889.54</u>  |                  | <u>50,676.00</u> |
| <b>6. ENGINEERING , CONSTRUCTION &amp; INFRASTRUCTURE</b>  |            |                  |                  |                  |                   |                  |                  |
| Ashoka Buildcon Ltd. ....                                  | 5          | -                | -                | -                | -                 | 550,000          | 1,065.63         |
| Bharat Heavy Electricals Ltd. ....                         | 2          | 2,000,000        | 1,498.00         | -                | -                 | -                | -                |
| Engineers India Ltd. ....                                  | 5          | 1,190,000        | 1,392.30         | 1,190,000        | 1,881.39          | 1,190,000        | 1,717.76         |
| Larsen & Toubro Ltd. ....                                  | 2          | 654,750          | 9,062.07         | 654,750          | 8,589.66          | 436,500          | 6,886.22         |
| MBL Infrastructures Ltd. ....                              | 10         | -                | -                | -                | -                 | 915,000          | 415.41           |
| NBCC (India) Ltd. ....                                     | 2          | 5,135,000        | 3,404.51         | 2,567,500        | 4,887.24          | 2,987,500        | 5,141.49         |
| Rites Ltd. ....  | 10         | 500,000          | 1,295.25         | -                | -                 | -                | -                |
| Thermax Ltd. ....  | 2          | 105,000          | 1,020.86         | 105,000          | 1,187.29          | -                | -                |
|  |            |                  | <u>17,672.99</u> |                  | <u>16,545.58</u>  |                  | <u>15,226.51</u> |



## 7.5.1 Details of Investments

(₹ in lacs)

| Particulars  | Face value | As at 31.03.2019 |                   | As at 31.03.2018 |                   | As at 01.04.2017 |                   |
|--|------------|------------------|-------------------|------------------|-------------------|------------------|-------------------|
|  |            | Holding          | Fair Value        | Holding          | Fair Value        | Holding          | Fair Value        |
| <b>7. FAST MOVING CONSUMER GOODS</b>                       |            |                  |                   |                  |                   |                  |                   |
| Asian Paints Ltd. ....                                     | 1          | 536,940          | 8,010.61          | 536,940          | 6,017.49          | 536,940          | 5,751.70          |
| Bata India Ltd. ....                                       | 5          | 200,000          | 2,817.00          | 200,000          | 1,460.00          | 200,000          | 1,134.90          |
| Colgate-Palmolive (India) Ltd. ....                        | 1          | 145,000          | 1,824.75          | 145,000          | 1,533.67          | 100,000          | 998.35            |
| Hindustan Uniliver Ltd. ....                               | 1          | 70,000           | 1,195.46          | 70,000           | 935.13            | -                | -                 |
| ITC Ltd. ....  | 1          | 1,108,530        | 3,289.01          | 1,108,530        | 2,836.73          | 1,108,530        | 3,108.87          |
| Nestle India Ltd. ....                                     | 10         | 59,000           | 6,486.61          | 59,000           | 4,839.27          | 59,000           | 3,941.91          |
| Pidilite Industries Ltd. ....                              | 1          | 1,193,795        | 14,831.11         | 1,193,795        | 10,965.01         | 1,204,000        | 8,413.55          |
| Procter & Gamble Hygiene and Healthcare Ltd. ....          | 10         | 14,500           | 1,558.16          | 14,500           | 1,369.31          | 14,500           | 1,088.98          |
| Tata Global Beverages Ltd. ....                            | 1          | 26,945,000       | 54,738.77         | 26,945,000       | 69,639.35         | 26,945,000       | 40,484.86         |
| Titan Company Ltd. ....                                    | 1          | 17,875,640       | 203,335.41        | 17,875,640       | 168,245.51        | 17,875,640       | 82,460.33         |
| Varun Beverages Ltd. ....                                  | 10         | 127,000          | 1,098.74          | -                | -                 | -                | -                 |
| VST Industries Ltd. ....                                   | 10         | 85,276           | 2,964.28          | 85,276           | 2,489.12          | 85,276           | 2,455.95          |
|  |            |                  | <u>302,149.91</u> |                  | <u>270,330.59</u> |                  | <u>149,839.40</u> |
| <b>8. FINANCE , SERVICES &amp; INVESTMENTS</b>             |            |                  |                   |                  |                   |                  |                   |
| CARE Ratings Ltd. ....                                     | 10         | 308,000          | 3,044.27          | 308,000          | 3,728.80          | 308,000          | 5,104.33          |
| General Insurance Corporation of India. ....               | 5          | 438,592          | 1,064.02          | 219,296          | 1,598.56          | -                | -                 |
| GIC Housing Finance Ltd. ....                              | 10         | 19,00,000        | 5,133.80          | 1,900,000        | 7,117.40          | 1,900,000        | 6,908.40          |
| HDFC Asset Management Company Ltd. ....                    | 5          | 42,000           | 644.36            | -                | -                 | -                | -                 |
| HDFC Life Insurance Co.Ltd. ....                           | 10         | 300,000          | 1,135.50          | -                | -                 | -                | -                 |
| Housing Development Finance Corporation Ltd. ....          | 2          | 350,000          | 6,885.55          | 350,000          | 6,385.40          | 350,000          | 5,258.40          |
| ICICI Lombard General Insurance Co.Ltd. ....               | 10         | 140,000          | 1,445.99          | 140,000          | 1,109.43          | -                | -                 |
| ICICI Prudential Life Insurance Co.Ltd. ..                 | 10         | -                | -                 | 600,000          | 2,339.70          | 600,000          | 2,293.50          |
| ICICI Securities Ltd.(Transferred from Unquoted List) .... | 5          | 250,000          | 606.25            | -                | -                 | -                | -                 |
| LIC Housing Finance Ltd. ....                              | 2          | 1,325,000        | 7,068.21          | 1,325,000        | 7,090.73          | 1,325,000        | 8,157.37          |
| L & T Finance Holdings Ltd. ....                           | 10         | -                | -                 | 1,100,000        | 1,727.55          | 1,400,000        | 1,728.30          |
| Max Financial Services Ltd. ....                           | 2          | -                | -                 | 175,000          | 793.89            | -                | -                 |
| Motilal Oswal Financial Services Ltd. ....                 | 1          | -                | -                 | 242,000          | 2,434.28          | 419,771          | 3,056.14          |
| The New India Assurance Co.Ltd. ....                       | 5          | 579,538          | 1,105.47          | 312,498          | 2,207.80          | -                | -                 |
|  |            |                  | <u>28,133.42</u>  |                  | <u>36,533.54</u>  |                  | <u>32,506.44</u>  |
| <b>9. HEALTHCARE</b>                                       |            |                  |                   |                  |                   |                  |                   |
| Aurobindo Pharma Ltd. ....                                 | 1          | -                | -                 | 240,000          | 1,337.40          | 175,000          | 1,181.51          |
| Cadila Healthcare Ltd. ....                                | 1          | 1,122,575        | 3,890.84          | 1,122,575        | 4,250.63          | 1,122,575        | 4,975.81          |
| Cipla Ltd. ....  | 2          | -                | -                 | 305,000          | 1,656.91          | 305,000          | 1,806.52          |
| Divi's Laboratories Ltd. ....                              | 2          | 120,000          | 2,043.84          | 120,000          | 1,307.40          | 90,000           | 561.74            |
| FDC Ltd. ....  | 1          | -                | -                 | -                | -                 | 974,296          | 1,988.54          |
| Glenmark Pharmaceuticals Ltd. ....                         | 1          | -                | -                 | 222,000          | 1,170.27          | 222,000          | 1,904.21          |
| Ipca Laboratories Ltd. ....                                | 2          | -                | -                 | -                | -                 | 148,000          | 922.56            |
| Sun Pharma Advanced Research Company Ltd. ....             | 1          | -                | -                 | 250,000          | 945.88            | 419,298          | 1,327.92          |
| Sun Pharmaceutical Industries Ltd. ....                    | 1          | 1,674,435        | 8,024.73          | 1,674,435        | 8,295.15          | 1,494,435        | 10,277.21         |
| Torrent Pharmaceuticals Ltd. ....                          | 5          | -                | -                 | -                | -                 | 200,000          | 3,098.50          |
|  |            |                  | <u>13,959.41</u>  |                  | <u>18,963.64</u>  |                  | <u>28,044.52</u>  |
| <b>10. HOTELS</b>  |            |                  |                   |                  |                   |                  |                   |
| Oriental Hotels Ltd. ....                                  | 1          | 1,076,000        | 498.73            | 1,076,000        | 449.77            | 1,076,000        | 380.90            |
| The Indian Hotels Co. Ltd. ....                            | 1          | 16,071,539       | 24,806.42         | 16,071,539       | 20,467.10         | 13,392,950       | 17,009.05         |
|  |            |                  | <u>25,305.15</u>  |                  | <u>20,916.87</u>  |                  | <u>17,389.95</u>  |

**7.5.1 Details of Investments**

(₹ in lacs)

| Particulars  | Face value | As at 31.03.2019 |                  | As at 31.03.2018 |                  | As at 01.04.2017 |                  |
|--|------------|------------------|------------------|------------------|------------------|------------------|------------------|
|  |            | Holding          | Fair Value       | Holding          | Fair Value       | Holding          | Fair Value       |
| <b>11. INFORMATION TECHNOLOGY</b>                              |            |                  |                  |                  |                  |                  |                  |
| Infosys Ltd. ....  | 5          | 847,578          | 6,291.57         | 423,789          | 4,807.46         | 450,000          | 4,593.60         |
| Tata Consultancy Services Ltd. ....                            | 1          | 1,036,269        | 20,729.53        | 527,110          | 15,018.95        | 550,000          | 13,371.05        |
| Tata Elxsi Ltd. ....   | 10         | 1,435,000        | 13,822.63        | 1,460,000        | 14,383.19        | 750,000          | 10,973.62        |
| Tech Mahindra Ltd. ....  | 5          | 120,000          | 931.44           | 400,000          | 2,553.20         | 400,000          | 1,838.40         |
| Wipro Ltd. ....  | 2          | -                | -                | -                | -                | 650,000          | 3,349.78         |
|  |            |                  | <u>41,775.17</u> |                  | <u>36,762.80</u> |                  | <u>34,126.45</u> |
| <b>12. MEDIA &amp; PUBLISHING</b>                              |            |                  |                  |                  |                  |                  |                  |
| D B Corp Ltd. ....   | 10         | -                | -                | 310,000          | 945.35           | 310,000          | 1,176.13         |
| Entertainment Network (India) Ltd. ....                        | 10         | -                | -                | 35,000           | 259.12           | 35,000           | 292.04           |
| Jagran Prakashan Ltd. ....                                     | 2          | -                | -                | 820,567          | 1,406.04         | 780,742          | 1,492.00         |
| Music Broadcast Ltd. (Previous Year Face Value ₹ 10).....      | 2          | -                | -                | 287,771          | 1,142.88         | 210,000          | 752.33           |
| Shemaroo Entertainment Ltd. ....                               | 10         | 375,000          | 1,500.00         | 375,000          | 1,933.50         | 400,000          | 1,511.00         |
|  |            |                  | <u>1,500.00</u>  |                  | <u>5,686.89</u>  |                  | <u>5,223.50</u>  |
| <b>13. METALS &amp; MINING</b>                                 |            |                  |                  |                  |                  |                  |                  |
| Coal India Ltd. ....   | 10         | -                | -                | -                | -                | 1,400,000        | 4,099.20         |
| Tata Steel Ltd. ....   | 10         | 3,926,740        | 20,452.43        | 3,926,740        | 22,417.76        | 3,385,000        | 16,337.70        |
| Tata Steel Ltd.(Partly Paid)<br>(₹ 2.504 paid) .....           | 10         | 270,869          | 173.76           | 270,869          | 382.74           | -                | -                |
|  |            |                  | <u>20,626.19</u> |                  | <u>22,800.50</u> |                  | <u>20,436.90</u> |
| <b>14. MOTOR VEHICLES &amp; ANCILLARIES</b>                    |            |                  |                  |                  |                  |                  |                  |
| Bajaj Auto Ltd. ....   | 10         | 90,000           | 2,623.55         | 90,000           | 2,474.01         | 90,000           | 2,526.75         |
| Bharat Forge Ltd. ....   | 2          | -                | -                | 366,000          | 2,562.55         | 183,000          | 1,904.85         |
| Bosch Ltd. ....  | 10         | 28,368           | 5,153.20         | 26,729           | 4,847.75         | 26,729           | 6,088.49         |
| Escorts Ltd. ....  | 10         | -                | -                | 400,000          | 3,273.40         | 800,000          | 4,311.20         |
| GNA Axles Ltd. ....  | 10         | -                | -                | 170,000          | 737.97           | -                | -                |
| Greaves Cotton Ltd. ....                                       | 2          | -                | -                | -                | -                | 760,000          | 1,327.34         |
| Hero MotoCorp Ltd. ....  | 2          | 100,000          | 2,555.25         | 100,000          | 3,545.50         | 100,000          | 3,223.85         |
| Jamna Auto Industries Ltd.(Previous Year Face Value ₹ 5) ..... | 1          | -                | -                | 1,838,770        | 1,446.19         | 367,754          | 781.66           |
| Mahindra & Mahindra Ltd. ....                                  | 5          | 1,180,000        | 7,927.24         | 1,180,000        | 8,734.36         | 440,000          | 5,652.68         |
| Maruti Suzuki India Ltd. ....                                  | 5          | 130,000          | 8,673.21         | 155,000          | 13,737.88        | 155,000          | 9,337.65         |
| SKF India Ltd. ....  | 10         | 193,523          | 3,905.00         | 200,000          | 3,485.30         | 200,000          | 3,161.30         |
| Swaraj Engines Ltd. ....                                       | 10         | 97,759           | 1,374.93         | 97,759           | 1,951.86         | 130,000          | 1,918.09         |
| Tata Motors Ltd. ....  | 2          | 11,000,000       | 19,173.00        | 11,000,000       | 36,019.50        | 10,600,000       | 49,390.70        |
|  |            |                  | <u>51,385.38</u> |                  | <u>82,816.27</u> |                  | <u>89,624.56</u> |
| <b>15. OIL &amp; NATURAL RESOURCES</b>                         |            |                  |                  |                  |                  |                  |                  |
| Castrol India Ltd. ....  | 5          | -                | -                | 1,400,000        | 2,871.40         | 700,000          | 3,031.70         |
| Hindustan Petroleum Corporation Ltd. ....                      | 10         | -                | -                | 225,000          | 774.34           | 465,000          | 2,443.34         |
| Indian Oil Corporation Ltd. ....                               | 10         | 1,641,516        | 2,670.75         | 17,00,000        | 2,997.10         | 1,020,000        | 3,944.85         |
| Oil & Natural Gas Corporation Ltd.....                         | 5          | -                | -                | -                | -                | 2,317,500        | 4,288.53         |
| Reliance Industries Ltd. ....                                  | 10         | 1,108,000        | 15,102.59        | 1,208,000        | 10,664.22        | 704,000          | 9,287.17         |
|  |            |                  | <u>17,773.34</u> |                  | <u>17,307.06</u> |                  | <u>22,995.59</u> |
| <b>16. RETAIL</b>  |            |                  |                  |                  |                  |                  |                  |
| Shoppers Stop Ltd. ....  | 5          | 165,000          | 777.65           | -                | -                | -                | -                |
| Trent Ltd. ....  | 1          | 15,207,540       | 54,724.33        | 15,207,540       | 52,640.90        | 15,207,540       | 40,398.83        |
|  |            |                  | <u>55,501.98</u> |                  | <u>52,640.90</u> |                  | <u>40,398.83</u> |
| <b>17. TELECOMMUNICATIONS</b>                                  |            |                  |                  |                  |                  |                  |                  |
| Bharti Airtel Ltd. ....  | 5          | 150,000          | 499.35           | -                | -                | -                | -                |
|  |            |                  | <u>499.35</u>    |                  | <u>-</u>         |                  | <u>-</u>         |

## 7.5.1 Details of Investments

(₹ in lacs)

| Particulars   | Face value | As at 31.03.2019 |                   | As at 31.03.2018 |                   | As at 01.04.2017 |                   |
|---|------------|------------------|-------------------|------------------|-------------------|------------------|-------------------|
|   |            | Holding          | Fair Value        | Holding          | Fair Value        | Holding          | Fair Value        |
| <b>18. TRANSPORTATION &amp; LOGISTICS</b>                                 |            |                  |                   |                  |                   |                  |                   |
| Container Corporation of India Ltd. (Previous Year Face Value ₹ 10) ..... | 5          | 537,500          | 2,819.99          | 90,000           | 1,119.42          | -                | -                 |
| Gateway Distriparks Ltd. ....   | 10         | -                | -                 | -                | -                 | 575,000          | 1,456.19          |
| TCI Express Ltd. ....   | 2          | 170,064          | 1,248.69          | 170,064          | 793.35            | 170,064          | 672.52            |
| Transport Corporation of India Ltd. ....                                  | 2          | -                | -                 | -                | -                 | 340,128          | 795.90            |
|   |            |                  | <u>4,068.68</u>   |                  | <u>1,912.77</u>   |                  | <u>2,924.61</u>   |
| <b>19. MISCELLANEOUS &amp; DIVERSIFIED</b>                                |            |                  |                   |                  |                   |                  |                   |
| Finolex Industries Ltd. ....  | 10         | 302,368          | 1,516.07          | 267,917          | 1,744.94          | 267,917          | 1,547.09          |
| Mahindra Lifespace Developers Ltd. ....                                   | 10         | 300,000          | 1,078.05          | -                | -                 | -                | -                 |
| Westlife Development Ltd. ....  | 2          | 100,000          | 428.70            | -                | -                 | -                | -                 |
| Wonderla Holidays Ltd. ....   | 10         | -                | -                 | 350,000          | 1,192.98          | 350,000          | 1,355.38          |
|   |            |                  | <u>3,022.82</u>   |                  | <u>2,937.02</u>   |                  | <u>2,902.47</u>   |
| <b>Total of Quoted Equity shares -</b>                                    |            |                  | <u>801,562.09</u> |                  | <u>819,750.06</u> |                  | <u>663,575.64</u> |
| <b>II) UNQUOTED EQUITY SHARES:-</b>                                       |            |                  |                   |                  |                   |                  |                   |
| <b>INDIA</b>  |            |                  |                   |                  |                   |                  |                   |
| ICICI Securities Ltd.(Transferred to Quoted List.) .....                  | 5          | -                | -                 | 192,332          | 1,000.13          | -                | -                 |
| Indbazar.com Ltd. ....  | 10         | 50,000           | *                 | 50,000           | *                 | 50,000           | *                 |
| Indian Seamless Enterprise Ltd. ....                                      | 10         | 67,210           | 49.94             | 67,210           | 49.94             | 67,210           | 49.94             |
| Institutional Investor Advisory Services Ltd. ....                        | 10         | 1,000,000        | 60.00             | 1,000,000        | 66.70             | 1,000,000        | 66.70             |
| Jamipol Ltd. ....   | 10         | 250,000          | 975.00            | 250,000          | 1,360.00          | 250,000          | 1,360.00          |
| National Stock Exchange of India Ltd. ...                                 | 1          | 1,463,000        | 13,220.12         | 1,463,000        | 13,219.81         | 1,463,000        | 13,299.99         |
| Piem Hotels Ltd. ....   | 10         | 35,000           | 453.25            | 35,000           | 630.00            | 35,000           | 630.00            |
| Ritspin Synthetics Ltd. ....  | 10         | 100,000          | *                 | 100,000          | *                 | 100,000          | *                 |
| Roots Corporation Ltd. ....   | 10         | 2,614,379        | 1,045.75          | 2,614,379        | 1,098.04          | 2,614,379        | 1,098.04          |
| Tata Autocomp Systems Ltd. ....   | 10         | 2,720,054        | 2,040.04          | 2,720,054        | 1,441.63          | 2,720,054        | 1,441.63          |
| Tata Capital Ltd. ....  | 10         | 77,196,591       | 39,061.49         | 77,196,591       | 38,598.30         | 77,196,591       | 38,598.30         |
| Tata Industries Ltd. ....   | 100        | 676,790          | 1,133.89          | 676,790          | 1,133.89          | 676,790          | 1,133.89          |
| Tata Services Ltd. ....   | 1000       | 270              | 2.70              | 270              | 2.70              | 270              | 2.70              |
| Tata Sons Pvt. Ltd. (the holding company) .....                           | 1000       | 326              | 193.27            | 326              | 193.27            | 326              | 193.27            |
| Tata Teleservices Ltd. ....   | 10         | 5,684,692        | *                 | 5,684,692        | *                 | 5,684,692        | 666.20            |
| Voltbek Home Appliances Pvt.Ltd. ....                                     | 10         | 4,020,100        | 402.01            | 1,610,100        | 161.01            | -                | -                 |
|   |            |                  | <u>58,637.46</u>  |                  | <u>58,955.42</u>  |                  | <u>58,540.66</u>  |
| <b>SRI LANKA</b>  |            |                  |                   |                  |                   |                  |                   |
| Guardian Capital Partners PLC .....                                       | 10         | 2,720            | *                 | 2,720            | *                 | 2,720            | *                 |
|   |            |                  | *                 |                  | *                 |                  | *                 |
| <b>Total of Unquoted Equity shares -</b>                                  |            |                  | <u>58,637.46</u>  |                  | <u>58,955.42</u>  |                  | <u>58,540.66</u>  |
| * Denotes balance less than ₹ 500   |            |                  | -                 |                  | -                 |                  | -                 |
| <b>III) BONDS / DEBENTURES :-</b>   |            |                  |                   |                  |                   |                  |                   |
| 8.30% Government of India 2042 .....                                      | 100        | -                | -                 | -                | -                 | 2,500,000        | 2,784.06          |
| 8.17% Government of India 2044 .....                                      | 100        | -                | -                 | -                | -                 | 2,500,000        | 2,760.37          |
| 9.45% Housing Development Finance Corporation Ltd 2021 .....              | 1000000    | 200              | 2,168.61          | 200              | 2,195.74          | 200              | 2,238.06          |
| 9.55% Housing Development Finance Corporation Ltd 2021 .....              | 1000000    | 700              | 7,660.15          | 700              | 7,759.96          | 700              | 7,912.06          |
| 9.90% Housing Development Finance Corporation Ltd 2021 .....              | 1000000    | 100              | 1,076.24          | 100              | 1,093.30          | 100              | 1,118.08          |
| Carried forward...  |            |                  | <u>10,905.00</u>  |                  | <u>11,049.00</u>  |                  | <u>16,812.63</u>  |

**7.5.1 Details of Investments**

| Particulars  | Face value | As at 31.03.2019 |                         | As at 31.03.2018 |                         | As at 01.04.2017 |                         |
|--|------------|------------------|-------------------------|------------------|-------------------------|------------------|-------------------------|
|  |            | Holding          | Fair Value              | Holding          | Fair Value              | Holding          | Fair Value              |
| Brought forward...   |            |                  | <b>10,905.00</b>        |                  | 11,049.00               |                  | 16,812.63               |
| 8.55% ICICI Bank Ltd 2022 .....                                    | 1000000    | <b>800</b>       | <b>8,122.80</b>         | 800              | 8,239.62                | -                | -                       |
| 7.36% India Infrastructure Finance Co.Ltd 2028 Tax Free .....      | 1000       | -                | -                       | 250,000          | 2,746.23                | 250,000          | 2,748.76                |
| 8.01% India Infrastructure Finance Co.Ltd 2023 Tax Free .....      | 1000       | -                | -                       | -                | -                       | 200,000          | 2,245.81                |
| 8.00% Indian Railway Finance Corporation Ltd 2022 Tax Free .....   | 1000       | -                | -                       | -                | -                       | 350,000          | 3,878.41                |
| 7.35% National Highways Authority of India 2031 Tax Free .....     | 1000       | -                | -                       | 250,000          | 2,931.97                | 250,000          | 2,930.48                |
| 8.20% National Highways Authority of India 2022 Tax Free .....     | 1000       | -                | -                       | -                | -                       | 150,000          | 1,678.91                |
| 8.15% State Bank of India 2022 .....                               | 1000000    | <b>500</b>       | <b>5,114.03</b>         | 500              | 5,192.88                | -                | -                       |
| 10.00% Tata Chemicals Ltd 2019 .....                               | 1000000    | <b>40</b>        | <b>431.76</b>           | 40               | 439.81                  | 40               | 449.89                  |
| 9.30% Tata International Ltd 2020 .....                            | 1000000    | <b>200</b>       | <b>2,019.28</b>         | 200              | 2,007.55                | 200              | 2,023.13                |
| 9.95% Tata Motors Ltd 2020 .....                                   | 1000000    | <b>100</b>       | <b>1,018.18</b>         | 100              | 1,044.70                | 100              | 1,063.98                |
| 11.40% Tata Power Co.Ltd Perpetual. (Call - 2021) .....            | 1000000    | <b>1,150</b>     | <b>12,408.07</b>        | 1,150            | 12,701.25               | 1,150            | 12,851.55               |
| 10.40% Tata Steel Ltd 2019 .....                                   | 1000000    | <b>100</b>       | <b>1,093.96</b>         | 100              | 1,116.36                | 100              | 1,136.81                |
| 11.50% Tata Steel Ltd Perpetual. (Call - 2021) .....               | 1000000    | <b>100</b>       | <b>1,089.97</b>         | 100              | 1,126.58                | 100              | 1,121.23                |
| 11.80% Tata Steel Ltd Perpetual. (Call - 2021) .....               | 1000000    | <b>700</b>       | <b>7,367.06</b>         | 700              | 7,635.26                | 700              | 7,617.44                |
| NTPC Ltd. 2025.8.49% Bonus Debenture. ....                         | 12.50      | -                | -                       | 1,250,000        | 160.09                  | 1,250,000        | 163.69                  |
| <b>Total of Bonds / Debentures -</b>                               |            |                  | <b><u>49,570.11</u></b> |                  | <b><u>56,391.30</u></b> |                  | <b><u>56,722.72</u></b> |
| <b>B. FAIR VALUE THROUGH PROFIT AND LOSS</b>                       |            |                  |                         |                  |                         |                  |                         |
| <b>I) DEBT MUTUAL FUNDS :-</b>                                     |            |                  |                         |                  |                         |                  |                         |
| Aditya Birla Sun Life Cash Plus.(Growth).                          | 100        | -                | -                       | 1,860,495        | 5,176.53                | -                | -                       |
| HDFC Cash Management Fund-Treasury Advantage Fund-RR (Growth)..... | 10         | -                | -                       | -                | -                       | 7,334,303        | 2,520.00                |
| HDFC Liquid Fund.(Growth) .....                                    | 1000       | -                | -                       | 152,973          | 5,217.24                | -                | -                       |
| HDFC Overnight Fund Direct Plan (Growth) .....                     | 1000       | <b>89,265</b>    | <b>2,519.40</b>         | -                | -                       | -                | -                       |
| ICICI Prudential Liquid RP.(Growth) .....                          | 100        | -                | -                       | 46,269           | 118.63                  | 1,139,753        | 2,737.19                |
| ICICI Prudential Overnight Fund Direct Plan (Growth) .....         | 100        | <b>1,609,606</b> | <b>1,647.91</b>         | -                | -                       | -                | -                       |
| ICICI Prudential Ultra Short Term (Growth) .....                   | 10         | -                | -                       | -                | -                       | 15,079,590       | 2,521.71                |
| Tata Liquid Fund Direct Plan (Growth)..                            | 1000       | <b>339,890</b>   | <b>10,007.86</b>        | 452,417          | 14,494.29               | 167,236          | 5,016.36                |
| Tata Overnight Fund Direct Plan (Growth) .....                     | 1000       | <b>50,000</b>    | <b>500.52</b>           | -                | -                       | -                | -                       |
| <b>Total of Debt Mutual Funds-</b>                                 |            |                  | <b><u>14,675.69</u></b> |                  | <b><u>25,006.69</u></b> |                  | <b><u>12,795.26</u></b> |

(₹ in lacs)

## 7.5.1 Details of Investments

(₹ in lacs)

| Particulars                                | Face value | As at 31.03.2019  |                 | As at 31.03.2018 |                 | As at 01.04.2017 |                 |
|--|------------|-------------------|-----------------|------------------|-----------------|------------------|-----------------|
|  |            | Holding           | Fair Value      | Holding          | Fair Value      | Holding          | Fair Value      |
| <b>II) VENTURE CAPITAL FUNDS :-</b>        |            |                   |                 |                  |                 |                  |                 |
| India Advantage Fund Series 3 .....        | 100        | <b>46,800</b>     | <b>89.40</b>    | 229,500          | 438.41          | 325,200          | 508.97          |
| Indiareit Fund. ....                       | 100000     | <b>135</b>        | -               | 135              | -               | 176              | 78.55           |
| Multiples Private Equity Fund Scheme..     | 100000     | <b>78</b>         | <b>512.73</b>   | 116              | 486.90          | 222              | 666.80          |
| TVS Shriram Growth Fund Scheme 1A ..       | 1000       | <b>2,536</b>      | <b>12.88</b>    | 13,627           | 85.44           | 33,261           | 337.60          |
| TVS Shriram Growth Fund-Scheme 1B..        | 1000       | <b>9,722</b>      | <b>337.64</b>   | 18,365           | 454.72          | 23,364           | 328.02          |
| TVS Shriram Growth Fund-3 .....            | 1000       | <b>5,000</b>      | <b>50.00</b>    | -                | -               | -                | -               |
| <b>Total of Venture Capital Funds-</b>     |            |                   | <b>1,002.65</b> |                  | <b>1,465.47</b> |                  | <b>1,919.94</b> |
| <b>C. OTHERS</b>                           |            |                   |                 |                  |                 |                  |                 |
| <b>I) UNQUOTED EQUITY SHARES :-</b>        |            |                   |                 |                  |                 |                  |                 |
| <b>Subsidiary Company (at cost) :-</b>     |            |                   |                 |                  |                 |                  |                 |
| Simto Investment Co.Ltd. ....              | 10         | <b>1,492,650</b>  | <b>3,030.91</b> | 1,492,650        | 3,030.91        | 1,491,600        | 3,028.29        |
|  |            |                   | <b>3,030.91</b> |                  | <b>3,030.91</b> |                  | <b>3,028.29</b> |
| <b>In Associate Companies (at cost) :-</b> |            |                   |                 |                  |                 |                  |                 |
| Amalgamated Plantations Pvt.Ltd. ....      | 10         | <b>36,600,000</b> | <b>3,660.00</b> | 36,600,000       | 3,660.00        | 36,600,000       | 3,660.00        |
| Tata Asset Management Ltd. ....            | 10         | <b>5,265,457</b>  | <b>1,950.09</b> | 5,265,457        | 1,950.09        | 5,265,457        | 1,950.09        |
| Tata Trustee Company Ltd. ....             | 10         | <b>275,000</b>    | <b>2.62</b>     | 275,000          | 2.62            | 275,000          | 2.62            |
|  |            |                   | <b>5,612.71</b> |                  | <b>5,612.71</b> |                  | <b>5,612.71</b> |

## 7.6 Other Financial Assets

(₹ in lacs)

**(Unsecured, considered good)**

|  | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|--|---------------------|---------------------|---------------------|
| (a) Security deposits .....                  | <b>87.41</b>        | 99.35               | 90.68               |
| (b) Dividend declared but not received ..... | <b>39.73</b>        | 7.25                | 62.27               |
|  | <b>127.14</b>       | <b>106.60</b>       | <b>152.95</b>       |

## 7.7 Current tax assets (Net)

(₹ in lacs)

|  | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|--|---------------------|---------------------|---------------------|
| (a) Advance Tax - Net of provision ₹ 28,899.71 lacs (previous year ₹ 24,299.70 lacs) ..... | <b>738.39</b>       | 743.11              | 743.11              |
|  | <b>738.39</b>       | <b>743.11</b>       | <b>743.11</b>       |

**7.8 Property, Plant and Equipment**

(₹ in lacs)

| Name of the Asset                       | Gross Block     |                           |                         |                 | Accumulated Depreciation |              |                         |                 | Net Block                      |
|---|-----------------|---------------------------|-------------------------|-----------------|--------------------------|--------------|-------------------------|-----------------|--------------------------------|
|   | As at 01.4.2018 | Additions during the year | Deductions/ Adjustments | As at 31.3.2019 | As at 01.4.2018          | For the year | Deductions/ Adjustments | As at 31.3.2019 | Net book value as at 31.3.2019 |
| <b>A. PROPERTY, PLANT AND EQUIPMENT</b> |                 |                           |                         |                 |                          |              |                         |                 |                                |
| i) Buildings.....                       | 1.30            | -                         | -                       | <b>1.30</b>     | 1.16                     | 0.02         | -                       | <b>1.18</b>     | 0.12                           |
| Previous year.....                      | (1.30)          | -                         | -                       | <b>(1.30)</b>   | (1.14)                   | (0.02)       | -                       | <b>(1.16)</b>   | (0.14)                         |
| As at 01.04.2017 ....                   | (1.30)          | -                         | -                       | <b>(1.30)</b>   | (1.12)                   | (0.02)       | -                       | <b>(1.14)</b>   | (0.16)                         |
| ii) Plant and Equipment .....           | 11.15           | -                         | -                       | <b>11.15</b>    | 8.79                     | 0.33         | -                       | <b>9.12</b>     | 2.03                           |
| Previous year.....                      | (11.15)         | -                         | -                       | <b>(11.15)</b>  | (8.45)                   | (0.34)       | -                       | <b>(8.79)</b>   | (2.36)                         |
| As at 01.04.2017 ....                   | (11.15)         | -                         | -                       | <b>(11.15)</b>  | (8.11)                   | (0.34)       | -                       | <b>(8.45)</b>   | (2.70)                         |
| iii) Furniture and Fixtures.....        | 76.15           | 3.01                      | -                       | <b>79.16</b>    | 76.15                    | 3.01         | -                       | <b>79.16</b>    | -                              |
| Previous year.....                      | (71.96)         | (4.19)                    | -                       | <b>(76.15)</b>  | (71.96)                  | (4.19)       | -                       | <b>(76.15)</b>  | -                              |
| As at 01.04.2017 ....                   | (68.21)         | (3.75)                    | -                       | <b>(71.96)</b>  | (68.21)                  | (3.75)       | -                       | <b>(71.96)</b>  | -                              |
| iv) Vehicles .....                      | 8.16            | -                         | -                       | <b>8.16</b>     | 3.06                     | 1.02         | -                       | <b>4.08</b>     | 4.08                           |
| Previous year.....                      | (19.48)         | -                         | (11.32)                 | <b>(8.16)</b>   | (13.36)                  | (1.02)       | (11.32)                 | <b>(3.06)</b>   | (5.10)                         |
| As at 01.04.2017 ....                   | (27.93)         | -                         | (8.45)                  | <b>(19.48)</b>  | (16.28)                  | (1.02)       | (3.94)                  | <b>(13.36)</b>  | (6.12)                         |
| v) Office Equipment .                   | 66.59           | 2.15                      | 4.92                    | <b>63.82</b>    | 56.04                    | 4.53         | 4.78                    | <b>55.79</b>    | 8.03                           |
| Previous year.....                      | (59.74)         | (6.85)                    | -                       | <b>(66.59)</b>  | (51.00)                  | (5.04)       | -                       | <b>(56.04)</b>  | (10.55)                        |
| As at 01.04.2017 ....                   | (57.91)         | (2.48)                    | (0.65)                  | <b>(59.74)</b>  | (46.89)                  | (4.76)       | (0.65)                  | <b>(51.00)</b>  | (8.74)                         |
| vi) Leasehold Improvements .....        | 45.58           | -                         | -                       | <b>45.58</b>    | 45.58                    | -            | -                       | <b>45.58</b>    | -                              |
| Previous year.....                      | (45.58)         | -                         | -                       | <b>(45.58)</b>  | (45.58)                  | -            | -                       | <b>(45.58)</b>  | -                              |
| As at 01.04.2017 ....                   | (45.58)         | -                         | -                       | <b>(45.58)</b>  | (45.58)                  | -            | -                       | <b>(45.58)</b>  | -                              |
| <b>GRAND TOTAL.....</b>                 | 208.93          | 5.16                      | 4.92                    | <b>209.17</b>   | 190.78                   | 8.91         | 4.78                    | <b>194.91</b>   | 14.26                          |
| Previous year.....                      | (209.21)        | (11.04)                   | (11.32)                 | <b>(208.93)</b> | (191.49)                 | (10.61)      | (11.32)                 | <b>(190.78)</b> | (18.15)                        |
| As at 01.04.2017 ....                   | (212.08)        | (6.23)                    | (9.10)                  | <b>(209.21)</b> | (186.19)                 | (9.89)       | (4.59)                  | <b>(191.49)</b> | (17.72)                        |

**7.9 Other Intangible assets**

(₹ in lacs)

| Name of the Asset      | Gross Block     |                           |                         |                 | Amortisation    |              |                         |                 | Net Block                      |
|------------------------|-----------------|---------------------------|-------------------------|-----------------|-----------------|--------------|-------------------------|-----------------|--------------------------------|
|                        | As at 01.4.2018 | Additions during the year | Deductions/ Adjustments | As at 31.3.2019 | As at 01.4.2018 | For the year | Deductions/ Adjustments | As at 31.3.2019 | Net book value as at 31.3.2019 |
| Software.....          | 4.17            | -                         | -                       | <b>4.17</b>     | 3.44            | 0.53         | -                       | <b>3.97</b>     | 0.20                           |
| Previous year.....     | (4.17)          | -                         | -                       | <b>(4.17)</b>   | (2.77)          | (0.67)       | -                       | <b>(3.44)</b>   | (0.73)                         |
| As at 01.04.2017 ..... | (3.39)          | (0.78)                    | -                       | <b>(4.17)</b>   | (2.10)          | (0.67)       | -                       | <b>(2.77)</b>   | (1.40)                         |

**7.10 Other Non Financial Assets**

(₹ in lacs)

|                                   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|-----------------------------------|---------------------|---------------------|---------------------|
| a. Capital Advances.....          | 38.04               | 38.04               | 38.04               |
| b. Prepaid Expenses.....          | 43.31               | 27.56               | 35.96               |
| c. Taxes due from Government..... | 6.27                | 8.68                | 7.69                |
|                                   | <u>87.62</u>        | <u>74.28</u>        | <u>81.69</u>        |

**7.11 Trade Payables**

(₹ in lacs)

|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|---|---------------------|---------------------|---------------------|
| <b>(I) Trade Payables</b>   |                     |                     |                     |
| (i) total outstanding dues of micro enterprises and small enterprises.....                  | -                   | -                   | -                   |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises |                     |                     |                     |
| - Payable against purchase of investments .....   | -                   | -                   | 325.02              |
| - Accrued Expenses .....  | 598.52              | 581.51              | 663.46              |
|   | <u>598.52</u>       | <u>581.51</u>       | <u>988.48</u>       |

- i) None of the parties grouped under Trade Payables have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006.
- ii) Disclosure of amounts due to Micro, Small and Medium enterprises is based on information available with the Company regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006' (MSMED). This has been relied upon by the auditors.
- iii) Trade Payables include amount payable to the holding company, Tata Sons Pvt. Ltd., ₹ 86.26 lacs (Previous year ₹ 79.16 lacs).
- iv) Trade payables are recognised at their original invoice amounts which represents their fair values on initial recognition. Trade payables are considered to be of short duration and are not discounted and the carrying values are assumed to approximate their fair values.

**7.12 Other Financial Liabilities**

(₹ in lacs)

|                                    | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|------------------------------------|---------------------|---------------------|---------------------|
| a. Unpaid dividends.....           | 294.23              | 87.62               | 93.91               |
| b. Income received in Advance..... | 28.36               | 23.05               | 12.19               |
| c. Others .....                    | 40.93               | 39.91               | 39.59               |
|                                    | <u>363.52</u>       | <u>150.58</u>       | <u>145.69</u>       |

**7.13 Current tax liabilities (Net)**

(₹ in lacs)

|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|---|---------------------|---------------------|---------------------|
| a. Provisions for tax - Net of advance tax ₹ 4,529.78 lacs (previous year ₹ 4,529.78 lacs)..... | 13.66               | 13.66               | 5.45                |
|   | <u>13.66</u>        | <u>13.66</u>        | <u>5.45</u>         |

**7.14 Provisions**

(₹ in lacs)

|  | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|--|---------------------|---------------------|---------------------|
| a. Provisions for employee benefits.....                           | 643.97              | 572.22              | 603.66              |
| b. Provision against standard assets (as per RBI regulations)..... | 0.70                | 0.69                | 0.47                |
|  | <u>644.67</u>       | <u>572.91</u>       | <u>604.13</u>       |

**7.15 Deferred Tax Liabilities**
**Significant components of net deferred tax assets and liabilities as at March 31, 2019 are as follows :**

(₹ in lacs)

|  | Opening<br>Balance | Recognised<br>in Profit and<br>Loss | Recognised<br>in OCI | Closing<br>Balance |
|--|--------------------|-------------------------------------|----------------------|--------------------|
| Deferred tax liabilities in relation to:.....                                      |                    |                                     |                      |                    |
| Financial Assets carried at fair valued through Profit and Loss.....               | 248.54             | (49.71)                             | -                    | 198.83             |
| Financial Assets carried at fair valued through Other<br>Comprehensive Income..... | 400.90             | -                                   | (293.82)             | 107.08             |
| Equity carried at fair valued through Other Comprehensive Income.....              | 153,585.97         | -                                   | (839.65)             | 152,746.32         |
| Others.....  | 17.96              | (3.59)                              | -                    | 14.37              |
| <b>Deferred tax liabilities.....</b>   | <u>154,253.37</u>  | <u>(53.30)</u>                      | <u>(1,133.47)</u>    | <u>153,066.60</u>  |

**Significant components of net deferred tax assets and liabilities as at March 31, 2018 are as follows :**

(₹ in lacs)

|  | Opening<br>Balance | Recognised<br>in Profit and<br>Loss | Recognised<br>in OCI | Closing<br>Balance |
|--|--------------------|-------------------------------------|----------------------|--------------------|
| Deferred tax liabilities in relation to:.....                                      |                    |                                     |                      |                    |
| Financial Assets carried at fair valued through Profit and Loss.....               | 173.68             | 74.86                               | -                    | 248.54             |
| Financial Assets carried at fair valued through Other<br>Comprehensive Income..... | 657.85             | -                                   | (256.95)             | 400.90             |
| Equity carried at fair valued through Other Comprehensive Income.....              | 118,205.18         | -                                   | 35,380.79            | 153,585.97         |
| Others.....  | 21.88              | (3.92)                              | -                    | 17.96              |
| <b>Deferred tax liabilities.....</b>   | <u>119,058.59</u>  | <u>70.94</u>                        | <u>35,123.84</u>     | <u>154,253.37</u>  |

**7.16 Other Non Financial Liabilities**

(₹ in lacs)

|                               | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|-------------------------------|---------------------|---------------------|---------------------|
| a. Statutory liabilities..... | 15.74               | 12.38               | 11.21               |
|                               | <u>15.74</u>        | <u>12.38</u>        | <u>11.21</u>        |



## 7.17 Equity Share Capital

(₹ in lacs)

### Particulars

#### (a) Authorised Capital

60,000,000 (Previous year 60,000,000) Ordinary shares of ₹ 10 each ..... **6,000.00**      6,000.00      6,000.00

#### Issued Capital

50,595,796 (Previous year 55,095,796) Ordinary shares of ₹ 10 each fully paid up ..... **5,059.58**      5,509.58      5,509.58

#### Subscribed and Paid up Capital

50,595,296 (Previous year 55,095,296) Ordinary shares of ₹ 10 each fully paid up ..... **5,059.53**      5,509.53      5,509.53

**5,059.53**      5,509.53      5,509.53

(b) 34,664,663 Ordinary shares - 68.51% (Previous year 37,541,071 Ordinary shares - 68.14%) of ₹ 10/- each are held by the Holding Company, Tata Sons Pvt. Ltd. No other shareholder holds more than 5% of the Ordinary share capital of the Company. 805,843 Ordinary shares (Previous Year 869,472) are held by a Subsidiary of the Holding Company and 847,695 Ordinary shares (Previous year 918,877) are held by Associates of the Holding Company.

(c) Reconciliation of the number of shares outstanding at the beginning and at the end of the period

|  | 2018-19       |                    | 2017-18       |                    | As at 01.04.2017 |                    |
|--|---------------|--------------------|---------------|--------------------|------------------|--------------------|
|  | No. of Shares | Amount (₹ In lacs) | No. of Shares | Amount (₹ In lacs) | No. of Shares    | Amount (₹ In lacs) |
| Outstanding at the beginning of the year | 55,095,296    | 5,509.53           | 55,095,296    | 5,509.53           | 55,095,296       | 5,509.53           |
| Less: Shares extinguished on buyback     | 4,500,000     | 450.00             | -             | -                  | -                | -                  |
| Outstanding at the end of the year       | 50,595,296    | 5,059.53           | 55,095,296    | 5,509.53           | 55,095,296       | 5,509.53           |

(d) Par value per share is ₹ 10 each.

(e) The Company has only one class of Ordinary shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

(f) The company is an Investment company, the objective of the Company is to invest in long term investments, and distributing the profits of the Company by way of dividends in a way that shareholders can participate equitably in the Company's growth, while maintaining the financial foundation of the Company and ensure sustainable growth. Accordingly, the Company has framed various policies such as investment policy, dividend distribution policy which lays down the framework of Company's capital management.

(g) The Board of Directors of the Company, at its meeting held on November 16, 2018 had approved a proposal to buyback upto 4,500,000 equity shares of the Company for an aggregate amount not exceeding ₹ 45,000 lacs being 8.17% of the total paid up equity share capital at ₹ 1,000/- per equity share, which was approved by the shareholders by means of a special resolution through a postal ballot. A Letter of Offer was made to all eligible shareholders. The Company bought back 4,500,000 equity shares out of the shares that were tendered by eligible shareholders and extinguished the equity shares bought on February 22, 2019. Capital Redemption Reserve was created to the extent of Share Capital extinguished ₹ 450 lacs. Total amount of ₹ 45,000 lacs from securities premium was utilised towards the buy-back and ₹ 346.61 lacs utilised from retained earnings towards transaction costs of buy-back.

## 7.18 Other Equity

|   | (₹ in lacs)         |                     |
|---|---------------------|---------------------|
|   | As at<br>31.03.2019 | As at<br>31.03.2018 |
| <b>Capital Reserve</b>  |                     |                     |
| Balance at the beginning and end of the year .....                          | 4,163.35            | 4,163.35            |
| <b>Capital Redemption Reserve</b>   |                     |                     |
| Balance at the beginning of the year .....                                  | -                   | -                   |
| Add: Addition during the year (Refer note 7.17) .....                       | 450.00              | -                   |
|   | <u>450.00</u>       | <u>-</u>            |
| <b>Securities Premium Reserve</b>   |                     |                     |
| Balance at the beginning of the year .....                                  | 75,502.06           | 75,502.06           |
| Less: Utilised for buyback of equity shares (Refer note 7.17) .....         | (45,000.00)         | -                   |
|   | <u>30,502.06</u>    | <u>75,502.06</u>    |
| <b>General Reserve</b>  |                     |                     |
| Balance at the beginning and end of the year .....                          | 56,458.18           | 56,458.18           |
| <b>Statutory Reserve (u/s 45-IC of RBI Act, 1934)</b>                       |                     |                     |
| Balance at the beginning of the year .....                                  | 58,197.83           | 53,448.09           |
| Add: Transfer from retained earnings .....                                  | 2,953.01            | 4,749.74            |
|   | <u>61,150.84</u>    | <u>58,197.83</u>    |
| <b>Retained Earnings</b>  |                     |                     |
| Balance at the beginning of the year .....                                  | 57,744.58           | 50,432.23           |
| Add: Profit for the year .....  | 14,765.04           | 12,664.29           |
| Add: Realised gains on sale of equity shares carried through FVOCI .....    | 11,877.92           | 11,353.64           |
| Less: Buyback expenses (Refer note 7.17) .....                              | (346.61)            | -                   |
| Less: Remeasurement loss on define benefits plans .....                     | (49.37)             | (19.79)             |
| Less: Final Dividend on Ordinary Shares .....                               | (11,019.06)         | (9,917.15)          |
| Less: Tax on Final Dividend .....   | (2,265.00)          | (2,018.90)          |
| Less: Transfer to Statutory Reserve .....                                   | (2,953.01)          | (4,749.74)          |
|   | <u>67,754.49</u>    | <u>57,744.58</u>    |
| <b>Items of Other Components of Equity</b>                                  |                     |                     |
| <u>Debt Instruments Through OCI</u>   |                     |                     |
| Balance at the beginning of the year .....                                  | 1,459.51            | 2,424.62            |
| Add: Profit for the year .....  | (1,069.69)          | (965.11)            |
|   | <u>389.82</u>       | <u>1,459.51</u>     |
| <u>Equity Instruments Through OCI</u>                                       |                     |                     |
| Balance at the beginning of the year .....                                  | 5,59,149.69         | 4,35,666.97         |
| Add: Profit for the year .....  | 8,821.07            | 1,34,836.36         |
| Less: Realised gains on sale of equity shares carried through FVOCI .....   | (11,877.92)         | (11,353.64)         |
|   | <u>5,56,092.84</u>  | <u>5,59,149.69</u>  |
| <u>Other Items Of Other Comprehensive Income</u>                            |                     |                     |
| Balance at the beginning of the year .....                                  | -                   | -                   |
| Add: Profit for the year .....  | (49.37)             | (19.79)             |
| Less: Reclassification of Remeasurement loss on define benefits plans ..... | 49.37               | 19.79               |
|   | <u>-</u>            | <u>-</u>            |
|   | <u>556,482.66</u>   | <u>560,609.20</u>   |
|   | <u>776,961.58</u>   | <u>812,675.20</u>   |

### **Nature and purpose of reserves:**

#### **Capital Reserve**

The Company recognises profit and loss on purchase, sale, issue or cancellation of the its own equity instruments to capital reserve

#### **Capital Redemption Reserve**

Whenever there is a buy-back or redemption of share capital the nominal value of the capital is transferred to a reserve called Capital Redemption Reserve so as to retain the capital intact.

#### **Securities Premium Reserve**

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

#### **General Reserve**

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

#### **Statutory Reserve**

Statutory Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act") and related regulations applicable to those companies. Under the RBI Act, a non-banking finance company is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. Appropriation from this reserve fund is permitted only for the purposes specified by the RBI.

### **8.1 Interest Income**

|   | (₹ in lacs)              |                          |
|---|--------------------------|--------------------------|
|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
| a. On Financial Assets measured at fair value through OCI |                          |                          |
| i) Interest income from investments .....                 | 4,944.95                 | 4,905.29                 |
| b. On Financial Assets measured at Amortised Cost         |                          |                          |
| i) Interest on deposits with Banks .....                  | 88.24                    | 42.95                    |
| ii) Other interest income.....                            | 7.80                     | 10.15                    |
|   | <b>5,040.99</b>          | <b>4,958.39</b>          |

### **8.2 Net gain on fair value changes**

|  | (₹ in lacs)              |                          |
|--|--------------------------|--------------------------|
|  | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
| a. Net gain/ (loss) on financial instruments at fair value through profit and loss account |                          |                          |
| - Realised gains on bonds / debentures .....   | 298.52                   | 959.32                   |
| - Mutual Funds .....   | 1,998.71                 | 1,349.07                 |
| - Venture Capital.....   | (36.95)                  | 259.67                   |
|  | <b>2,260.28</b>          | <b>2,568.06</b>          |
| Fair Value changes:  |                          |                          |
| - Realised .....   | 2,704.34                 | 2,228.52                 |
| - Unrealised .....   | (444.06)                 | 339.54                   |
|  | <b>2,260.28</b>          | <b>2,568.06</b>          |

### **8.3 Other income**

|   | (₹ in lacs)              |                          |
|---|--------------------------|--------------------------|
|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
| a. Net gain on derecognition of property, plant and equipment ..... | -                        | 2.16                     |
| b. Other Income .....   | 10.35                    | 7.46                     |
|   | <b>10.35</b>             | <b>9.62</b>              |

**8.4 Employee Benefits Expenses**

(₹ in lacs)

|  | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
| a. Salaries and wages including bonus.....         | 1,030.41                 | 903.61                   |
| b. Contribution to provident and other funds ..... | 77.38                    | 67.85                    |
| c. Staff welfare expenses.....                     | 87.14                    | 76.97                    |
|  | <b>1,194.93</b>          | <b>1,048.43</b>          |

**8.5 Other expenses**

(₹ in lacs)

|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
| i) Power.....   | 5.29                     | 5.45                     |
| ii) Rent .....  | 81.91                    | 79.11                    |
| iii) Repairs to machinery .....   | 3.32                     | 2.83                     |
| iv) Insurance .....   | 0.24                     | 0.35                     |
| v) Donations  |                          |                          |
| - Towards Corporate Social Responsibility .....                               | 358.80                   | 250.00                   |
| vi) Provision against standard assets of NBFCs (as per RBI regulations) ..... | 0.01                     | 0.22                     |
| vii) Net loss on derecognition of property, plant and equipment .....         | 0.16                     | -                        |
| viii) GST / Service Tax paid on securities lending and borrowings.....        | 83.15                    | 103.88                   |
| ix) Payments to auditors  |                          |                          |
| (a) Statutory Auditor   |                          |                          |
| (i) Audit Fees .....  | 11.00                    | 11.00                    |
| (ii) Tax Audit Fees.....  | 1.00                     | -                        |
| (iii) For Other Services .....  | 5.53                     | 3.00                     |
| (iv) For Taxation Matter .....  | 3.30                     | 1.18                     |
| (v) For GST / Service Tax on above fees.....                                  | 1.87                     | 0.27                     |
|   | <b>22.70</b>             | <b>15.45</b>             |
| (b) Internal Auditor .....  | 8.74                     | 8.65                     |
| <b>Total (a) + (b)</b> .....  | <b>31.44</b>             | <b>24.10</b>             |
| x) Miscellaneous expenses .....   | 353.06                   | 372.66                   |
|   | <b>917.38</b>            | <b>838.60</b>            |

**8.5.1 Details of CSR expenditure**

(₹ in lacs)

|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
| a) Gross amount required to be spent by the Company during the year ..... | 357.96                   | 82.00                    |
| b) Amount spent during the year   |                          |                          |
| i) Construction / acquisition of any asset.....                           | -                        | -                        |
| ii) On purposes other than (i) above.....                                 | 358.80                   | 250.00                   |

## 8.5.2 Tax Expense

|  | (₹ in lacs)              |                          |
|--|--------------------------|--------------------------|
|  | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
| <b>(a) Amounts recognised in profit and loss</b>                                       |                          |                          |
| - Current Tax.....   | 1,350.96                 | 1,462.96                 |
| - Deferred tax relating to origination and reversal of temporary differences.....      | (53.30)                  | 70.94                    |
|  | <u>1,297.66</u>          | <u>1,533.90</u>          |
| <b>(b) Amounts recognised in other comprehensive income</b>                            |                          |                          |
| - Remeasurement of the defined benefit plans.....                                      | 13.56                    | 5.43                     |
| - Equity Instruments through Other Comprehensive Income.....                           | (2,422.95)               | (38,461.27)              |
| - Bonds / Debentures through Other Comprehensive Income.....                           | 293.82                   | 256.95                   |
|  | <u>(2,115.57)</u>        | <u>(38,198.89)</u>       |
| <b>(c) Reconciliation of the total tax charge:</b>                                     |                          |                          |
| - Accounting profit before tax.....  | 16,062.70                | 14,198.19                |
| - At India's statutory income tax rate of 21.5488% (2018: 21.3416%).....               | 3,461.32                 | 3,030.12                 |
| - Income not subject to tax.....   |                          |                          |
| - Dividend (net of expenses disallowed on exempt income).....                          | (2,165.09)               | (1,499.64)               |
| - Others.....  | 1.43                     | 5.43                     |
| - Impact of change in tax rate.....  | -                        | (2.01)                   |
| <b>Income tax expense reported in the Standalone statement of profit and loss.....</b> | <u>1,297.66</u>          | <u>1,533.90</u>          |

The effective income tax rate for 31 March 2019 is 8.08 % (31 March 2018: 10.80%).

## 9. Details of Earnings per share :

|   | (₹ in lacs)              |                          |
|---|--------------------------|--------------------------|
|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
| Profit attributable to Equity shareholders.....   | 14,765.04                | 12,664.29                |
| Weighted average number of Ordinary shares for computing - Basic and Diluted earnings per share | 54,639,132               | 55,095,296               |
| Earnings per Ordinary share (Weighted average)  |                          |                          |
| Basic and Diluted (Rupees).....   | 27.02                    | 22.99                    |

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of the completion of these financial statements which would require the restatement of EPS.

## 10. Segment Information:

As the Company has no activities other than those of an investment company, the segment reporting under Indian Accounting Standard Ind AS 108 - 'Operating Segments' is not applicable. The Company does not have any reportable geographical segment.

## 11. Contingent Liabilities & Commitments:

### Contingent Liabilities

|   |       |       |
|---|-------|-------|
| (a) Income Tax matters decided in the Company's favour by appellate authorities, where the department is in further appeal..... | 11.31 | 11.31 |
|---|-------|-------|

### Commitments

|  |          |          |
|--|----------|----------|
| (a) Uncalled liability on investments in Venture Capital Funds.....  | 451.04   | 5.22     |
| (b) Investments partly paid – Equity Shares of ₹ 10 each in Tata steel Ltd. (₹ 2.504 per share paid up)..... | 1,248.71 | 1,248.71 |

12. Dividend of ₹ 20 per share (previous year ₹ 20 per share [including special dividend of ₹ 2 per share] amounting to ₹ 12,199.06 lacs (previous year ₹ 13,284.03 lacs) including tax thereon ₹ 2,080.00 lacs (previous year ₹ 2,264.97 lacs) is proposed on ordinary shares. The recommended dividend will be accounted for when approved by the shareholders.

**13. Employee Benefits****(a) Defined contribution plans**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Family Pension Fund and Superannuation Fund which is a defined contribution plan. The Company has no obligations other than these three funds to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund, Family Pension Fund and Superannuation Fund for the year are summarised below.

**Company's contribution to:**

|  | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
|--|-------------------------|-------------------------|
| Provident Fund.....                    | 33.01                   | 30.80                   |
| Superannuation Fund.....               | 26.86                   | 19.34                   |
| Employees' State Insurance Scheme..... | 0.16                    | 0.54                    |
|  | <b>60.03</b>            | <b>50.68</b>            |

(₹ in lacs)

**(b) Defined benefit plans****I Retiring gratuity (Funded)****(i) The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:**

|  | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
|--|-------------------------|-------------------------|
| <b>Change in defined benefit obligations:</b>  |                         |                         |
| <b>Obligation at the beginning of the year.....</b>                                      | <b>296.35</b>           | 282.01                  |
| Current service cost.....  | 17.42                   | 16.25                   |
| Past service cost.....   | -                       | 1.07                    |
| Interest costs.....  | 21.52                   | 19.85                   |
| Remeasurement (gain)/loss.....   | 10.27                   | (9.43)                  |
| Liability assumed.....   | -                       | 0.67                    |
| Benefits paid.....   | (39.47)                 | (14.07)                 |
| <b>Obligation at the end of the year.....</b>  | <b>306.09</b>           | <b>296.35</b>           |
| <b>Change in plan assets:</b>  |                         |                         |
| <b>Fair value of plan assets at the beginning of the year.....</b>                       | <b>296.35</b>           | 282.01                  |
| Interest income.....   | 22.30                   | 20.58                   |
| Remeasurement gain/(loss) excluding amount included within employee benefit expense..... | (0.11)                  | 0.12                    |
| Employers contribution.....  | 27.02                   | 7.04                    |
| Benefits paid.....   | (39.47)                 | (14.07)                 |
| Assets acquired.....   | -                       | 0.67                    |
| <b>Fair value of plan assets at the end of the year.....</b>                             | <b>306.09</b>           | <b>296.35</b>           |
| <b>Amounts recognised in the balance sheet consist of:</b>                               |                         |                         |
| Fair value of plan assets.....   | 306.09                  | 296.35                  |
| Present value of obligation.....   | 306.09                  | 296.35                  |
|  | -                       | -                       |

(₹ in lacs)

**Expense recognised in the statement of profit and loss consists of:**

|  | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
|--|-------------------------|-------------------------|
| (₹ in lacs)  |                         |                         |
| <b>Employee benefits expense:</b>  |                         |                         |
| Current service cost .....   | 17.42                   | 16.25                   |
| Net interest expense .....   | (0.78)                  | 0.34                    |
|  | <u>16.64</u>            | <u>16.59</u>            |
| <b>Other comprehensive income:</b>   |                         |                         |
| Return on plan assets excluding amount included in employee benefits expense ..... | 0.11                    | (0.12)                  |
| Actuarial (gain)/loss arising from changes in demographic assumption .....         | 0.07                    | -                       |
| Actuarial (gain)/loss arising from changes in financial assumption .....           | 2.16                    | (10.98)                 |
| Actuarial (gain)/loss arising from changes in experience adjustments.....          | 8.04                    | 1.55                    |
|  | <u>10.38</u>            | <u>(9.55)</u>           |
|  | <u>27.02</u>            | <u>7.04</u>             |

**Expense/(gain) recognised in the statement of profit and loss**
**(ii) Fair value of plan assets by category of investment is as below:**

| Assets category (%)               |               |               |
|-----------------------------------|---------------|---------------|
| Debt instruments (quoted) .....   | 244.19        | 262.36        |
| Debt instruments (unquoted) ..... | 11.78         | 11.78         |
| Others (unquoted) .....           | 50.12         | 22.21         |
|                                   | <u>306.09</u> | <u>296.35</u> |

**(iii) Key assumptions used in the measurement of retiring gratuity is as below:**

|   |       |       |
|---|-------|-------|
| Discount rate (per annum) .....               | 7.70% | 7.80% |
| Rate of escalation in salary (per annum)..... | 8.00% | 8.00% |

(iv) Weighted average duration of the retiring gratuity obligation is 7.33 years (March 31, 2018: 7.19 Years).

(v) The Company expects to contribute ₹ 20 lakhs to the plan during the financial year 2019-20.

(vi) The table below outlines the effect on retiring gratuity obligation in the event of a decrease/increase of 0.50% in the assumptions used.

**As at March 31, 2019**

| Assumption    | Change in assumption                 | Impact on obligation |               |
|---------------|--------------------------------------|----------------------|---------------|
|               |                                      | Increase             | Decrease      |
| Discount rate | Increase by 0.50%, decrease by 0.50% | ₹ 295.19 lacs        | ₹ 317.65 lacs |
|               |                                      | (3.56%)              | 3.77%         |
| Salary rate   | Increase by 0.50%, decrease by 0.50% | ₹ 317.54 lacs        | ₹ 295.18lacs  |
|               |                                      | 3.74%                | (3.57%)       |

**As at March 31, 2018**

| Assumption    | Change in assumption                 | Impact on obligation |               |
|---------------|--------------------------------------|----------------------|---------------|
|               |                                      | Increase             | Decrease      |
| Discount rate | Increase by 0.50%, decrease by 0.50% | ₹ 286.00 lacs        | ₹ 307.34 lacs |
|               |                                      | (3.49%)              | 3.68%         |
| Salary rate   | Increase by 0.50%, decrease by 0.50% | ₹ 307.25 lacs        | ₹ 285.98lacs  |
|               |                                      | 3.71%                | (3.50%)       |

The above sensitivities may not be representative of the actual change as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**(vii) Projected Plan Cash Flow :**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

| Maturity Profile                        | (₹ in lacs)             |                         |
|---|-------------------------|-------------------------|
|   | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| Expected benefits for year 1            | 74.58                   | 40.79                   |
| Expected benefits for year 2            | 5.55                    | 69.87                   |
| Expected benefits for year 3            | 5.83                    | 5.16                    |
| Expected benefits for year 4            | 18.77                   | 5.43                    |
| Expected benefits for year 5            | 6.31                    | 18.17                   |
| Expected benefits for year 6            | 38.25                   | 5.84                    |
| Expected benefits for year 7            | 8.74                    | 34.84                   |
| Expected benefits for year 8            | 31.36                   | 7.93                    |
| Expected benefits for year 9            | 117.23                  | 28.88                   |
| Expected benefits for year 10 and above | 293.60                  | 366.66                  |

The Company expects to contribute ₹ 20 lakhs to the plan during the financial year 2019-20.

Weighted average duration of the retiring gratuity obligation is 7.33 years (March 31, 2018: 7.19 Years).

**(viii) Risk Associated with Defined Benefit Plan- Gratuity**

**Inherent risk :** The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

**Investment Risk and Asset-Liability Risk :** The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan are required to invest the funds as per the prescribed pattern of investments laid out in the income tax rules for such approved plans. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively.

During the year, there were no plan amendments, curtailments and settlements.

**II Post retirement medical benefits**

Under this unfunded scheme, employees of the Company receive medical benefits subject to certain limits on amounts of benefits, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Employees separated from the Company under an early separation scheme, on medical grounds or due to permanent disablement are also covered under the scheme. The Company accounts for the liability for post-retirement medical scheme based on an year end actuarial valuation.

- (i) The following table sets out the amounts recognised in the financial statements in respect of post retirement medical benefits and other defined benefit plans.

|  | (₹ in lacs)             |                         |
|--|-------------------------|-------------------------|
|  | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| <b>Change in defined benefit obligation:</b>   |                         |                         |
| Obligation at the beginning of the year .....  | 155.43                  | 111.43                  |
| Current Service Cost.....                      | 6.43                    | 3.66                    |
| Interest Cost .....                            | 11.65                   | 7.85                    |
| Remeasurement (gain)/ Loss.....                | 52.55                   | 34.68                   |
| Benefits paid .....                            | (4.53)                  | (2.19)                  |
| Past Service Cost.....                         | -                       | -                       |
| <b>Obligation at the end of the year .....</b> | <b>221.53</b>           | <b>155.43</b>           |



(₹ in lacs)

|  | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
|--|-------------------------|-------------------------|
| <b>Amounts recognised in the balance sheet consist of:</b>                   |                         |                         |
| Fair value of plan assets .....  | -                       | -                       |
| Present value of obligation.....   | -                       | -                       |
| <b>Expense recognised in the statement of profit and loss consists of:</b>   |                         |                         |
| <b>Employee benefits expense:</b>  |                         |                         |
| Current service cost .....   | 6.43                    | 3.65                    |
| Net interest expense .....   | 11.65                   | 7.85                    |
|  | <b>18.08</b>            | 11.50                   |
| <b>Other comprehensive income:</b>   |                         |                         |
| Return on plan assets excluding amount included in employee benefits expense |                         |                         |
| Actuarial (gain)/loss arising from changes in demographic assumption .....   | 1.70                    |                         |
| Actuarial (gain)/loss arising from changes in financial assumption .....     | (3.22)                  | 72.24                   |
| Actuarial (gain)/loss arising from changes in experience adjustments.....    | 54.07                   | (37.57)                 |
|  | <b>52.55</b>            | 34.67                   |
| <b>Expense/(gain) recognised in the statement of profit and loss .....</b>   | <b>70.63</b>            | 46.17                   |

(ii) **Key assumptions used in the measurement of retiring gratuity is as below:**

|                                 |       |       |
|---------------------------------|-------|-------|
| Discount Rate (per annum).....  | 7.55% | 7.55% |
| Inflation rate (per annum)..... | 6.00% | 6.00% |

(iii) Weighted average duration of post-retirement medical benefit obligation is 14.39 years (March 31, 2018: 15.07 Years).

(iv) The table below outlines the effect on retiring gratuity obligation in the event of a decrease/increase of 0.50% in the assumptions used.

**As at March 31, 2019**

| Assumption        | Change in assumption                 | Impact on obligation |          |
|-------------------|--------------------------------------|----------------------|----------|
|                   |                                      | Increase             | Decrease |
| Discount rate     | Increase by 0.50%, decrease by 0.50% | (6.83%)              | 7.60%    |
| Medical Inflation | Increase by 0.50%, decrease by 0.50% | 16.18%               | (13.28%) |
| Life Expectancy   | Increase by 0.50%, decrease by 0.50% | 6.53%                | 1.85%    |

**As at March 31, 2018**

| Assumption        | Change in assumption                 | Impact on obligation |          |
|-------------------|--------------------------------------|----------------------|----------|
|                   |                                      | Increase             | Decrease |
| Discount rate     | Increase by 0.50%, decrease by 0.50% | (5.42%)              | 5.99%    |
| Medical Inflation | Increase by 0.50%, decrease by 0.50% | (11.23%)             | (9.25%)  |
| Life Expectancy   | Increase by 0.50%, decrease by 0.50% | 2.26%                | (2.35%)  |

The above sensitivities may not be representative of the actual change as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(v) **Projected Plan Cash Flow :**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

(₹ in lacs)

| Maturity Profile             | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
|------------------------------|-------------------------|-------------------------|
| Expected benefits for year 1 | 4.60                    | 2.26                    |
| Expected benefits for year 2 | 7.52                    | 3.60                    |
| Expected benefits for year 3 | 7.98                    | 5.82                    |
| Expected benefits for year 4 | 8.45                    | 6.15                    |

| Maturity Profile                        | (₹ in lacs)             |                         |
|---|-------------------------|-------------------------|
|   | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| Expected benefits for year 5            | 10.11                   | 6.50                    |
| Expected benefits for year 6            | 10.68                   | 7.21                    |
| Expected benefits for year 7            | 12.35                   | 7.60                    |
| Expected benefits for year 8            | 13.01                   | 8.79                    |
| Expected benefits for year 9            | 14.39                   | 9.24                    |
| Expected benefits for year 10 and above | 852.63                  | 366.66                  |

Weighted average duration of post-retirement medical benefit obligation is 14.39 years (March 31, 2018: 15.07 Years).

#### Risk Associated with Defined Benefit Plan- Post Retirement Medical Benefits

**Inherent risk :** The plan is of a defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse increase in healthcare costs or demographic experience can result in an increase in cost of providing these benefits to employees in future. The benefits are also paid during the lifetime of the beneficiaries and the plan carries the longevity risks.

During the year, there were no plan amendments, curtailments and settlements.

#### (vi) Other Long Term Benefits

Other Long Term Benefits include compensated absences, sick leave, long term service benefit and pension. The liability towards other long term benefits is determined by independent actuary at every balance sheet date.

Amounts recognised in the balance sheet consist of:

|  | (₹ in lacs)             |                         |
|--|-------------------------|-------------------------|
|  | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| (i) Compensated Absences (including privileged leave and sick leave) ..... | 288.06                  | 275.87                  |
| (ii) Long Term Service Benefit .....                                       | 43.58                   | 46.59                   |
| (iii) Pension .....  | 90.80                   | 94.34                   |
|  | <b>422.44</b>           | <b>416.80</b>           |

#### 14. Related Parties Disclosures

##### a) List of Related Parties and Relationship

###### Holding Company

Tata Sons Pvt. Ltd.

###### Subsidiary

Simto Investment Company Ltd.

###### Associates

Tata Asset Management Ltd.

Tata Trustee Company Ltd.

Amalgamated Plantations Pvt. Ltd.

###### Key Management Personnel (KMP)

Mr. A. N. Dalal (Executive Director)

##### Other Subsidiaries / Associates / Associate of Fellow Subsidiary of Promoter / Joint Venture :- (with whom the Company has transactions)

- |  |  |
|--|--|
| 1. Ewart Investments Ltd.                                      | 2. Infiniti Retail Ltd.                  |
| 3. Tata Teleservices (Maharashtra) Limited (w.e.f. 02.02.2017) | 4. Tata Autocomp Systems Ltd.            |
| 5. Tata Consultancy Services Ltd.                              | 6. Tata International Ltd.               |
| 7. Tata Chemicals Ltd.   | 8. Tata Elxsi Ltd.                       |
| 9. Tata Global Beverages Ltd.                                  | 10. Tata Motors Ltd.                     |
| 11. Tata Power Company Ltd.                                    | 12. Tata Steel Ltd.                      |
| 13. The Indian Hotels Company Ltd.                             | 14. Titan Company Ltd.                   |
| 15. Trent Ltd.   | 16. Voltas Ltd.                          |
| 17. The Associated Building Company Ltd.                       | 18. Tata AIA Life Insurance Company Ltd. |

##### Other Related Parties

- Tata Investment Corporation Limited - Provident Fund
- The Investment Corporation of India Limited - Employees Gratuity Trust Fund
- Tata Sons Consolidated Superannuation Fund

**b) Related Party Transactions** (₹ in lacs)

|   | 2018-19         |            |            |                                |                              |        | 2017-18         |            |            |                                |                              |  |                       |         |
|---|-----------------|------------|------------|--------------------------------|------------------------------|--------|-----------------|------------|------------|--------------------------------|------------------------------|--|-----------------------|---------|
|   | Holding Company | Subsidiary | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | KMP    | Holding Company | Subsidiary | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Fellow Subsidiary of Promoter | Other Related Parties | KMP     |
| 1. Proceeds received on Buy-back              | -               | -          | -          | 376.97                         | -                            | -      | -               | -          | -          | 652.37                         | -                            | -  | -                     | -       |
| 2. Interest received on debentures            | -               | -          | -          | 186.00                         | 2,495.50                     | -      | -               | -          | -          | 186.00                         | 2,495.21                     | -  | -                     | -       |
| 3. Dividends received                         | 26.08           | -          | 664.05     | 332.33                         | 5,974.54                     | -      | -               | -          | -          | 310.05                         | 3,861.77                     | -  | -                     | -       |
| 4. Dividends paid                             | 7,508.21        | -          | -          | 173.89                         | 183.77                       | -      | 26.08           | -          | -          | 156.50                         | 165.39                       | -  | -                     | -       |
| 5. Deposit received                           | -               | -          | -          | -                              | -                            | -      | 6,757.39        | -          | -          | -                              | -                            | -  | -                     | -       |
| 6. Deposit refunded                           | -               | -          | -          | -                              | -                            | -      | -               | 1.00       | 1.00       | -                              | -                            | -  | -                     | -       |
| 7. Purchase of fixed assets                   | -               | -          | -          | 0.61                           | -                            | -      | -               | -          | -          | 4.25                           | -                            | -  | -                     | -       |
| 8. Brand equity subscription expense          | 89.23           | -          | -          | -                              | -                            | -      | 77.61           | -          | -          | -                              | -                            | -  | -                     | -       |
| 9. Rent paid                                  | -               | -          | -          | 74.13                          | -                            | -      | -               | -          | -          | 70.82                          | -                            | -  | -                     | -       |
| 10. Other expenses                            | 0.77            | -          | -          | 3.84                           | 4.33                         | 8.20   | 4.61            | -          | -          | 2.89                           | 1.95                         | -  | -                     | -       |
| 11. Paid towards Buy-back of Equity Shares    | 28,764.08       | -          | -          | 636.29                         | 711.82                       | -      | -               | -          | -          | -                              | 5,188.95                     | -  | -                     | -       |
| 12. Paid towards Right Issue of Equity Shares | -               | -          | -          | -                              | -                            | -      | -               | -          | -          | -                              | -                            | -  | -                     | -       |
| 13. Contribution to Employees benefit trust   | -               | -          | -          | -                              | -                            | -      | -               | -          | -          | -                              | -                            | -  | 54.35                 | -       |
| 14. Compensation to KMP                       | -               | -          | -          | -                              | -                            | 307.80 | -               | -          | -          | -                              | -                            | -  | -                     | 285.00  |
| Short term employee benefits                  | -               | -          | -          | -                              | -                            | 162.00 | -               | -          | -          | -                              | -                            | -  | -                     | 162.00  |
| Post employment benefits *                    | -               | -          | -          | -                              | -                            | -      | -               | -          | -          | -                              | -                            | -  | -                     | -       |
| Debit balance outstanding at year end -       | -               | -          | -          | 2,119.36                       | 22,651.30                    | -      | -               | -          | -          | 2,119.36                       | -                            | -  | -                     | -       |
| Outstanding receivables                       | -               | -          | -          | 0.41                           | -                            | -      | -               | -          | -          | 0.04                           | -                            | -  | -                     | -       |
| Credit balance outstanding at year end -      | 86.26           | -          | -          | -                              | -                            | 7.96   | 79.16           | -          | -          | -                              | -                            | -  | -                     | 162.00* |
| Outstanding payables                          | -               | -          | -          | -                              | -                            | -      | -               | -          | -          | -                              | -                            | -  | -                     | -       |

\* No separate figures are available towards Compensated absences, Contribution to gratuity fund and Post retirement medical benefit fund for the Director.

(₹ in lacs)

|  | 2018-19    |                                |                              |   |                                   |                       | 2017-18    |                                |                              |   |                                   |                       |
|--|------------|--------------------------------|------------------------------|---|-----------------------------------|-----------------------|------------|--------------------------------|------------------------------|---|-----------------------------------|-----------------------|
|  | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties |
| <b>Proceeds received on Buy-back</b>   |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata Consultancy Services Ltd. ....    | -          | 376.97                         | -                            | -   | -                                 | -                     | -          | 652.37                         | -                            | -   | -                                 | -                     |
| <b>Interest received on debentures</b> |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata International Ltd. ....           | -          | 186.00                         | -                            | -   | -                                 | -                     | -          | 186.00                         | -                            | -   | -                                 | -                     |
| Tata Chemicals Ltd. ....               | -          | -                              | 40.00                        | -   | -                                 | -                     | -          | -                              | 40.00                        | -   | -                                 | -                     |
| Tata Motors Ltd. ....                  | -          | -                              | 99.50                        | -   | -                                 | -                     | -          | -                              | 99.50                        | -   | -                                 | -                     |
| Tata Power Company Ltd. ....           | -          | -                              | 1,311.00                     | -   | -                                 | -                     | -          | -                              | 1,311.00                     | -   | -                                 | -                     |
| Tata Steel Ltd. ....                   | -          | -                              | 1,045.00                     | -   | -                                 | -                     | -          | -                              | 1,044.71                     | -   | -                                 | -                     |
| <b>Dividends received</b>              |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata Asset Management Ltd. ....        | 526.55     | -                              | -                            | -   | -                                 | -                     | 473.89     | -                              | -                            | -   | -                                 | -                     |
| Tata Trustee Company Ltd. ....         | 137.50     | -                              | -                            | -   | -                                 | -                     | 137.50     | -                              | -                            | -   | -                                 | -                     |
| Amalgamated Plantations Pvt. Ltd. .... | -          | -                              | -                            | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Tata Autocomp Systems Ltd. ....        | -          | 54.40                          | -                            | -   | -                                 | -                     | -          | 54.40                          | -                            | -   | -                                 | -                     |
| Tata Consultancy Services Ltd. ....    | -          | 277.93                         | -                            | -   | -                                 | -                     | -          | 255.65                         | -                            | -   | -                                 | -                     |
| Tata Chemicals Ltd. ....               | -          | -                              | 3,344.00                     | -   | -                                 | -                     | -          | -                              | 1,672.00                     | -   | -                                 | -                     |
| Tata Elxsi Ltd. ....                   | -          | -                              | 160.60                       | -   | -                                 | -                     | -          | -                              | 116.80                       | -   | -                                 | -                     |
| Tata Global Beverages Ltd. ....        | -          | -                              | 673.63                       | -   | -                                 | -                     | -          | -                              | 633.21                       | -   | -                                 | -                     |
| Tata Power Company Ltd. ....           | -          | -                              | 88.93                        | -   | -                                 | -                     | -          | -                              | 88.93                        | -   | -                                 | -                     |
| Tata Steel Ltd. ....                   | -          | -                              | 399.46                       | -   | -                                 | -                     | -          | -                              | 338.50                       | -   | -                                 | -                     |
| The Indian Hotels Company Ltd. ....    | -          | -                              | 64.29                        | -   | -                                 | -                     | -          | -                              | 46.88                        | -   | -                                 | -                     |
| Titan Company Ltd. ....                | -          | -                              | 670.34                       | -   | -                                 | -                     | -          | -                              | 464.77                       | -   | -                                 | -                     |
| Trent Ltd. ....                        | -          | -                              | 174.89                       | -   | -                                 | -                     | -          | -                              | 152.08                       | -   | -                                 | -                     |
| Voltas Ltd. ....                       | -          | -                              | 398.40                       | -   | -                                 | -                     | -          | -                              | 348.60                       | -   | -                                 | -                     |
| <b>Dividends paid</b>                  |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Ewart Investments Ltd. ....            | -          | 173.89                         | -                            | -   | -                                 | -                     | -          | -                              | -                            | 156.50                                    | -                                 | -                     |
| Tata Chemicals Ltd. ....               | -          | -                              | 95.17                        | -   | -                                 | -                     | -          | -                              | 85.65                        | -   | -                                 | -                     |
| Tata Global Beverages Ltd. ....        | -          | -                              | 31.69                        | -   | -                                 | -                     | -          | -                              | 28.52                        | -   | -                                 | -                     |
| Tata Steel Ltd. ....                   | -          | -                              | 49.20                        | -   | -                                 | -                     | -          | -                              | 44.28                        | -   | -                                 | -                     |
| Trent Ltd. ....                        | -          | -                              | 7.71                         | -   | -                                 | -                     | -          | -                              | 6.94                         | -   | -                                 | -                     |
| <b>Deposit received</b>                |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata Asset Management Ltd. ....        | -          | -                              | -                            | -   | -                                 | -                     | 1.00       | -                              | -                            | -   | -                                 | -                     |

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

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

|   | 2018-19    |                                |                              |   |                                   |                       | 2017-18    |                                |                              |   |                                   |                       |
|---|------------|--------------------------------|------------------------------|---|-----------------------------------|-----------------------|------------|--------------------------------|------------------------------|---|-----------------------------------|-----------------------|
|   | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties |
| <b>Deposit refunded</b>   |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata Asset Management Ltd. ....   | -          | -                              | -                            | -   | -                                 | -                     | 1.00       | -                              | -                            | -   | -                                 | -                     |
| <b>Purchase of Fixed Assets</b>   |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Infniti Retail Ltd. ....  | -          | 0.61                           | -                            | -   | -                                 | -                     | -          | 4.25                           | -                            | -   | -                                 | -                     |
| <b>Rent Paid</b>  |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Ewart Investments Ltd. ....   | -          | 74.13                          | -                            | -   | -                                 | -                     | -          | 70.82                          | -                            | -   | -                                 | -                     |
| <b>Other expenses</b>   |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Ewart Investments Ltd. ....   | -          | 0.38                           | -                            | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Infniti Retail Ltd. ....  | -          | 0.01                           | -                            | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Tata AIA Life Insurance Company Ltd. ....   | -          | -                              | -                            | 0.88                                      | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Tata Consultancy Services Ltd. ....   | -          | 2.85                           | -                            | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Tata Teleservices (Maharashtra) Limited   | -          | 0.60                           | -                            | -   | -                                 | -                     | -          | 2.89                           | -                            | -   | -                                 | -                     |
| Tata Securities Ltd. ....   | -          | -                              | -                            | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| The Associated Building Company Ltd.  | -          | -                              | -                            | 8.20                                      | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| The Indian Hotels Company Ltd. ....   | -          | -                              | 2.83                         | -   | -                                 | -                     | -          | -                              | 1.95                         | -   | -                                 | -                     |
| Titan Company Ltd. ....   | -          | -                              | 1.50                         | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| <b>Paid towards Buy-back of Equity Shares</b>                                     |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Ewart Investments Ltd. ....   | -          | 636.29                         | -                            | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Tata Chemicals Ltd. ....  | -          | -                              | 348.25                       | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Tata Global Beverages Ltd. ....   | -          | -                              | 115.97                       | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Tata Steel Ltd. ....  | -          | -                              | 180.03                       | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Trent Ltd. ....   | -          | -                              | 67.57                        | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| <b>Paid towards Right of Equity Shares</b>  |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata Steel Ltd. ....  | -          | -                              | -                            | -   | -                                 | -                     | -          | -                              | 3,180.01                     | -   | -                                 | -                     |
| The Indian Hotels Company Ltd. ....   | -          | -                              | -                            | -   | -                                 | -                     | -          | -                              | 2,008.94                     | -   | -                                 | -                     |
| <b>Contribution to Employees benefit trust</b>                                    |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata Investment Corporation Limited - Provident Fund .....                        | -          | -                              | -                            | -   | -                                 | 30.41                 | -          | -                              | -                            | -   | -                                 | 27.97                 |
| The Investment Corporation of India Limited - Employees Gratuity Trust Fund ..... | -          | -                              | -                            | -   | -                                 | 27.02                 | -          | -                              | -                            | -   | -                                 | 7.04                  |
| Tata Sons Consolidated Superannuation Fund .....                                  | -          | -                              | -                            | -   | -                                 | 19.34                 | -          | -                              | -                            | -   | -                                 | 19.34                 |

**15. Disclosures on financial instruments**
**(a) Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

(₹ in lacs)

| Particulars  | As at 31.03.2019 |                                   |                        |                      |                   |                   |                  |                  |                   |
|--|------------------|-----------------------------------|------------------------|----------------------|-------------------|-------------------|------------------|------------------|-------------------|
|  | Amortised cost   | Fair value through profit or loss | Fair value through OCI | Total carrying value | Total fair value  | Fair value        |                  |                  |                   |
|  |                  |                                   |                        |                      |                   | Level 1           | Level 2          | Level 3          | Total             |
| <b>Financial Assets</b>                            |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Cash and cash equivalents                          | 269.37           | -                                 | -                      | 269.37               | 269.37            | -                 | -                | -                | -                 |
| Bank balances other than cash and cash equivalents | 1,387.01         | -                                 | -                      | 1,387.01             | 1,387.01          | -                 | -                | -                | -                 |
| Trade receivables                                  | 3.10             | -                                 | -                      | 3.10                 | 3.10              | -                 | -                | -                | -                 |
| Loan   | 5.11             | -                                 | -                      | 5.11                 | 5.11              | -                 | -                | -                | -                 |
| <b>Investments</b>                                 |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| - in mutual funds                                  | -                | 14,675.69                         | -                      | 14,675.69            | 14,675.69         | -                 | 14,675.69        | -                | 14,675.69         |
| - in equity shares                                 | -                | -                                 | 860,199.55             | 860,199.55           | 860,199.55        | 801,562.09        | -                | 58,637.46        | 860,199.55        |
| - in Bonds / Debentures                            | -                | -                                 | 49,570.11              | 49,570.11            | 49,570.11         | -                 | 49,570.11        | -                | 49,570.11         |
| - in venture capital                               | -                | 1,002.65                          | -                      | 1,002.65             | 1,002.65          | -                 | -                | 1,002.65         | 1,002.65          |
| Other financial assets                             | 127.14           | -                                 | -                      | 127.14               | 127.14            | -                 | -                | -                | -                 |
|  | <u>1,791.73</u>  | <u>15,678.34</u>                  | <u>909,769.66</u>      | <u>927,239.73</u>    | <u>927,239.73</u> | <u>801,562.09</u> | <u>64,245.80</u> | <u>59,640.11</u> | <u>925,448.00</u> |
| <b>Financial Liabilities</b>                       |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Trade payables and other financial liabilities     | 962.04           | -                                 | -                      | 962.04               | 962.04            | -                 | -                | -                | -                 |
|  | <u>962.04</u>    | -                                 | -                      | <u>962.04</u>        | <u>962.04</u>     | -                 | -                | -                | -                 |

(₹ in lacs)

| Particulars  | As at 31.03.2018 |                                   |                        |                      |                  |            |           |           |            |
|--|------------------|-----------------------------------|------------------------|----------------------|------------------|------------|-----------|-----------|------------|
|  | Amortised cost   | Fair value through profit or loss | Fair value through OCI | Total carrying value | Total fair value | Fair value |           |           |            |
|  |                  |                                   |                        |                      |                  | Level 1    | Level 2   | Level 3   | Total      |
| <b>Financial Assets</b>                            |                  |                                   |                        |                      |                  |            |           |           |            |
| Cash and cash equivalents                          | 81.02            | -                                 | -                      | 81.02                | 81.02            | -          | -         | -         | -          |
| Bank balances other than cash and cash equivalents | 1,119.53         | -                                 | -                      | 1,119.53             | 1,119.53         | -          | -         | -         | -          |
| Trade receivables                                  | 1,406.84         | -                                 | -                      | 1,406.84             | 1,406.84         | -          | -         | -         | -          |
| Loan   | 6.32             | -                                 | -                      | 6.32                 | 6.32             | -          | -         | -         | -          |
| <b>Investments</b>                                 |                  |                                   |                        |                      |                  |            |           |           |            |
| - in mutual funds                                  | -                | 25,006.69                         | -                      | 25,006.69            | 25,006.69        | -          | 25,006.69 | -         | 25,006.69  |
| - in equity shares                                 | -                | -                                 | 878,705.48             | 878,705.48           | 878,705.48       | 819,750.06 | -         | 58,955.42 | 878,705.48 |
| - in Bonds / Debentures                            | -                | -                                 | 56,391.30              | 56,391.30            | 56,391.30        | -          | 56,391.30 | -         | 56,391.30  |
| - in venture capital                               | -                | 1,465.47                          | -                      | 1,465.47             | 1,465.47         | -          | -         | 1,465.47  | 1,465.47   |

(₹ in lacs)

| Particulars                                    | As at 31.03.2018 |                                   |                        |                      |                   |                   |                  |                  |                   |
|--|------------------|-----------------------------------|------------------------|----------------------|-------------------|-------------------|------------------|------------------|-------------------|
|  | Amortised cost   | Fair value through profit or loss | Fair value through OCI | Total carrying value | Total fair value  | Fair value        |                  |                  |                   |
|  |                  |                                   |                        |                      |                   | Level 1           | Level 2          | Level 3          | Total             |
| Other financial assets                         | 106.60           | -                                 | -                      | 106.60               | 106.60            | -                 | -                | -                | -                 |
|  | <b>2,720.31</b>  | <b>26,472.16</b>                  | <b>935,096.78</b>      | <b>964,289.25</b>    | <b>964,289.25</b> | <b>819,750.06</b> | <b>81,397.99</b> | <b>60,420.89</b> | <b>961,568.94</b> |
| <b>Financial Liabilities</b>                   |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Trade payables and other financial liabilities | 732.09           | -                                 | -                      | 732.09               | 732.09            | -                 | -                | -                | -                 |
|  | <b>732.09</b>    | -                                 | -                      | <b>732.09</b>        | <b>732.09</b>     | -                 | -                | -                | -                 |

(₹ in lacs)

| Particulars  | As at 01.04.2017 |                                   |                        |                      |                   |                   |                  |                  |                   |
|--|------------------|-----------------------------------|------------------------|----------------------|-------------------|-------------------|------------------|------------------|-------------------|
|  | Amortised cost   | Fair value through profit or loss | Fair value through OCI | Total carrying value | Total fair value  | Fair value        |                  |                  |                   |
|  |                  |                                   |                        |                      |                   | Level 1           | Level 2          | Level 3          | Total             |
| <b>Financial Assets</b>                            |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Cash and cash equivalents                          | 1,118.35         | -                                 | -                      | 1,118.35             | 1,118.35          | -                 | -                | -                | -                 |
| Bank balances other than cash and cash equivalents | 93.91            | -                                 | -                      | 93.91                | 93.91             | -                 | -                | -                | -                 |
| Trade receivables                                  | 7.12             | -                                 | -                      | 7.12                 | 7.12              | -                 | -                | -                | -                 |
| Loan   | 7.11             | -                                 | -                      | 7.11                 | 7.11              | -                 | -                | -                | -                 |
| <b>Investments</b>                                 |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| - in mutual funds                                  | -                | 12,795.26                         | -                      | 12,795.26            | 12,795.26         | -                 | 12,795.26        | -                | 12,795.26         |
| - in equity shares                                 | -                | -                                 | 722,116.30             | 722,116.30           | 722,116.30        | 663,575.64        | -                | 58,540.66        | 722,116.30        |
| - in Bonds / Debentures                            | -                | -                                 | 56,722.72              | 56,722.72            | 56,722.72         | -                 | 56,722.72        | -                | 56,722.72         |
| - in venture capital                               | -                | 1,919.94                          | -                      | 1,919.94             | 1,919.94          | -                 | -                | 1,919.94         | 1,919.94          |
| Other financial assets                             | 152.95           | -                                 | -                      | 152.95               | 152.95            | -                 | -                | -                | -                 |
|  | <b>1,379.44</b>  | <b>14,715.20</b>                  | <b>778,839.02</b>      | <b>794,933.66</b>    | <b>794,933.66</b> | <b>663,575.64</b> | <b>69,517.98</b> | <b>60,460.60</b> | <b>793,554.22</b> |
| <b>Financial Liabilities</b>                       |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Trade payables and other financial liabilities     | 1,134.17         | -                                 | -                      | 1,134.17             | 1,134.17          | -                 | -                | -                | -                 |
|  | <b>1,134.17</b>  | -                                 | -                      | <b>1,134.17</b>      | <b>1,134.17</b>   | -                 | -                | -                | -                 |

Investments in mutual funds and venture capital are classified as fair value through the statement of profit and loss.

**(b) Measurement of fair values**

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Level I: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level II: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level III: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

- (i) The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

- (ii) Financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- (iii) The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. The Investments measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation reports provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range.
- (iv) The fair value of the financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.
- (v) There have been no transfers between Level I and Level II for the years ended March 31, 2019 and March 31, 2018.
- (vi) Reconciliation of Level III fair value measurement is as below:

| Particulars                                | ₹ in lacs           |                     |
|--|---------------------|---------------------|
|  | As at<br>31.03.2019 | As at<br>31.03.2018 |
| Balance at the beginning of the year ..... | 60,420.89           | 60,460.60           |
| Additions during the year .....            | 295.18              | 1,168.42            |
| Sales/ write off during the year .....     | (1,422.79)          | (1,270.92)          |
| Fair Value changes during the year.....    | 346.83              | 62.79               |
| Balance at the end of the year .....       | <b>59,640.11</b>    | <b>60,420.89</b>    |

#### (c) Derivative Financial Instruments

The Company has not entered into any derivative financial contracts during the current and previous financial years.

#### (d) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Market risk

The Company has a risk management framework which not only covers the market risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks.

The risk management framework is approved by the Board of Directors. The risk management framework aims to:

- create a stable business planning environment by reducing the impact of interest rate fluctuations on the Company's business plan.
- achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

##### **Credit Risk:**

Credit risk is the risk of financial loss to the company if a counter-party fails to meet its contractual obligations.

##### **Trade receivables**

Credit risk with respect to trade receivables is limited, since the trade receivables amount is immaterial.

##### **Cash and cash equivalents**

The company holds cash and cash equivalents of ₹ 1,656.38 lacs at 31 March 2019 (31 March 2018: ₹ 1,200.55 lacs ; 1 April 2017: ₹ 1,212.26 lacs). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

##### **Liquidity Risk:**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non derivative financial liabilities



(₹ in lacs)

|                                  | Non Derivative financial liabilities |                             |                  |                             |                  |                             |
|----------------------------------|--------------------------------------|-----------------------------|------------------|-----------------------------|------------------|-----------------------------|
|                                  | As at 31.03.2019                     |                             | As at 31.03.2018 |                             | As at 01.04.2017 |                             |
|                                  | Trade Payables                       | Other Financial Liabilities | Trade Payables   | Other Financial Liabilities | Trade Payables   | Other Financial Liabilities |
| <b>Carrying Value</b>            | <b>598.52</b>                        | <b>363.52</b>               | <b>581.51</b>    | <b>150.58</b>               | <b>988.48</b>    | <b>145.69</b>               |
| <b>Contractual Cash flows</b>    | <b>598.52</b>                        | <b>363.52</b>               | <b>581.51</b>    | <b>150.58</b>               | <b>988.48</b>    | <b>145.69</b>               |
| - Less than one year .....       | 598.52                               | 363.52                      | 581.51           | 150.58                      | 988.48           | 145.69                      |
| - Between one to five years..... | -                                    | -                           | -                | -                           | -                | -                           |
| - More than five years .....     | -                                    | -                           | -                | -                           | -                | -                           |

### Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as equity price, interest rates etc.) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. The Company is exposed to market risk primarily related to the market value of its investments.

### Interest rate risk :

Interest rate risk arises from effects of fluctuation in prevailing levels of market interest rates on the fair value of Bonds / Debentures.

### Exposure to interest rate risk :

Since the Company does not have any financial assets or financial liabilities bearing floating interest rates, any change in interest rates at the reporting date would not have any significant impact on the financial statements of the Company.

### Currency risk:

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

### Price risk:

#### (a) Exposure

The Company is exposed to equity price risk arising from investments held by the Company and classified in the balance sheet either as fair value through OCI .

To manage its price risk arising from investment in equity securities, the Company diversifies its portfolio.

The majority of the Company's equity investments are listed on the BSE or the National Stock Exchange (NSE) in India.

#### (b) Sensitivity analysis - Equity price risk

The table below summaries the impact of increases/decreases of the index on the Company's equity and profit for the period. The analysis is based on the assumption that the equity/index had increased by 2% or decreased by 2% with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

(₹ in lacs)

|  | Impact on profit after tax |               | Impact on other components of equity |               |
|--|----------------------------|---------------|--------------------------------------|---------------|
|  | 31 March 2019              | 31 March 2018 | 31 March 2019                        | 31 March 2018 |
| NSE / BSE Index - increase by 2% ..... | -                          | -             | <b>16,031.24</b>                     | 16,395.00     |
| NSE / BSE Index - decrease by 2% ..... | -                          | -             | <b>(16,031.24)</b>                   | (16,395.00)   |

Profit for the period would increase/decrease as a result of gains/losses on certain equity securities classified as fair value through profit or loss, if any. Other components of equity would increase/decrease as a result of gains/losses on equity securities classified as fair value through other comprehensive income.

**16. Maturity analysis of Assets and Liabilities :**

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

| Particulars                             | As at 31.03.2019 |                   |                   | As at 31.03.2018 |                   |                   | As at 01.04.2017 |                   |                   |
|---|------------------|-------------------|-------------------|------------------|-------------------|-------------------|------------------|-------------------|-------------------|
|   | Within 12 months | After 12 months   | Total             | Within 12 months | After 12 months   | Total             | Within 12 months | After 12 months   | Total             |
|   | (₹ In lacs)      |                   |                   |                  |                   |                   |                  |                   |                   |
| <b>ASSETS</b>                           |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| <b>Financial Assets</b>                 |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| - Cash And Cash Equivalents .....       | 269.37           | -                 | 269.37            | 81.02            | -                 | 81.02             | 1,118.35         | -                 | 1,118.35          |
| - Bank Balance other than above.        | 1,387.01         | -                 | 1,387.01          | 87.62            | 1,031.91          | 1,119.53          | 93.91            | -                 | 93.91             |
| - Trade Receivables .....               | 3.10             | -                 | 3.10              | 1,406.84         | -                 | 1,406.84          | 7.12             | -                 | 7.12              |
| - Loan .....                            | 1.82             | 3.29              | 5.11              | 1.93             | 4.39              | 6.32              | 1.78             | 5.33              | 7.11              |
| - Investments .....                     | 19,238.87        | 914,852.75        | 934,091.62        | 25,006.69        | 945,205.87        | 970,212.56        | 12,795.26        | 789,399.96        | 802,195.22        |
| - Other Financial Assets .....          | 39.73            | 87.41             | 127.14            | 7.25             | 99.35             | 106.60            | 62.27            | 90.68             | 152.95            |
| <b>Non Financial Assets</b>             |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| - Current Tax Asset (net) .....         | -                | 738.39            | 738.39            | -                | 743.11            | 743.11            | -                | 743.11            | 743.11            |
| - Property Plant & Equipment .....      | -                | 14.26             | 14.26             | -                | 18.15             | 18.15             | -                | 17.72             | 17.72             |
| - Other Intangible Assets .....         | -                | 0.20              | 0.20              | -                | 0.73              | 0.73              | -                | 1.40              | 1.40              |
| - Other Non Financial Assets .....      | 32.87            | 54.75             | 87.62             | 30.81            | 43.47             | 74.28             | 31.22            | 50.47             | 81.69             |
| <b>TOTAL ASSETS</b>                     | <b>20,972.77</b> | <b>915,751.05</b> | <b>936,723.82</b> | <b>26,622.16</b> | <b>947,146.98</b> | <b>973,769.14</b> | <b>14,109.91</b> | <b>790,308.67</b> | <b>804,418.58</b> |
| <b>LIABILITIES</b>                      |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| <b>Financial Liabilities</b>            |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| - Trade Payables .....                  | 598.52           | -                 | 598.52            | 581.51           | -                 | 581.51            | 988.48           | -                 | 988.48            |
| - Other Financial Liabilities .....     | 363.52           | -                 | 363.52            | 150.58           | -                 | 150.58            | 145.69           | -                 | 145.69            |
| <b>Non Financial Liabilities</b>        |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| - Current Tax Liability (net) .....     | 13.66            | -                 | 13.66             | 13.66            | -                 | 13.66             | 5.45             | -                 | 5.45              |
| - Provisions .....                      | 77.40            | 567.27            | 644.67            | 63.01            | 509.90            | 572.91            | 59.25            | 544.88            | 604.13            |
| - Deferred Tax Liability (net) .....    | 60.99            | 153,005.61        | 153,066.60        | 99.81            | 154,153.56        | 154,253.37        | 79.84            | 118,978.75        | 119,058.59        |
| - Other Non Financial Liabilities ..... | 15.74            | -                 | 15.74             | 12.38            | -                 | 12.38             | 11.21            | -                 | 11.21             |
| <b>TOTAL LIABILITIES</b>                | <b>1,129.83</b>  | <b>153,572.88</b> | <b>154,702.71</b> | <b>920.95</b>    | <b>154,663.46</b> | <b>155,584.41</b> | <b>1,289.92</b>  | <b>119,523.63</b> | <b>120,813.55</b> |

## 17. Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company has adequate cash and cash equivalents. The company monitors its capital by a careful scrutiny of the cash and cash equivalents, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

## 18. Events after Reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

19. The Company has been assigned a rating of 'CRISIL AAA/Stable' on ₹ 100 million Non-Convertible Debentures programme.

20. Previous year's figures have been regrouped/reclassified, wherever necessary, to correspond with current year's classification / disclosure.

21. The following additional information, to the extent applicable, (other than what is already disclosed elsewhere) is disclosed in terms of Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016.

(The amount mentioned in the following RBI disclosures are as per the erstwhile Indian Generally Accepted Accounting Principles (IGAAP))

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

(₹ in crore)

| Particulars |   | Current Year * | Previous Year |
|-------------|---|----------------|---------------|
| i)          | CRAR (%).....   | 101.52         | 101.26        |
| ii)         | CRAR - Tier I capital (%).....                              | 101.52         | 101.26        |
| iii)        | CRAR - Tier II capital (%).....                             | -              | -             |
| iv)         | Amount of subordinated debt raised as Tier-II capital ..... | -              | -             |
| v)          | Amount raised by issue of Perpetual Debt Instruments .....  | -              | -             |

\*NBS-7 return yet to be filed.

### (b) Investments -

(₹ in crore)

| Particulars |  | Current Year | Previous Year |
|-------------|--|--------------|---------------|
| <b>(1)</b>  | <b>Value of Investments :</b>  |              |               |
| (i)         | Gross Value of Investments.....  |              |               |
|             | (a) In India .....   | 2,219.57     | 2,521.39      |
|             | (b) Outside India .....  | *            | *             |
| (ii)        | Provision for Depreciation .....   |              |               |
|             | (a) In India .....   | 0.67         | 0.67          |
|             | (b) Outside India .....  | -            | -             |
| (iii)       | Value of Investments.....  |              |               |
|             | (a) In India .....   | 2,218.90     | 2,520.72      |
|             | (b) Outside India .....  | *            | *             |
| <b>(2)</b>  | <b>Movement of provisions held towards depreciation on investments :</b> |              |               |
| (i)         | Opening Balance .....  | 0.67         | 3.31          |
| (ii)        | Add : Provisions made during the year .....                              | -            | -             |
| (iii)       | Less : Write-off / write-back of excess provisions during the year.....  | -            | 2.64          |
| (iv)        | Closing balance.....   | 0.67         | 0.67          |

\* Denotes balance less than ₹ 500

**(c) Exposure to Capital Market -**

(₹ in crore)

| Particulars                             |   | Current year    | Previous Year   |
|---|---|-----------------|-----------------|
| (i)                                     | direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;  | 1,600.04        | 1,746.13        |
| (ii)                                    | advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;  | -               | -               |
| (iii)                                   | advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;   | -               | -               |
| (iv)                                    | advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances; | -               | -               |
| (v)                                     | secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;   | -               | -               |
| (vi)                                    | bridge loans to companies against expected equity flows / issues;   | -               | -               |
| (viii)                                  | all exposures to Venture Capital Funds (both registered and unregistered)   | 3.23            | 6.92            |
| <b>Total Exposure to Capital Market</b> |   | <b>1,603.27</b> | <b>1,753.05</b> |

**(d) Asset Liability Management -**

Maturity pattern of certain items of assets and liabilities as on 31.3.2019

(₹ in crore)

|                                   | 1 day to one month | Over 1 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>                |                    |                          |                           |                           |                         |                        |                         |              |        |
| Deposits.....                     | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |
| Advances .....                    | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |
| Investments @ .....               | 146.46             | 10.00                    | -                         | 4.00                      | 30.00                   | 299.84                 | 129.24                  | -            | 619.54 |
| Borrowings.....                   | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |
| Foreign Currency assets..         | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |
| Foreign Currency liabilities..... | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |

@ Equity shares amounting to ₹ 1,600.04 crores, are not included above, since there is no set maturity pattern for the same.

Maturity pattern of certain items of assets and liabilities as on 31.3.2018

(₹ in crore)

|                                   | 1 day to one month | Over 1 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>                |                    |                          |                           |                           |                         |                        |                         |              |        |
| Deposits.....                     | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |
| Advances .....                    | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |
| Investments @ .....               | 246.27             | -                        | -                         | -                         | -                       | 6.92                   | 470.41                  | 51.66        | 775.26 |
| Borrowings.....                   | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |
| Foreign Currency assets..         | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |
| Foreign Currency liabilities..... | -                  | -                        | -                         | -                         | -                       | -                      | -                       | -            | -      |

@ Equity shares amounting to ₹ 1,746.13 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.



(₹ in lacs)

|  | Amount<br>outstanding | Previous Year<br>Amount<br>outstanding |
|--|-----------------------|--|
| <b>Long Term Investments :</b>                   |                       |  |
| <b>1. Quoted :</b>                               |                       |  |
| (i) Shares: (a) Equity .....                     | 131,455.51            | 145,305.82                             |
| (b) Preference .....                             | -                     | -                                      |
| (ii) Debentures/Bonds .....                      | 46,984.38             | 52,206.65                              |
| (iii) Units of mutual funds .....                | -                     | -                                      |
| (iv) Government Securities .....                 | -                     | -                                      |
| (v) Others .....                                 | -                     | -                                      |
| <b>2. Unquoted :</b>                             |                       |  |
| (i) Shares : (a) Equity .....                    | 28,548.49             | 29,307.61                              |
| (b) Preference .....                             | -                     | -                                      |
| (ii) Debentures and Bonds .....                  | -                     | -                                      |
| (iii) Units of mutual funds .....                | 14,645.56             | 24,626.84                              |
| (iv) Government Securities .....                 | -                     | -                                      |
| (v) Others - Units of venture capital fund ..... | 323.48                | 691.97                                 |
|  | <b>221,957.42</b>     | <b>252,138.89</b>                      |

**(5) Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances (including other Current Assets)**

(₹ in lacs)

|                                      |         |                 |                 | Previous Year ..... |                 |                 |
|--------------------------------------|---------|-----------------|-----------------|---------------------|-----------------|-----------------|
|                                      | Secured | Unsecured       | Total           | Secured             | Unsecured       | Total           |
| 1. Related Parties                   |         |                 |                 |                     |                 |                 |
| a) Subsidiaries .....                | -       | -               | -               | -                   | -               | -               |
| b) Companies in the same group ..... | -       | 100.00          | 100.00          | -                   | 100.00          | 100.00          |
| c) Other related parties .....       | -       | -               | -               | -                   | -               | -               |
| 2. Other than related parties .....  | -       | 4,543.32        | 4,543.32        | -                   | 5,678.62        | 5,678.62        |
|                                      | -       | <b>4,643.32</b> | <b>4,643.32</b> | -                   | <b>5,778.62</b> | <b>5,778.62</b> |

**(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :**

(₹ in lacs)

| Category                             |  |                                      | Previous Year .....                                  |                                      |
|--------------------------------------|--|--------------------------------------|--|--------------------------------------|
|                                      | Market Value/<br>Break up or<br>fair value or<br>NAV | Book Value<br>(Net of<br>Provisions) | Market Value/<br>Break up or<br>fair value or<br>NAV | Book Value<br>(Net of<br>Provisions) |
| 1. Related Parties                   |  |                                      |  |                                      |
| a) Subsidiaries .....                | 3,030.91   | 3,030.91                             | 3,030.91   | 3,030.91                             |
| b) Companies in the same group ..... | 101,990.18   | 37,679.48                            | 127,062.56   | 37,741.74                            |
| c) Other related parties .....       | -  | -                                    | -  | -                                    |
| 2. Other than related parties .....  | 829,070.53   | 181,247.03                           | 840,119.09   | 211,366.24                           |
|                                      | <b>934,091.62</b>                                    | <b>221,957.42</b>                    | <b>970,212.56</b>                                    | <b>252,138.89</b>                    |

|     |   | (₹ in lacs)   |   |
|-----|---|---------------|---|
|     |   | Previous Year |   |
| (7) | <b>Other Information</b>                |               |   |
|     | <u>Gross Non-Performing Assets</u>      |               |   |
|     | (a) Related parties .....               | -             | - |
|     | (b) Other than related parties .....    | -             | - |
|     | <u>Net Non-Performing Assets</u>        |               |   |
|     | (a) Related parties .....               | -             | - |
|     | (b) Other than related parties .....    | -             | - |
|     | Assets acquired in satisfaction of debt | -             | - |

Signatures to notes to financial statements and NBFC (Non-Deposit Accepting or Holding) Companies Prudential Norms (RBI) Directions, 2016.

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

MANOJ KUMAR CV  
*Chief Financial Officer &  
 Company Secretary*

A. N. DALAL  
*Executive Director*

H. N. SINOR  
 P. P. SHAH  
 Z. DUBASH  
 SUPRAKASH MUKHOPADHYAY } *Directors*

Mumbai, 10th May, 2019

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TATA INVESTMENT CORPORATION LIMITED

### Report on the Audit of the Consolidated Ind AS Financial Statements

#### Opinion

We have audited the accompanying consolidated Ind AS financial statements of TATA INVESTMENT CORPORATION LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary, (the Holding Company and its subsidiary together referred to as "the Group") and its associates, which comprise the Consolidated Balance sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2019, the consolidated profit and total comprehensive income, the consolidated cash flows and the consolidated changes in equity for the year then ended.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder,, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matters in our audit for the year ended March 31, 2019:

| Sr. No. | Key Audit Matter   | Auditor's Response  |
|---------|--|---|
| 1.      | <b>Fair Valuation of investments</b>   |   |
|         | The Holding Company's investments (other than investment in Associates) are measured at fair value at each reporting date and these fair value measurements significantly impact the Holding Company's results. Within the Holding Company's investment portfolio, the valuation of certain assets requires significant judgement as a result of quoted prices being unavailable and limited liquidity in these markets. | We have assessed the Holding Company's process to compute the fair value of various investments. For quoted instruments we have independently obtained market quotations and recalculated the fair valuations. For the unquoted instruments, we have obtained an understanding of the various valuation methods used by management and analysed the reasonableness of the principal assumptions made for estimating the fair values and various other data used while arriving at the fair value measurement. |



### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Director's Report (including annexures) and Report on Corporate Governance but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of the Management and Those charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiary company and associates, have adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements of one subsidiary, whose financial statement reflects total assets of ₹ 5,927.89 lacs as at March 31, 2019, total revenues of ₹ 194.43 lacs and net cash outflows amounting to ₹ 10.92 lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of ₹ 1,545.58 lacs for the year ended March 31, 2019, as considered in the consolidated financial statements, in respect of two associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditors on separate financial statements and the other financial information of a subsidiary and associates, referred in the Other Matters paragraph above we report, to the extent applicable, that:

- (a) We / the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of accounts maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and associate companies, incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of section 164(2) of the Act.
- (f) With respect to the adequacy and operating effectiveness of the internal financial controls with reference to the consolidated financial statements of the Group and its associates, refer to our separate Report in Annexure "A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and based on the consideration of reports of other statutory auditors of the associates, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Holding Company and associates to their directors in accordance with the provisions of section 197 of the Act. In respect of Subsidiary company, no managerial remuneration has been paid / provided to its directors during the year.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's report of the subsidiary company and its associates:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate in the consolidated financial statements – Refer Note 11 to the consolidated financial statements.
  - ii. The Group and its associate companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There have been no delays in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary and associate companies.

For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Registration No : 104607W / W100166

**Roshni R. Marfatia**  
Partner  
Membership No: 106548

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

Referred to in clause(f) under ‘Report on Other Legal and Regulatory Requirements’ section in our Report of even date to the members of the Company on the consolidated financial statements for the year ended March 31, 2019:

**Report on the Internal Financial Controls with reference to these consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).**

We have audited the internal financial controls with reference to the consolidated financial statements of **TATA INVESTMENT CORPORATION LIMITED** (“hereinafter referred to as “the Holding Company”), its subsidiary company and its associate companies, which are companies incorporated in India, as of March 31, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiary company and associate companies incorporated in India are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the Holding Company and its subsidiary company and its associate companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial control with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial control with reference to these consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these consolidated financial statements included obtaining an understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors referred to in the ‘Other Matters’ paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company’s, its subsidiary companies’ and its associate companies’ internal financial controls with reference to these consolidated financial statements.

### **Meaning of Internal Financial Controls with reference to Consolidated Financial Statement**

A Company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to consolidated financial statement includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls with reference to these Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these consolidated financial statements are subject to the risk that the internal financial control with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information, according to the explanations given to us, and based on the consideration of reports of the other auditors referred to in the Other Matter Paragraph below, the Holding Company and its subsidiary company and its associate companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to these consolidated financial statements and such internal financial controls with reference to these consolidated financial statements were operating effectively as at March 31, 2019, based on the internal financial controls with reference to the financial statements criteria established by the Holding Company, its subsidiary company and its associate companies incorporated in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matter**

Our aforesaid report under section 143 (3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to these consolidated financial statements of the Holding Company, insofar as it relates to one subsidiary and three associate companies which are incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Kalyaniwalla & Mistry LLP**  
Chartered Accountants  
Registration No : 104607W / W100166

**Roshni R. Marfatia**  
Partner  
Membership No: 106548

Place: Mumbai  
Date: May 10, 2019

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

| Particulars  | Note No. | (₹ in lacs)         |                     |                     |
|--|----------|---------------------|---------------------|---------------------|
|  |          | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
| <b>ASSETS</b>  |          |                     |                     |                     |
| <b>(1) Financial Assets</b>  |          |                     |                     |                     |
| (a) Cash and cash equivalents.....   | 7.1      | 284.08              | 106.65              | 1,282.33            |
| (b) Bank Balance other than cash and cash equivalents.....                                       | 7.2      | 1,599.66            | 1,222.46            | 93.91               |
| (c) Receivables .....  | 7.3      |                     |                     |                     |
| (I) Trade receivables.....   |          | 409.11              | 1,406.84            | 7.12                |
| (d) Loan .....   | 7.4      | 5.11                | 6.32                | 7.11                |
| (e) Investments .....  | 7.5      | 943,201.67          | 981,573.35          | 812,406.32          |
| (f) Other Financial assets .....   | 7.6      | 127.84              | 106.60              | 152.95              |
|  |          | <b>945,627.47</b>   | <b>984,422.22</b>   | <b>813,949.74</b>   |
| <b>(2) Non-Financial Assets</b>  |          |                     |                     |                     |
| (a) Current tax assets (Net).....  | 7.7      | 743.90              | 747.54              | 743.84              |
| (b) Property, Plant and Equipment .....  | 7.8      | 14.26               | 18.15               | 17.72               |
| (c) Goodwill on Consolidation .....  |          | 1,344.16            | 1,344.16            | 1,345.09            |
| (d) Other intangible assets.....   | 7.9      | 0.20                | 0.73                | 1.40                |
| (e) Other non financial assets .....   | 7.10     | 87.62               | 74.28               | 81.88               |
|  |          | <b>2,190.14</b>     | <b>2,184.86</b>     | <b>2,189.93</b>     |
| <b>Total assets.....</b>   |          | <b>947,817.61</b>   | <b>986,607.08</b>   | <b>816,139.67</b>   |
| <b>LIABILITIES AND EQUITY</b>  |          |                     |                     |                     |
| <b>LIABILITIES</b>   |          |                     |                     |                     |
| <b>(1) Financial Liabilities</b>   |          |                     |                     |                     |
| (a) Payables .....   |          |                     |                     |                     |
| (I) Trade Payables .....   | 7.11     |                     |                     |                     |
| (i) total outstanding dues of micro enterprises and small enterprises.....                       |          | -                   | -                   | -                   |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises..... |          | 599.92              | 582.63              | 1,013.23            |
| (b) Other financial liabilities .....  | 7.12     | 363.52              | 150.58              | 145.69              |
|  |          | <b>963.44</b>       | <b>733.21</b>       | <b>1,158.92</b>     |
| <b>(2) Non-Financial Liabilities</b>   |          |                     |                     |                     |
| (a) Current tax liabilities (Net).....   | 7.13     | 19.66               | 13.66               | 5.45                |
| (b) Provisions.....  | 7.14     | 644.67              | 572.91              | 604.13              |
| (c) Deferred tax liabilities (Net) .....   | 7.15     | 153,622.98          | 154,939.73          | 119,702.94          |
| (d) Other non-financial liabilities .....  | 7.16     | 15.89               | 12.50               | 30.76               |
|  |          | <b>154,303.20</b>   | <b>155,538.80</b>   | <b>120,343.28</b>   |
| <b>(3) Equity</b>  |          |                     |                     |                     |
| (a) Equity Share Capital.....  | 7.17     | 5,059.53            | 5,509.53            | 5,509.53            |
| (b) Other Equity .....   | 7.18     | 787,359.49          | 824,685.49          | 689,001.15          |
| <b>Total equity.....</b>   |          | <b>792,419.02</b>   | <b>830,195.02</b>   | <b>694,510.68</b>   |
| <b>(4) Non-controlling interest.....</b>   |          |                     |                     |                     |
|  |          | <b>131.95</b>       | <b>140.05</b>       | <b>126.79</b>       |
| <b>Total liabilities and equity.....</b>   |          | <b>947,817.61</b>   | <b>986,607.08</b>   | <b>816,139.67</b>   |

Accompanying Notes are an integral part of the Financial Statements.

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

For and on behalf of the Board

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

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY } *Directors*

Mumbai, 10th May, 2019

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

| Particulars   | Note No.  | Year Ended<br>31.03.2019 | (₹ in lacs)<br>Year Ended<br>31.03.2018 |
|---|-----------|--------------------------|---|
| <b>Revenue from operations</b>                                    |           |                          |   |
| Dividend Income .....   |           | 9,927.33                 | 7,651.52                                |
| Interest Income .....   | 8.1       | 5,051.79                 | 4,962.58                                |
| Net gain on fair value changes.....                               | 8.2       | 2,313.67                 | 2,780.73                                |
| Income from shares lent / derivatives.....                        |           | 411.69                   | 375.69                                  |
| <b>Total Revenue from operations.....</b>                         |           | <b>17,704.48</b>         | 15,770.52                               |
| Other Income.....   | 8.3       | 10.35                    | 9.75                                    |
| <b>Total Income.....</b>  |           | <b>17,714.83</b>         | 15,780.27                               |
| <b>Expenses</b>   |           |                          |   |
| Employee Benefits Expenses.....                                   | 8.4       | 1,194.93                 | 1,070.93                                |
| Finance Cost.....   | 8.5       | -                        | 0.62                                    |
| Depreciation, amortization and impairment .....                   | 7.8 & 7.9 | 9.44                     | 11.28                                   |
| Other expenses .....  | 8.6       | 926.51                   | 842.25                                  |
| <b>Total Expenses.....</b>  |           | <b>2,130.88</b>          | 1,925.08                                |
| <b>Profit Before Share in Profit / (Loss) of Associates .....</b> |           | <b>15,583.95</b>         | 13,855.19                               |
| <b>Share in Profit and Loss of Associates.....</b>                |           | <b>(890.02)</b>          | 838.32                                  |
| <b>Profit Before Tax.....</b>                                     |           | <b>14,693.93</b>         | 14,693.51                               |
| <b>Tax Expense:</b>   |           |                          |   |
| (1) Current Tax.....  |           | 1,366.00                 | 1,525.08                                |
| (2) Deferred Tax .....  |           | (54.10)                  | 55.96                                   |
|   |           | <b>1,311.90</b>          | 1,581.04                                |
| <b>Profit After Tax (A) .....</b>                                 |           | <b>13,382.03</b>         | 13,112.47                               |
| <b>Other Comprehensive Income</b>                                 |           |                          |   |
| (a) (i) Items that will not be reclassified to profit or loss :   |           |                          |   |
| - Changes in fair valuation of equity instruments.....            |           | 10,608.98                | 173,885.66                              |
| - Remeasurement loss on defined benefits plans.....               |           | (62.93)                  | (25.22)                                 |
| (ii) Tax impacts on above .....                                   |           | (2,278.65)               | (38,582.96)                             |
| (iii) Share of Equity Accounted Investee.....                     |           | 5.89                     | 210.13                                  |
|   |           | <b>8,273.29</b>          | 135,487.61                              |
| (b) (i) Items that will be reclassified to profit or loss:        |           |                          |   |
| - Changes in fair value of bonds / debentures .....               |           | (1,363.51)               | (1,222.06)                              |
| (ii) Tax impacts on above .....                                   |           | 293.82                   | 256.95                                  |
| <b>Other Comprehensive Income (B).....</b>                        |           | <b>7,203.60</b>          | 134,522.50                              |
| <b>Total Comprehensive Income for the period.....</b>             |           | <b>20,585.63</b>         | 147,634.97                              |
| <b>Profit attributable to:</b>                                    |           |                          |   |
| (i) Equity Holder of Company.....                                 |           | 13,377.88                | 13,107.01                               |
| (ii) Non Controlling Interest .....                               |           | 4.15                     | 5.46                                    |
| <b>Other Comprehensive Income attributable</b>                    |           |                          |   |
| (i) Equity Holder of Company.....                                 |           | 7,215.85                 | 134,511.14                              |
| (ii) Non Controlling Interest .....                               |           | (12.25)                  | 11.36                                   |
| <b>Total Comprehensive Income attributable</b>                    |           |                          |   |
| (i) Equity Holder of Company.....                                 |           | 20,593.73                | 147,618.15                              |
| (ii) Non Controlling Interest .....                               |           | (8.10)                   | 16.82                                   |
| <b>Earnings per equity share</b>                                  |           |                          |   |
| Basic and Diluted (₹).....  | 9         | 24.48                    | 23.79                                   |

Accompanying Notes are an integral part of the Financial Statements.

For and on behalf of the Board

N. N. TATA  
F. N. SUBEDAR

Chairman  
Vice Chairman

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY

Directors

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

Mumbai, 10th May, 2019

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019**

|   | (₹ in lacs)         |              |
|---|---------------------|--------------|
|   | For the Year ended  |              |
|   | 31.03.2019          | 31.03.2018   |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>   |                     |              |
| <b>Net profit before tax</b> .....  | <b>14,693.93</b>    | 14,693.51    |
| <b>Adjustments for :</b>  |                     |              |
| Share in Profit and loss of associates.....   | <b>890.02</b>       | (838.32)     |
| Depreciation and amortisation.....  | <b>9.44</b>         | 11.28        |
| (Profit) / Loss on derecognition of property, plant and equipment.....  | <b>0.16</b>         | (2.16)       |
| Net gain on fair value changes.....   | <b>(2,313.67)</b>   | (2,780.73)   |
| Dividends received from associates.....   | <b>664.05</b>       | 611.39       |
| Amortisation of deferred lease Expenses.....  | <b>(0.16)</b>       | (0.39)       |
| Reclassification of Actuarial gain Loss.....  | <b>(62.93)</b>      | (25.22)      |
| Effective interest rates on Bonds & Debentures.....   | <b>75.85</b>        | 84.13        |
| Provision/(write back) of standard assets.....  | <b>0.01</b>         | 0.22         |
| <b>Operating profit before working capital changes</b> .....  | <b>13,956.70</b>    | 11,753.71    |
| <b>Adjustments for :</b>  |                     |              |
| Receivables.....  | <b>(394.46)</b>     | (14.13)      |
| Loan.....   | <b>1.21</b>         | 0.79         |
| Other Financial assets.....   | <b>121.12</b>       | (234.29)     |
| Other non financial assets.....   | <b>(1.23)</b>       | (0.69)       |
| Payables.....   | <b>17.29</b>        | (105.58)     |
| Other Financial Liabilities.....  | <b>6.33</b>         | 11.18        |
| Provisions.....   | <b>71.75</b>        | (31.44)      |
| Other non-financial liabilities.....  | <b>3.39</b>         | (18.26)      |
| Cash generated from operations.....   | <b>13,782.10</b>    | 11,361.29    |
| Direct taxes paid - (Net of refunds).....   | <b>(4,603.86)</b>   | (4,665.74)   |
| <b>Net cash from operating activities</b> .....   | <b>9,178.24</b>     | 6,695.55     |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>   |                     |              |
| Purchase of property, plant and equipment (including Capital work in progress/Advances on Capital Account)..... | <b>(5.16)</b>       | (11.04)      |
| Sale proceeds of Fixed assets.....  | -                   | 2.16         |
| Purchase of investments.....  | <b>(136,018.37)</b> | (122,902.37) |
| Investment in subsidiary.....   | -                   | (2.63)       |
| Sale proceeds of investments.....   | <b>185,763.11</b>   | 128,081.63   |
| Deposits placed.....  | <b>(109.72)</b>     | (1,102.93)   |
| <b>Net cash from/(used in) investing activities</b> .....   | <b>49,629.86</b>    | 4,064.82     |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>   |                     |              |
| Buy-back of equity shares.....  | <b>(45,000.00)</b>  | -            |
| Expenses for buy-back of equity shares.....   | <b>(346.61)</b>     | -            |
| Dividends/Dividend tax paid.....  | <b>(13,077.45)</b>  | (11,942.34)  |
| <b>Net cash from/(used in) financing activities</b> .....   | <b>(58,424.06)</b>  | (11,942.34)  |
| <b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b> .....                                       | <b>384.04</b>       | (1,181.97)   |
| Cash and cash equivalents at the beginning of the year [See Note (iii) below].....                              | <b>194.27</b>       | 1,376.24     |
| Cash and cash equivalents at the end of the year [See Note (iii) below].....                                    | <b>578.31</b>       | 194.27       |

**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 ₹ 5,051.79 lacs (Previous year ₹ 4,962.58 lacs) and dividend earned of ₹ 9,927.33 lacs (Previous year ₹ 7,651.52 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, intercorporate deposits placed for three months or lower tenure, and interest accrued thereon. Cash and cash equivalents includes current account balances of ₹ 294.23 lacs (Previous year ₹ 87.62 lacs) which are restricted in use on account of unclaimed dividend [ See note 7.2].  
Cash and cash equivalents included in the Cash Flow Statement comprises the following balance sheet items :-

|  | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| 1. Cash and cash equivalents as per Balance Sheet..... | <b>578.31</b>       | 194.27              |
|  | <b>578.31</b>       | 194.27              |

- Previous year's figures have been regrouped, wherever necessary

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR C V  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

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

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY } Directors

Mumbai, 10th May, 2019



## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

### A. Equity Share Capital

(₹ in lacs)

| Balance as at 1st April 2018 | Changes in equity share capital during the year | Balance as at 31st March 2019 |
|------------------------------|---|-------------------------------|
| 5,509.53                     | 450.00  | 5,059.53                      |

| Balance as at 1st April 2017 | Changes in equity share capital during the year | Balance as at 31st March 2018 |
|------------------------------|---|-------------------------------|
| 5,509.53                     | NIL   | 5,509.53                      |

### B. Other equity

(₹ in lacs)

|   | Reserves and Surplus |                            |                    |                  |  |                   | Other Comprehensive Income                          |   | Total             |
|---|----------------------|----------------------------|--------------------|------------------|--|-------------------|---|---|-------------------|
|   | Capital Reserve      | Capital Redemption Reserve | Securities premium | General Reserve  | Statutory Reserve (u/s 45-IC of RBI Act, 1934) | Retained Earnings | Debt Instruments Through Other Comprehensive income | Equity Instruments Through Other Comprehensive income |                   |
| <b>Balance as at April 1, 2017</b>                          | <b>4,163.35</b>      | -                          | <b>75,502.06</b>   | <b>56,458.18</b> | <b>53,599.25</b>                               | <b>58,805.94</b>  | <b>2,424.62</b>                                     | <b>438,047.75</b>                                     | <b>689,001.15</b> |
| Profit for the year   | -                    | -                          | -                  | -                | -  | 13,107.01         | -   | -   | 13,107.01         |
| Other Comprehensive Income for the year                     | -                    | -                          | -                  | -                | -  | 189.31            | (965.11)  | 135,286.94  | 134,511.14        |
| <b>Total Comprehensive Income</b>                           | -                    | -                          | -                  | -                | -  | <b>13,296.32</b>  | <b>(965.11)</b>                                     | <b>135,286.94</b>                                     | <b>836,619.30</b> |
| Reclassification of gain on sale of FVOCI equity instrument | -                    | -                          | -                  | -                | -  | 11,624.18         | -   | (11,624.18)   | -                 |
| Final Dividend on Ordinary shares                           | -                    | -                          | -                  | -                | -  | (9,917.15)        | -   | -   | (9,917.15)        |
| Tax on Dividends  | -                    | -                          | -                  | -                | -  | (2,018.90)        | -   | -   | (2,018.90)        |
| Transfer to/from retained earnings                          | -                    | -                          | -                  | -                | 4,859.84                                       | (4,859.84)        | -   | -   | -                 |
| Consolidation adjustment for Associates                     | -                    | -                          | -                  | -                | -  | 2.24              | -   | -   | 2.24              |
| <b>Balance as at March 31, 2018</b>                         | <b>4,163.35</b>      | -                          | <b>75,502.06</b>   | <b>56,458.18</b> | <b>58,459.09</b>                               | <b>66,932.79</b>  | <b>1,459.51</b>                                     | <b>561,710.51</b>                                     | <b>824,685.49</b> |
| Profit for the year   | -                    | -                          | -                  | -                | -  | 13,377.88         | -   | -   | 13,377.88         |
| Other Comprehensive Income for the year                     | -                    | -                          | -                  | -                | -  | (44.44)           | (1,069.69)  | 8,329.98  | 7,215.85          |
| <b>Total Comprehensive Income</b>                           | -                    | -                          | -                  | -                | -  | <b>13,333.44</b>  | <b>(1,069.69)</b>                                   | <b>8,329.98</b>                                       | <b>20,593.73</b>  |
| Reclassification of gain on sale of FVOCI equity instrument | -                    | -                          | -                  | -                | -  | 11,871.98         | -   | (11,871.98)   | -                 |
| Final Dividend on Ordinary shares                           | -                    | -                          | -                  | -                | -  | (11,019.06)       | -   | -   | (11,019.06)       |
| Tax on Dividends  | -                    | -                          | -                  | -                | -  | (2,265.00)        | -   | -   | (2,265.00)        |
| Transfer to/from retained earnings                          | -                    | -                          | -                  | -                | 2,987.22                                       | (2,987.22)        | -   | -   | -                 |
| Buyback of equity shares (Refer note 7.17)                  | -                    | 450.00                     | (45,000.00)        | -                | -  | -                 | -   | -   | (44,550.00)       |
| Buyback expenses  | -                    | -                          | -                  | -                | -  | (346.61)          | -   | -   | (346.61)          |
| Consolidation adjustment for Associates                     | -                    | -                          | -                  | -                | -  | 260.94            | -   | -   | 260.94            |
| <b>Balance as at March 31, 2019</b>                         | <b>4,163.35</b>      | <b>450.00</b>              | <b>30,502.06</b>   | <b>56,458.18</b> | <b>61,446.31</b>                               | <b>75,781.26</b>  | <b>389.82</b>                                       | <b>558,168.51</b>                                     | <b>787,359.49</b> |

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

For and on behalf of the Board

N. N. TATA  
F. N. SUBEDAR

Chairman  
Vice Chairman

Roshni R. Marfatia  
Partner  
(Membership No. 106548)

MANOJ KUMAR CV  
Chief Financial Officer &  
Company Secretary

A. N. DALAL  
Executive Director

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY

} Directors

Mumbai, 10th May, 2019

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019****1. Background Information**

Tata Investment Corporation Limited referred to as ("The Company" or "TICL") and its subsidiary (referred collectively as the "Group"), a non-banking financial company (NBFC) registered with the Reserve Bank of India under the category of Investment Company, is primarily engaged in the business of investment in listed and unlisted equity shares, debt instruments of companies in a wide range of Industries and in mutual funds.

These consolidated financial statements of the Group also include the Group's interest in associates.

The consolidated financial statements of the Group as on 31st March, 2019 were approved and authorised for issue by the Board of Directors on May 10, 2019.

**2. Statement of Compliance with Ind AS**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Group has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time with effect from 1st April, 2018.

For all periods upto and including the year ended 31st March, 2018, the Group prepared its financial statements in accordance with the requirements of the accounting standards notified under section 133 of Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP).

These Consolidated financial statements for the year ending 31st March, 2019 are the first Consolidated financial statements that the Group has prepared under Ind AS. The date of transition to Ind AS is April 1, 2017 and the adoption was carried out in accordance with Ind AS 101 – First time adoption of Indian Accounting Standards. The Group has presented a reconciliation from the presentation of financial statements under accounting standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of total equity as at April 1, 2017 and March 31, 2018, total comprehensive income and cash flow for the year ended March 31, 2018.

**3(a). Basis of Preparation of Consolidated Financial Statements**

These Consolidated financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments measured at fair value at the end of each reporting period as explained in accounting policies below.

The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest lac, unless otherwise indicated.

**3(b). Principles of Consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entity controlled by the Company i.e. its subsidiary. It also includes the Group's share of profits, net assets and retained post acquisition reserves of associates that are consolidated using the equity method of consolidation.

Control is achieved when the Company is exposed to, or has rights to the variable returns of the entity and the ability to affect those returns through its power over the entity.

**Subsidiary Company**

The Group combines the financial statements of the parent and its subsidiary company line-by-line adding together like items of assets, liabilities, equity, income and expenses. The intra group balances and intra group transactions between the entities within the Group are fully eliminated.

Non Controlling interests in the results and equity of subsidiary are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and Consolidated Balance Sheet respectively.

The Consolidated Financial Statements include the share of profits / (losses) of the Associate companies which have been accounted as per the 'Equity method', and accordingly, the share of profits / (losses) of each of the Associate companies has been added to the cost of investments.

The excess of cost to the parent company of its investments in the subsidiary company over its share of equity of the Subsidiary company at the dates on which the investments in the Subsidiary company are made, is recognised as 'Goodwill' being an asset in the Consolidated Financial statements.

**Associate Company**

Associates are those entities over which the Group has significant influence, but not control or joint control. Investments in associates are accounted for using the equity method and are initially recognised at cost from the date significant influence commences, and thereafter to recognise the Group's share of post acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of Other Comprehensive Income of the investee in other comprehensive Income. Dividend received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses exceeds the carrying value of the associate, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Group has incurred obligations in respect of the associate.

The Financial Statements of the Subsidiary and Associates used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March 2019.

### Information on Subsidiary and Associate Companies

The following Subsidiary company and Associates are considered in the Consolidated Financial Statements:

| Sr. No. | Name of the Company                     | Relationship | Country of Incorporation | % Holding as on 31.3.2019 | % Holding as on 31.3.2018 |
|---------|---|--------------|--------------------------|---------------------------|---------------------------|
| 1.      | Simto Investment Company Limited        | Subsidiary   | India                    | 97.57                     | 97.57                     |
| 2.      | Tata Asset Management Limited           | Associate    | India                    | 32.09                     | 32.09                     |
| 3.      | Tata Trustee Company Limited            | Associate    | India                    | 50.00                     | 50.00                     |
| 4.      | Amalgamated Plantations Private Limited | Associate    | India                    | 24.61                     | 24.61                     |

#### 4. Use of estimates

The preparation of these consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Group to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures including disclosures of contingent assets and contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Key sources of estimation of uncertainty at the date of these Consolidated financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of: fair valuation of unquoted equity investments, impairment of financial instruments, impairment of property, plant & equipment, useful lives of property, plant & equipment, provisions and contingent liabilities and long term retirement benefits.

#### 5. (I) Significant Accounting policies

##### (a) Financial Instruments

###### **Classification**

A Financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instruments of another entity.

Financial assets, other than equity, are classified into, Financial assets at fair value through other comprehensive income (FVOCI) or fair value through profit and loss account (FVTPL) or at amortised cost. Financial assets that are equity instruments are classified as FCTPL or FVOCI. Financial liabilities are classified as amortised cost category and FVTPL.

###### **Business Model assessment and Solely payments of principal and interest (SPPI) test**

Classification and measurement of financial assets depends on the business model and results of SPPI test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgment reflecting all relevant evidence including;

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel.
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

###### **Initial recognition**

The classification of financial instruments at initial recognition depends on their contractual terms and the business model for managing the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets and financial liabilities, with the exception of loans, debt securities and deposits are recognised on the trade date i.e. when a Group becomes a party to the contractual provisions of the instruments. Loans, debt securities and deposits are recognised when the funds are transferred to the customers account. Trade receivables are measured at the transaction price.

***Subsequent measurement******Financial assets at amortised cost***

Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently these are measured at amortised cost using effective interest method less any impairment losses.

***Debt Instruments at FVOCI***

Debt instruments that are measured at FVOCI have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on principal outstanding and that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. These instruments largely comprise long-term investments made by the Group. FVOCI debt instruments are subsequently measured at fair value with gains and losses arising due to changes in fair value recognised in OCI. Interest income and gains and losses are recognised in profit or loss in the same manner as for financial assets measured at amortised cost. On derecognition, cumulative gains or losses previously recognised in OCI are reclassified from OCI to profit or loss.

***Equity Instruments at FVOCI***

These include financial assets that are certain equity instruments as defined in Ind AS 32 "Financial Instruments: Presentation" and are not held for trading and where the Group's management has elected to irrevocably designate the same as Equity instruments at FVOCI upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognised directly in other comprehensive income, net of applicable income taxes. In respect of investments in Equity Instruments, which are held for trading, the Group's management has elected to designate these instruments at FVTPL on initial recognition.

Gains and losses on these equity instruments are never recycled to profit or loss.

Dividends from these equity investments are recognised in the statement of profit and loss when the right to receive the payment has been established.

***Fair value through Profit and loss account:***

Financial assets are measured at FVTPL unless it is measured at amortised cost or at FVOCI on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in profit or loss.

***Derivatives recorded at fair value through profit or loss***

The Group trades in derivative financial instruments which are in the nature of equity-related futures and options contracts. Such derivative financial instruments are initially recognised at fair value on the date on which the derivative contract is entered into and are subsequently re-measured at their fair value at the end of each reporting period. Derivatives are classified as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of such derivative financial instruments are taken directly to statement of profit and loss and included in net gain on fair value changes. The Company has not designated any derivative instruments as a hedging instrument.

***Financial Liabilities and equity instruments******Classification as debt or equity***

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

***Equity instruments***

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

***Other Financial Liabilities***

These are measured at amortised cost using effective interest rate.

***Derecognition of Financial assets and Financial liabilities***

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

***Impairment of financial assets***

The Group recognizes a loss allowance for expected credit losses on a financial asset that is at amortized cost or fair value through OCI. Loss allowance in respect of financial assets is measured at an amount equal to life time expected credit losses and is calculated as the difference between their carrying amount and the present value of the expected future cash flows discounted at the original effective interest rate.

### **Reclassification of Financial assets**

The group does not re-classify its financial assets subsequent to their initial recognition, apart from the exceptional circumstances when the group changes its business model for managing such financial assets. The group does not re-classify its financial liabilities.

### **(b) Determination of fair value**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received). Subsequent to initial recognition, the group determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation models.

### **(c) Investment in associates**

The Group has chosen to carry the Investments in associates at cost less impairment, if any in the separate financial statements.

### **(d) Foreign currency transactions and translation**

The Consolidated financial statements of the group are presented in Indian rupees (₹), which is the functional currency of the Group and the presentation currency for the Consolidated financial statements.

In preparing the Consolidated financial statements, transactions in currencies other than the Group's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising on the retranslation or settlement of monetary items are included in the statement of profit and loss for the period.

### **(e) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above, net of outstanding bank overdrafts, if any, as they are considered an integral part of the Group's cash management.

### **(f) Property Plant and Equipment and Intangible Assets**

Property, plant and equipment and intangible assets are stated at cost of acquisition less accumulated depreciation / amortisation. Cost includes all expenses incidental to the acquisition of the Property, plant and equipment and intangible assets and any attributable cost of bringing the asset to its working condition for its intended use.

### **(g) Capital work in progress and Capital advances**

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed in Other Non-Financial Assets.

### **(h) Depreciation and amortisation of property, plant and equipment and intangible assets**

Depreciation on following tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the furniture and fixtures, in which case the life of the assets has been assessed taking into account the nature of the assets, the estimated usage of the asset on the basis of the managements best estimation of getting economic benefits from such assets. Further, assets individually costing ₹ 5,000/- or less are fully depreciated in the year of purchase.

#### **Tangible Assets**

#### **Useful life in years**

|                            |    |
|----------------------------|----|
| (a) Buildings              | 60 |
| (b) Plant and Equipment    | 15 |
| (c) Furniture and Fixtures | 1  |
| (d) Vehicles               | 8  |
| (e) Office Equipment       | 5  |

(f) Leasehold improvements are amortised equitably over the remaining period of the lease.

Intangible assets - Software is amortised over its estimated useful life of 4 years on straight line method.

The residual values, useful lives and method of Depreciation of property, plant and equipment are reviewed at each financial year end. Changes in the expected useful life are accounted by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

#### **Transition to Ind AS**

For transition to Ind AS, the Group has elected to measure all its property, plant and equipment at the previous GAAP carrying amount on the date of transition to Ind AS i.e. April 1, 2017.

#### **(i) Impairment of non - financial assets**

The carrying amounts of the Group's property, plant & equipment and intangible assets are reviewed at each reporting period to determine whether there is any Indication of impairment. If any such indication exists, the asset's recoverable amounts are estimated in order to determine the extent of impairment loss, if any. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The impairment loss, if any, is recognised in the statement of profit and loss in the period in which impairment takes place.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, however subject to the increased carrying amount not exceeding the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior accounting periods. A reversal of an impairment loss is recognised immediately in profit or loss.

#### **(j) Employee benefits**

##### **(i) Short term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the employee renders the related service.

##### **(ii) Post Employment Benefits**

Post retirement benefits like provident fund, superannuation, gratuity and post retirement medical benefits are provided for as below :

##### **Defined Contribution Plans**

Contributions under Defined Contribution Plans i.e. provident fund & superannuation fund are recognised in the Statement of Profit and Loss in the period in which the employee has rendered the service.

##### **Defined Benefit Plans**

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each year end balance sheet date. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) is recognised as an expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value of plan assets.

##### **(iii) Other Long term Benefits**

Other long term benefits include compensated absences, Long term service benefit, Pension and sick leave. The liability towards other long term benefits is determined by Independent actuary at every balance sheet date and service cost, net interest on net defined liability/(asset) and re-measurement gains and losses of net defined liability/(assets ) are recognised in profit and loss account.

#### **(k) Accounting for provisions, contingent liabilities and contingent assets**

Provisions are recognised in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

Constructive obligation is an obligation that derives from an entity's actions where:

- (a) by an established pattern of past practice, published policies or a sufficiently specific current statement, the Group has indicated to other parties that it will accept certain responsibilities, and
- (b) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities

Contingent liabilities are not recognised in the financial statements. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

#### (l) Income tax

Income tax expense comprises both current and deferred tax. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

Current income-tax is recognised at the amount expected to be paid to the tax authorities, using the tax rates and tax laws, enacted or substantially enacted as at the balance sheet date.

Taxable profit differs from net profit as reported in the Consolidated statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred income tax assets and liabilities are recognised for temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements and is accounted for using the balance sheet liability method.

Deferred income tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using tax rates and laws, enacted or substantially enacted as of the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as an income or expense in the period that includes the enactment or substantive enactment date.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and they are in the same taxable entity, or a Group of taxable entities where the tax losses of one entity are used to offset the taxable profits of another and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

#### (m) Recognition of Dividend and Interest income

Dividend income (including from FVOCI investments) is recognised when the Group's right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders or Board of Directors approve the dividend.

Under Ind AS 109 interest income is recorded using the Effective Interest Rate (EIR) method for all financial instruments measured at amortised cost, debt instrument measured at FVOCI and debt instruments designated at FVTPL. The EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or, when appropriate, a shorter period, to the net carrying amount of the financial asset.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR.

#### (n) Dividends on ordinary shares

The Group recognises a liability to make cash or non-cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value remeasurement recognised directly in equity. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

**(o) Leases****As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate expected inflationary cost increases for the lessor.

**(p) Segment reporting**

The Group is primarily engaged in the business of investment in Companies including group companies. As such the Group's financial statements are largely reflective of the investment business and there is no separate reportable segment.

Pursuant to Ind AS 108 - Operating Segments, no segment disclosure has been made in these consolidated financial statements, as the Group has only one geographical segment and no other separate reportable business segment.

**(q) Onerous contracts**

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

**(r) Goodwill on Consolidation**

Goodwill arising out of consolidation of financial statements of Subsidiaries and Associates is not amortised. However the same is tested for impairment at each Balance Sheet date.

**5. (II) Recent Accounting Developments****Standards issued but not yet effective**

Ind AS 116 Leases was notified on 30th March, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1st April, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. As the Group does not have any material leases, therefore the adoption of this standard is not likely to have a material impact in its Consolidated Financial Statements.

**6. First-Time Adoption - Mandatory Exceptions, Optional Exemptions**

The Group has prepared the opening balance sheet as per Ind AS as of April 1, 2017 (the transition date), by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. The exceptions and certain optional exemptions availed by the Group in accordance with the guidance provided in Ind AS 101, First Time Adoption of Indian Accounting Standards, and reconciliations of equity and total comprehensive income from previously reported GAAP to Ind AS are detailed below:

**A. Mandatory Exceptions to retrospective application**

The Group has applied the following exceptions to the retrospective application of Ind AS as mandatorily required under Ind AS 131 "First Time Adoption of Indian Accounting Standards".

**(a) Estimates**

On assessment of the estimates made under the Previous GAAP financial statements, the Group has concluded that there is no necessity to revise the estimates under Ind AS, as there is no objective evidence that those estimates were in error. However, estimates that were required under Ind AS but not required under Previous GAAP are made by the Group for the relevant reporting dates reflecting conditions existing as at that date.

**(b) Classification and Measurement of financial asset**

The Group has classified the financial assets as per para 4.1.2 or 4.12A or 4.1.4 of Ind AS 109 on the basis of the facts and circumstances that exist at the date of transition to Ind AS.



**(c) Impairment of Financial assets**

The Group has applied the impairment requirements of Ind AS 109 retrospectively, however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Group has not undertaken an exhaustive search for information when determining, at the date of transition to Ind AS, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

**B. Optional Exemptions from Retrospective application**

Ind AS 101 permits first-time adopters certain exemptions from retrospective application of certain requirements under Ind AS. The Group has elected to apply the following optional exemptions:

**(a) Business Combination**

The group has elected not to restate accounting of business combination before the date of transition.

**(b) Investment in associates**

The Group has elected to measure its investments in associates at previous GAAP carrying value as deemed cost on the date of transition.

**(c) Deemed cost for Property Plant and equipment**

The Group has elected to continue with carrying value of all of its property plant and equipment recognised in financial statements as at the date of transition to Ind AS measured as per previous GAAP as deemed cost on the date of transition to Ind AS

**(d) Designation of previously recognised financial instruments**

The Group has designated certain investment in equity instrument as at fair value through other comprehensive income in accordance with Para 5.7.5 of Ind AS 109 on the basis of facts and circumstances that exist at the date of transition of Ind AS.

**C. Reconciliation between previous GAAP and Ind AS**

The following reconciliations provide the explanation and qualification of the differences arising from the transition from Previous GAAP to Ind AS in accordance with Ind AS 101 "First Time Adoption of Indian Accounting Standards".

(a) Reconciliation of total equity as at 1st April, 2017 and 31st March, 2018.

(b) Reconciliation of total comprehensive income for the year ended 31st March, 2018.

Previous GAAP figures have been reclassified/regrouped wherever necessary to confirm with the consolidated financial statements prepared under Ind AS.

**(a) Equity Reconciliation**

(₹ in lacs)

| Particulars   | Notes | As at 31-Mar-18   | As at 01-Apr-17   |
|---|-------|-------------------|-------------------|
| <b>Total equity / shareholders' funds as per Indian GAAP</b> .....  |       | <b>264,756.68</b> | <b>251,851.06</b> |
| <b>Ind AS Adjustments</b>   |       |                   |                   |
| Measurement impact of Financial Instruments fair valued through Other comprehensive income (net of provisions as per IGAAP) ..... | (a)   | 717,976.45        | 560,353.29        |
| Measurement impact of Financial Instruments fair valued through profit and loss account .....                                     | (b)   | 1,191.96          | 926.07            |
| Deferred Tax impacts .....  | (c)   | (154,939.73)      | (119,702.94)      |
| Measurement of interest income using effective interest rate .....  | (d)   | 83.73             | 103.28            |
| Ind AS adjustments of entities accounted as per equity method .....   |       | 1,191.98          | 1,044.06          |
| Adjustment for Minority Interest .....  |       | (66.05)           | (63.38)           |
| Others  | (e)   | -                 | (0.76)            |
| <b>Total Ind AS Adjustments</b> .....   |       | <b>565,438.34</b> | <b>442,659.62</b> |
| <b>Total equity as per Ind AS</b>   |       | <b>830,195.02</b> | <b>694,510.68</b> |

**(b) Total comprehensive income reconciliation**

(₹ in lacs)

| Particulars  | Notes | Year ended<br>31-Mar-18 |
|--|-------|-------------------------|
| <b>Net profit as per Indian GAAP</b> .....   |       | <b>24,588.50</b>        |
| <b>Ind AS Adjustments</b>  |       |                         |
| Realised Gains (net) on equity instruments classified as fair valued through Other Comprehensive Income (OCI)..... | (a)   | (14,774.32)             |
| Net gain on fair value changes including realised gains(net) on sale of bonds/debentures .....                     | (b)   | 252.60                  |
| Remeasurement loss on defined benefits plans.....  | (f)   | 25.22                   |
| Taxes impacts.....   | (g)   | 3,145.17                |
| Deferred Tax impacts .....   | (c)   | (55.96)                 |
| Decrease in interest income by using Effective Interest Rate. ....   | (d)   | (6.24)                  |
| Adjustment on share in profits of Associates.....  |       | (62.50)                 |
| <b>Total effect of transition to Ind AS</b> .....  |       | <b>(11,476.03)</b>      |
| <b>Net profit after tax (before OCI) as per Ind AS</b> .....   |       | <b>13,112.47</b>        |
| <b>Other comprehensive Income</b>  |       |                         |
| <b>Items that will not be reclassified to profit and loss account</b>  |       |                         |
| Fair Valuation of equity instruments through other comprehensive Income including realised gain .....              | (a)   | 173,885.66              |
| Remeasurement loss on defined benefits plans recognised in OCI .....   | (f)   | (25.22)                 |
| Tax impacts on above .....   | (g)   | (38,582.96)             |
| Share of Equity Accounted Investee.....  |       | 210.13                  |
| <b>Items that will be reclassified to profit and loss account</b>  |       |                         |
| Changes in fair value of bonds / debentures .....  | (a)   | (1,222.06)              |
| Tax impacts on above .....   | (g)   | 256.95                  |
| <b>Total other Comprehensive income</b> .....  |       | <b>134,522.50</b>       |
| <b>Total Comprehensive income as per Ind AS</b> .....  |       | <b>147,634.97</b>       |

**Notes:****(a) Classification and Measurement of Financial assets Fair valued through OCI**

Under Indian GAAP, Group accounted for its long term investments in debt securities, quoted and unquoted equity shares as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS the Group has designated its investments in debt securities as FVOCI as per conditions prescribed in para 4.1.2A and investment in certain equity instruments as per para 5.7.5 of Ind AS 109.

At the date of transition to Ind AS, the difference between the instrument's fair value and the carrying value as per Indian GAAP for equity and debt securities and has been recognised as a separate component of equity, in FVOCI reserve, net of related taxes.

**(b) Classification and measurement of Financial asset Fair valued through P&L**

Under Indian GAAP, Group accounted for its long term investment in Mutual fund and Venture Capital Fund securities measured at cost less provision for other than temporary diminution in the value of investments. Further current investments in equity instruments, which are held for trading were accounted at lower of cost or fair value under Indian GAAP. Under Ind AS the Group has classified these investment as FVPL as per conditions prescribed in para 4.1.4 of Ind AS 109.

At the date of transition to Ind AS, the difference between the instruments' fair value and carrying value as per Indian GAAP has been recognised in retained earnings net of related taxes.

**(c) Deferred tax**

The various transitional adjustments lead to temporary differences between the carrying amount of assets or liabilities in the balance sheet and its tax base. As per Ind AS 12, the deferred tax is required to be created on such adjustments, accordingly the Group has recognised Deferred tax on such adjustments in correlation to the underlying transaction either in retained earnings or a separate component of equity as required by the standard.

**(d) Effective Interest Rate**

Under Indian GAAP, Interest income was recognised on a time proportionate basis, taking into account the amount outstanding and the coupon rate applicable.

Income from debentures and bonds is accrued over the maturity of the security, net of amortisation of premium/discount, where intended to be held for a long-term, with reference to the coupon dates.

As per Ind AS the interest income is recognised using effective interest rate based after considering the premium/discount on issue.

**(e) Others**

Others mainly include fair valuation of interest free security deposits placed by the Holding Company for renting the premises.

**(f) Re-measurement gains/ losses of Defined benefits plans**

Under Ind AS -19 Employee Benefits, actuarial gain & losses are recognised in other comprehensive income & not reclassified to the Statement of profit & loss in a subsequent period. The adjustment reflects the impact for the periods subsequent to the date of transition as transfer from Statement of profit & loss to other comprehensive income.

**(g) Reclassification of current tax**

Under Ind AS 12 Income taxes, the current tax and deferred tax relating to items recognised in other comprehensive income shall be recognised in other comprehensive income, hence the current tax on gain or loss on equity instruments classified as FVOCI and re-measurement gains/loss on defined benefit plans recognised in profit and loss account as per IGAAP is reclassified.

**(h) Adjustments to Statement of Cash Flow**

There were no material differences between the Statement of Cash Flows presented under Ind AS and the Previous GAAP.

**7.1 Cash and cash equivalents**

|                             | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|-----------------------------|---------------------|---------------------|---------------------|
| a. Cash on hand .....       | -                   | -                   | -                   |
| b. Balances with Banks      |                     |                     |                     |
| - In Current Accounts ..... | 284.08              | 106.65              | 132.33              |
| - In Deposit accounts ..... | -                   | -                   | 1,150.00            |
|                             | <u>284.08</u>       | <u>106.65</u>       | <u>1,282.33</u>     |

**7.2 Bank Balance other than cash and cash equivalents**

|  | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|--|---------------------|---------------------|---------------------|
| a. Bank balances in Unpaid dividend accounts .....   | 294.23              | 87.62               | 93.91               |
| b. Fixed deposits with bank (refer note below) ..... | 1,305.43            | 1,134.84            | -                   |
|  | <u>1,599.66</u>     | <u>1,222.46</u>     | <u>93.91</u>        |

**Note:**

|  |          |          |   |
|--|----------|----------|---|
| (i) Fixed deposits with bank having original maturity of 24months are held by NSE Clearing Ltd. and ICCL as collateral.  | 1,092.78 | 1,031.91 | - |
| (ii) Fixed deposits with bank having original maturity of 12 months are held by NSE Clearing Ltd. and ICCL as collateral | 212.65   | 102.93   | - |

**7.3 Receivables**

|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|---|---------------------|---------------------|---------------------|
| (₹ in lacs)                                     |                     |                     |                     |
| <b>Trade Receivables</b>                        |                     |                     |                     |
| <b>(Unsecured, considered good)</b>             |                     |                     |                     |
| a. Receivables against sale of Investments..... | 406.01              | 1,392.19            | 6.60                |
| b. Others.....                                  | 3.10                | 14.65               | 0.52                |
|   | <u>409.11</u>       | <u>1,406.84</u>     | <u>7.12</u>         |

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

**7.4 Loan**

|  | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|--|---------------------|---------------------|---------------------|
| (₹ in lacs)                            |                     |                     |                     |
| <b>(Unsecured and Considered good)</b> |                     |                     |                     |
| a. Loans to employees.....             | 5.11                | 6.32                | 7.11                |
|  | <u>5.11</u>         | <u>6.32</u>         | <u>7.11</u>         |

**7.5 Investments**

|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|---|---------------------|---------------------|---------------------|
| (₹ in lacs)   |                     |                     |                     |
| <b>I. Fair value through Other Comprehensive Income</b>                   |                     |                     |                     |
| i) Quoted Equity shares.....  | 804,810.04          | 824,627.98          | 667,374.78          |
| ii) Unquoted Equity shares .....  | 58,637.48           | 58,955.44           | 58,540.68           |
| iii) Bonds / Debentures.....  | 49,570.11           | 56,391.30           | 56,722.72           |
| <b>II. Fair value through Profit and Loss</b>                             |                     |                     |                     |
| i) Quoted Equity shares .....   | 228.40              | -                   | 503.14              |
| ii) Debt Mutual Fund .....  | 16,487.63           | 26,380.56           | 14,031.75           |
| iii) Venture Capital Fund.....  | 1,002.65            | 1,465.47            | 1,919.94            |
| <b>III. Others</b>  |                     |                     |                     |
| i) Carrying amount of Investment in Associates (refer note a) below)..... | 12,465.36           | 13,752.60           | 13,313.31           |
|   | <u>943,201.67</u>   | <u>981,573.35</u>   | <u>812,406.32</u>   |

**Note :**

a) (₹ in lacs)

| Name of the Associates                      | Country of incorporation | Ownership Interest (%) | Original Cost of Investment | Amount of Goodwill (Capital reserve) in original cost | Share of post acquisition Reserves and surplus | Carrying amount of investments |
|---|--------------------------|------------------------|-----------------------------|---|--|--------------------------------|
| <b>1. Tata Asset Management Ltd.</b>        | <b>India</b>             | <b>32.09</b>           | <b>1,950.09</b>             | <b>990.87</b>   | <b>7,281.24</b>                                | <b>9,231.33</b>                |
| <i>As at 31.03.2018</i>                     |                          | <i>(32.09)</i>         | <i>(1,950.09)</i>           | <i>(990.87)</i>                                       | <i>(7,144.82)</i>                              | <i>(9,094.91)</i>              |
| <i>As at 01.04.2017</i>                     |                          | <i>(32.09)</i>         | <i>(1,950.09)</i>           | <i>(990.87)</i>                                       | <i>(6,254.73)</i>                              | <i>(8,204.82)</i>              |
| <b>2. Tata Trustee Company Ltd.</b>         | <b>India</b>             | <b>50.00</b>           | <b>2.62</b>                 | <b>(1.91)</b>   | <b>818.46</b>                                  | <b>821.08</b>                  |
| <i>As at 31.03.2018</i>                     |                          | <i>(50.00)</i>         | <i>(2.62)</i>               | <i>(-1.91)</i>  | <i>(815.70)</i>                                | <i>(818.32)</i>                |
| <i>As at 01.04.2017</i>                     |                          | <i>(50.00)</i>         | <i>(2.62)</i>               | <i>(-1.91)</i>  | <i>(771.88)</i>                                | <i>(774.50)</i>                |
| <b>3. Amalgamated Plantations Pvt. Ltd.</b> | <b>India</b>             | <b>24.61</b>           | <b>3,660.00</b>             | <b>(951.11)</b>                                       | <b>(1,247.05)</b>                              | <b>2,412.95</b>                |
| <i>As at 31.03.2018</i>                     |                          | <i>(24.61)</i>         | <i>(3,660.00)</i>           | <i>(-951.11)</i>                                      | <i>(179.37)</i>                                | <i>(3,839.37)</i>              |
| <i>As at 01.04.2017</i>                     |                          | <i>(24.61)</i>         | <i>(3,660.00)</i>           | <i>(-951.11)</i>                                      | <i>(673.99)</i>                                | <i>(4,333.99)</i>              |

Figures in italics & brackets indicate previous year figures

- b) The Group has elected an irrevocable option to designate its investments in equity instruments through FVOCI, as the said investments are not held for trading and company continues to invest for long term and remain invested in leaders in sectors, which it believes to have potential to remain accretive over the long term.
- c) Of the total dividend recognised during the year from investment in equity shares designated at FVOCI, ₹ 369.61 lacs is relating to investment derecognised during the period and ₹ 9,552.22 lacs pertains to investments held at the end of reporting period
- d) During the year, total cumulative gain or loss of ₹ 15,133.04 lacs on investment in equity shares designated at FVOCI have been transferred to retained earnings on derecognition of related investments after adjusting for tax effect thereon. The fair value of such investments on the date of derecognition is ₹ 45,226.72 lacs.
- e) During the current or previous reporting periods the company has not reclassified any investments since its initial classification.
- f) Shares lent under Stock Lending and Borrowing Scheme of the Securities and Exchange Board of India amount to ₹ 7,286.43 lacs (previous year ₹ 4,672.54 lacs).
- g) The other disclosure regarding fair value and risk arising from financial instruments are explained in note No.15.

**7.6 Other Financial Assets**

|   | (₹ in lacs)   |            |            |
|---|---------------|------------|------------|
|   | As at         | As at      | As at      |
|   | 31.03.2019    | 31.03.2018 | 01.04.2017 |
| <b>(Unsecured, considered good)</b>         |               |            |            |
| (a) Security deposits .....                 | <b>87.41</b>  | 99.35      | 90.68      |
| (b) Dividend declared but not received..... | <b>40.43</b>  | 7.25       | 62.27      |
|   | <b>127.84</b> | 106.60     | 152.95     |

**7.7 Current tax assets (Net)**

|   | (₹ in lacs)   |            |            |
|---|---------------|------------|------------|
|   | As at         | As at      | As at      |
|   | 31.03.2019    | 31.03.2018 | 01.04.2017 |
| (a) Advance Tax - Net of provision ₹ 29,094.25 lacs (previous year ₹ 24,494.75 lacs)..... | <b>743.90</b> | 747.54     | 743.84     |
|   | <b>743.90</b> | 747.54     | 743.84     |

## 7.8 Property, Plant and Equipment

(₹ in lacs)

| Name of the Asset                       | Gross Block     |                           |                         |                 | Accumulated Depreciation |                |                         |                 | Net Block                      |
|---|-----------------|---------------------------|-------------------------|-----------------|--------------------------|----------------|-------------------------|-----------------|--------------------------------|
|   | As at 01.4.2018 | Additions during the year | Deductions/ Adjustments | As at 31.3.2019 | As at 01.4.2018          | For the year   | Deductions/ Adjustments | As at 31.3.2019 | Net book value as at 31.3.2019 |
| <b>A. PROPERTY, PLANT AND EQUIPMENT</b> |                 |                           |                         |                 |                          |                |                         |                 |                                |
| i) Buildings.....                       | 1.30            | -                         | -                       | <b>1.30</b>     | 1.16                     | 0.02           | -                       | <b>1.18</b>     | 0.12                           |
| Previous year.....                      | (1.30)          | -                         | -                       | <b>(1.30)</b>   | (1.14)                   | (0.02)         | -                       | <b>(1.16)</b>   | (0.14)                         |
| As at 01.04.2017 ....                   | (1.30)          | -                         | -                       | <b>(1.30)</b>   | (1.12)                   | (0.02)         | -                       | <b>(1.14)</b>   | (0.16)                         |
| ii) Plant and Equipment .....           | 11.15           | -                         | -                       | <b>11.15</b>    | 8.79                     | 0.33           | -                       | <b>9.12</b>     | 2.03                           |
| Previous year.....                      | (11.15)         | -                         | -                       | <b>(11.15)</b>  | (8.45)                   | (0.34)         | -                       | <b>(8.79)</b>   | (2.36)                         |
| As at 01.04.2017 ....                   | (11.15)         | -                         | -                       | <b>(11.15)</b>  | (8.11)                   | (0.34)         | -                       | <b>(8.45)</b>   | (2.70)                         |
| iii) Furniture and Fixtures.....        | 76.15           | 3.01                      | -                       | <b>79.16</b>    | 76.15                    | 3.01           | -                       | <b>79.16</b>    | -                              |
| Previous year.....                      | (71.96)         | (4.19)                    | -                       | <b>(76.15)</b>  | (71.96)                  | (4.19)         | -                       | <b>(76.15)</b>  | -                              |
| As at 01.04.2017 ....                   | (68.21)         | (3.75)                    | -                       | <b>(71.96)</b>  | (68.21)                  | (3.75)         | -                       | <b>(71.96)</b>  | -                              |
| iv) Vehicles .....                      | 8.16            | -                         | -                       | <b>8.16</b>     | 3.06                     | 1.02           | -                       | <b>4.08</b>     | 4.08                           |
| Previous year.....                      | (19.48)         | -                         | (11.32)                 | <b>(8.16)</b>   | (13.36)                  | (1.02)         | (11.32)                 | <b>(3.06)</b>   | (5.10)                         |
| As at 01.04.2017 ....                   | (27.93)         | -                         | (8.45)                  | <b>(19.48)</b>  | (16.28)                  | (1.02)         | (3.94)                  | <b>(13.36)</b>  | (6.12)                         |
| v) Office Equipment .                   | 66.59           | 2.15                      | 4.92                    | <b>63.82</b>    | 56.04                    | 4.53           | 4.78                    | <b>55.79</b>    | 8.03                           |
| Previous year.....                      | (59.74)         | (6.85)                    | -                       | <b>(66.59)</b>  | (51.00)                  | (5.04)         | -                       | <b>(56.04)</b>  | (10.55)                        |
| As at 01.04.2017 ....                   | (57.91)         | (2.48)                    | (0.65)                  | <b>(59.74)</b>  | (46.89)                  | (4.76)         | (0.65)                  | <b>(51.00)</b>  | (8.74)                         |
| vi) Leasehold Improvements .....        | 45.58           | -                         | -                       | <b>45.58</b>    | 45.58                    | -              | -                       | <b>45.58</b>    | -                              |
| Previous year.....                      | (45.58)         | -                         | -                       | <b>(45.58)</b>  | (45.58)                  | -              | -                       | <b>(45.58)</b>  | -                              |
| As at 01.04.2017 ....                   | (45.58)         | -                         | -                       | <b>(45.58)</b>  | (45.58)                  | -              | -                       | <b>(45.58)</b>  | -                              |
| <b>GRAND TOTAL.....</b>                 | <b>208.93</b>   | <b>5.16</b>               | <b>4.92</b>             | <b>209.17</b>   | <b>190.78</b>            | <b>8.91</b>    | <b>4.78</b>             | <b>194.91</b>   | <b>14.26</b>                   |
| Previous year.....                      | <b>(209.21)</b> | <b>(11.04)</b>            | <b>(11.32)</b>          | <b>(208.93)</b> | <b>(191.49)</b>          | <b>(10.61)</b> | <b>(11.32)</b>          | <b>(190.78)</b> | <b>(18.15)</b>                 |
| As at 01.04.2017 ....                   | <b>(212.08)</b> | <b>(6.23)</b>             | <b>(9.10)</b>           | <b>(209.21)</b> | <b>(186.19)</b>          | <b>(9.89)</b>  | <b>(4.59)</b>           | <b>(191.49)</b> | <b>(17.72)</b>                 |

## 7.9 Other Intangible assets

(₹ in lacs)

| Name of the Asset      | Gross Block     |                           |                         |                 | Amortisation    |              |                         |                 | Net Block                      |
|------------------------|-----------------|---------------------------|-------------------------|-----------------|-----------------|--------------|-------------------------|-----------------|--------------------------------|
|                        | As at 01.4.2018 | Additions during the year | Deductions/ Adjustments | As at 31.3.2019 | As at 01.4.2018 | For the year | Deductions/ Adjustments | As at 31.3.2019 | Net book value as at 31.3.2019 |
| Software.....          | 4.17            | -                         | -                       | <b>4.17</b>     | 3.44            | 0.53         | -                       | <b>3.97</b>     | 0.20                           |
| Previous year.....     | (4.17)          | -                         | -                       | <b>(4.17)</b>   | (2.77)          | (0.67)       | -                       | <b>(3.44)</b>   | (0.73)                         |
| As at 01.04.2017 ..... | (3.39)          | (0.78)                    | -                       | <b>(4.17)</b>   | (2.10)          | (0.67)       | -                       | <b>(2.77)</b>   | (1.40)                         |

### 7.10 Other Non Financial Assets

|                                   | (₹ in lacs)         |                     |                     |
|-----------------------------------|---------------------|---------------------|---------------------|
|                                   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
| a. Capital Advances .....         | 38.04               | 38.04               | 38.04               |
| b. Prepaid Expenses.....          | 43.31               | 27.56               | 35.96               |
| c. Taxes due from Government..... | 6.27                | 8.68                | 7.88                |
|                                   | <u>87.62</u>        | <u>74.28</u>        | <u>81.88</u>        |

### 7.11 Trade Payables

|   | (₹ in lacs)         |                     |                     |
|---|---------------------|---------------------|---------------------|
|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
| (l) Trade Payables  |                     |                     |                     |
| (i) total outstanding dues of micro enterprises and small enterprises                       | -                   | -                   | -                   |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | -                   | -                   | -                   |
| - Payable against purchase of investments .....   | -                   | -                   | 325.02              |
| - Accrued Expenses.....   | 599.92              | 582.63              | 688.21              |
|   | <u>599.92</u>       | <u>582.63</u>       | <u>1,013.23</u>     |

- i) None of the parties grouped under Trade Payables have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006.
- ii) Disclosure of amounts due to Micro, Small and Medium enterprises is based on information available with the Group regarding the status of the suppliers as defined under 'The Micro, Small and Medium Enterprises Development Act, 2006' (MSMED). This has been relied upon by the auditors.
- iii) Trade Payables include amount payable to the holding company, Tata Sons Pvt. Ltd., ₹ 86.26 lacs (Previous year ₹ 79.16 lacs).
- iv) Trade payables are recognised at their original invoice amounts which represents their fair values on initial recognition. Trade payables are considered to be of short duration and are not discounted and the carrying values are assumed to approximate their fair values.

### 7.12 Other Financial Liabilities

|                                    | (₹ in lacs)         |                     |                     |
|------------------------------------|---------------------|---------------------|---------------------|
|                                    | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
| a. Unpaid dividends.....           | 294.23              | 87.62               | 93.91               |
| b. Income received in Advance..... | 28.36               | 23.05               | 12.19               |
| c. Others.....                     | 40.93               | 39.91               | 39.59               |
|                                    | <u>363.52</u>       | <u>150.58</u>       | <u>145.69</u>       |

### 7.13 Current tax liabilities (Net)

|   | (₹ in lacs)         |                     |                     |
|---|---------------------|---------------------|---------------------|
|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
| a. Provisions for tax - Net of advance tax ₹ 4,537.28 lacs (Previous year ₹ 4,529.78 lacs)..... | 19.66               | 13.66               | 5.45                |
|   | <u>19.66</u>        | <u>13.66</u>        | <u>5.45</u>         |

**7.14 Provisions**

|  | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|--|---------------------|---------------------|---------------------|
| a. Provisions for employee benefits.....                           | 643.97              | 572.22              | 603.66              |
| b. Provision against standard assets (as per RBI regulations)..... | 0.70                | 0.69                | 0.47                |
|  | <b>644.67</b>       | <b>572.91</b>       | <b>604.13</b>       |

(₹ in lacs)

**7.15 Deferred Tax Liabilities**
**Significant components of net deferred tax assets and liabilities as at March 31, 2019 are as follows :**

|  | Opening<br>Balance | Recognised<br>in Profit and<br>Loss | Recognised<br>in OCI | Closing<br>Balance |
|--|--------------------|-------------------------------------|----------------------|--------------------|
| Deferred tax liabilities in relation to:   |                    |                                     |                      |                    |
| Financial Assets carried at fair valued through Profit and Loss.....               | 252.55             | (50.51)                             | -                    | 202.04             |
| Financial Assets carried at fair valued through Other Comprehensive<br>Income..... | 400.90             | -                                   | (293.82)             | 107.08             |
| Equity carried at fair valued through Other Comprehensive Income.....              | 154,268.32         | -                                   | (968.83)             | 153,299.49         |
| Others.....  | 17.96              | (3.59)                              | -                    | 14.37              |
| <b>Deferred tax liabilities.....</b>   | <b>154,939.73</b>  | <b>(54.10)</b>                      | <b>(1,262.65)</b>    | <b>153,622.98</b>  |

(₹ in lacs)

**Significant components of net deferred tax assets and liabilities as at March 31, 2018 are as follows :**

|  | Opening<br>Balance | Recognised<br>in Profit and<br>Loss | Recognised<br>in OCI | Closing<br>Balance |
|--|--------------------|-------------------------------------|----------------------|--------------------|
| Deferred tax liabilities in relation to:   |                    |                                     |                      |                    |
| Financial Assets carried at fair valued through Profit and Loss.....               | 192.67             | 59.88                               | -                    | 252.55             |
| Financial Assets carried at fair valued through Other<br>Comprehensive Income..... | 657.85             | -                                   | (256.95)             | 400.90             |
| Equity carried at fair valued through Other Comprehensive Income.....              | 118,830.54         | -                                   | 35,437.78            | 154,268.32         |
| Others.....  | 21.88              | (3.92)                              | -                    | 17.96              |
| <b>Deferred tax liabilities.....</b>   | <b>119,702.94</b>  | <b>55.96</b>                        | <b>35,180.83</b>     | <b>154,939.73</b>  |

(₹ in lacs)

**7.16 Other Non Financial Liabilities**

|                               | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
|-------------------------------|---------------------|---------------------|---------------------|
| a. Statutory liabilities..... | 15.89               | 12.50               | 30.76               |
|                               | <b>15.89</b>        | <b>12.50</b>        | <b>30.76</b>        |

(₹ in lacs)



## 7.17 Equity Share Capital

| Particulars   | (₹ in lacs)         |                     |                     |
|---|---------------------|---------------------|---------------------|
|   | As at<br>31.03.2019 | As at<br>31.03.2018 | As at<br>01.04.2017 |
| <b>(a) Authorised Capital</b>   |                     |                     |                     |
| 60,000,000 (Previous year 60,000,000) Ordinary shares of ₹ 10 each.....               | <u>6,000.00</u>     | <u>6,000.00</u>     | <u>6,000.00</u>     |
| <b>Issued Capital</b>   |                     |                     |                     |
| 50,595,796 (Previous year 55,095,796) Ordinary shares of ₹ 10 each fully paid up..... | <u>5,059.58</u>     | <u>5,509.58</u>     | <u>5,509.58</u>     |
| <b>Subscribed and Paid up Capital</b>   |                     |                     |                     |
| 50,595,296 (Previous year 55,095,296) Ordinary shares of ₹ 10 each fully paid up..... | <u>5,059.53</u>     | <u>5,509.53</u>     | <u>5,509.53</u>     |
|   | <u>5,059.53</u>     | <u>5,509.53</u>     | <u>5,509.53</u>     |

(b) 34,664,663 Ordinary shares - 68.51% (Previous year 37,541,071 Ordinary shares - 68.14%) of ₹ 10/- each are held by the Holding Company, Tata Sons Pvt. Ltd. No other shareholder holds more than 5% of the Ordinary share capital of the Company. 805,843 Ordinary shares (Previous Year 869,472) are held by a Subsidiary of the Holding Company and 847,695 Ordinary shares (Previous year 918,877) are held by Associates of the Holding Company.

(c) Reconciliation of the number of shares outstanding at the beginning and at the end of the period

|  | 2018-19       |                    | 2017-18       |                    | As at 01.04.2017 |                    |
|--|---------------|--------------------|---------------|--------------------|------------------|--------------------|
|  | No. of Shares | Amount (₹ In lacs) | No. of Shares | Amount (₹ In lacs) | No. of Shares    | Amount (₹ In lacs) |
| Outstanding at the beginning of the year | 55,095,296    | 5,509.53           | 55,095,296    | 5,509.53           | 55,095,296       | 5,509.53           |
| Less: Shares extinguished on buyback     | 4,500,000     | 450.00             | -             | -                  | -                | -                  |
| Outstanding at the end of the year       | 50,595,296    | 5,059.53           | 55,095,296    | 5,509.53           | 55,095,296       | 5,509.53           |

(d) Par value per share is ₹ 10 each.

(e) The Company has only one class of Ordinary shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

(f) The company is an Investment company, the objective of the Company is to invest in long term investments, and distributing the profits of the Company by way of dividends in a way that shareholders can participate equitably in the Company's growth, while maintaining the financial foundation of the Company and ensure sustainable growth. Accordingly, the Company has framed various policies such as investment policy, dividend distribution policy which lays down the framework of Company's capital management.

(g) The Board of Directors of the Company, at its meeting held on November 16, 2018 had approved a proposal to buyback upto ₹ 4,500,000 equity shares of the Company for an aggregate amount not exceeding ₹ 45,000 lacs being 8.17% of the total paid up equity share capital at ₹ 1,000/- per equity share, which was approved by the shareholders by means of a special resolution through a postal ballot. A Letter of Offer was made to all eligible shareholders. The Company bought back 4,500,000 equity shares out of the shares that were tendered by eligible shareholders and extinguished the equity shares bought on February 22, 2019. Capital Redemption Reserve was created to the extent of Share Capital extinguished ₹ 450 lacs. Total amount of 45,000 lacs from securities premium was utilised towards the buy-back and ₹ 346.61 lacs utilised from retained earnings towards transaction costs of buy-back.

## 7.18 Other Equity

|  | As at<br>31.03.2019 | (₹ in lacs)<br>As at<br>31.03.2018 |
|--|---------------------|------------------------------------|
| <b>Capital Reserve</b>   |                     |                                    |
| Balance at the beginning and end of the year .....                           | 4,163.35            | 4,163.35                           |
| <b>Capital Redemption Reserve</b>  |                     |                                    |
| Balance at the beginning of the year .....                                   | -                   | -                                  |
| Add: Addition during the year (Refer note 7.17) .....                        | 450.00              | -                                  |
|  | <u>450.00</u>       | <u>-</u>                           |
| <b>Securities Premium Reserve</b>  |                     |                                    |
| Balance at the beginning of the year .....                                   | 75,502.06           | 75,502.06                          |
| Less: Utilised for buyback of equity shares (Refer note 7.17) .....          | (45,000.00)         | -                                  |
|  | <u>30,502.06</u>    | <u>75,502.06</u>                   |
| <b>General Reserve</b>   |                     |                                    |
| Balance at the beginning and end of the year .....                           | 56,458.18           | 56,458.18                          |
| <b>Statutory Reserve</b>   |                     |                                    |
| Balance at the beginning of the year .....                                   | 58,459.09           | 53,599.25                          |
| Add: Movement during the year .....  | 2,987.22            | 4,859.84                           |
|  | <u>61,446.31</u>    | <u>58,459.09</u>                   |
| <b>Retained Earnings</b>   |                     |                                    |
| Balance at the beginning of the year .....                                   | 66,932.79           | 58,805.94                          |
| Add: Profit for the year .....   | 13,377.88           | 13,107.01                          |
| Add: Realised gains on sale of equity shares carried through FVOCI .....     | 11,871.98           | 11,624.18                          |
| Less: Buyback expenses (Refer note 7.17) .....                               | (346.61)            | -                                  |
| Less: Reclassification of Remeasurement loss on defined benefits plans ..... | (44.44)             | 189.31                             |
| Less: Final Dividend on Ordinary Shares .....                                | (11,019.06)         | (9,917.15)                         |
| Less: Tax on Final Dividend .....  | (2,265.00)          | (2,018.90)                         |
| Less: Transfer to Statutory Reserve .....                                    | (2,987.22)          | (4,859.84)                         |
| Add: Consolidation adjustment for Associates .....                           | 260.94              | 2.24                               |
|  | <u>75,781.26</u>    | <u>66,932.79</u>                   |
| <b>Items of Other Components of Equity</b>                                   |                     |                                    |
| <u>Debt Instruments Through OCI</u>  |                     |                                    |
| Balance at the beginning of the year .....                                   | 1,459.51            | 2,424.62                           |
| Add: Profit for the year .....   | (1,069.69)          | (965.11)                           |
|  | <u>389.82</u>       | <u>1,459.51</u>                    |
| <u>Equity Instruments Through OCI</u>  |                     |                                    |
| Balance at the beginning of the year .....                                   | 561,710.51          | 438,047.75                         |
| Add: Profit for the year .....   | 8,329.98            | 135,286.94                         |
| Less: Realised gains on sale of equity shares carried through FVOCI .....    | (11,871.98)         | (11,624.18)                        |
|  | <u>558,168.51</u>   | <u>561,710.51</u>                  |
| <u>Other Items Of Other Comprehensive Income</u>                             |                     |                                    |
| Balance at the beginning of the year .....                                   | -                   | -                                  |
| Add: Profit for the year .....   | (44.44)             | 189.31                             |
| Less: Reclassification of Remeasurement loss on defined benefits plans ..... | 44.44               | (189.31)                           |
|  | <u>-</u>            | <u>-</u>                           |
|  | <u>558,558.33</u>   | <u>563,170.02</u>                  |
|  | <u>787,359.49</u>   | <u>824,685.49</u>                  |

### **Nature and purpose of reserves:**

#### **Capital Reserve**

The Company recognises profit and loss on purchase, sale, issue or cancellation of the its own equity instruments to capital reserve

#### **Capital Redemption Reserve**

Whenever there is a buy-back or redemption of share capital the nominal value of the capital is transferred to a reserve called Capital Redemption Reserve so as to retain the capital intact.

#### **Securities Premium Reserve**

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

#### **General Reserve**

The General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

#### **Statutory Reserve**

Statutory Reserve represents the reserve created pursuant to the Reserve Bank of India Act, 1934 (the "RBI Act") and related regulations applicable to those companies. Under the RBI Act, a non-banking finance company is required to transfer an amount not less than 20% of its net profit to a reserve fund before declaring any dividend. Appropriation from this reserve fund is permitted only for the purposes specified by the RBI.

## **8.1 Interest Income**

|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
|   |                          | (₹ in lacs)              |
| a. On Financial Assets measured at fair value through OCI |                          |                          |
| i) Interest income from investments .....                 | 4,944.95                 | 4,905.29                 |
| b. On Financial Assets measured at Amortised Cost         |                          |                          |
| i) Interest on deposits with Banks .....                  | 99.04                    | 47.14                    |
| ii) Other interest income.....                            | 7.80                     | 10.15                    |
|   | <b>5,051.79</b>          | <b>4,962.58</b>          |

## **8.2 Net gain on fair value changes**

|  | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
|  |                          | (₹ in lacs)              |
| (A) Net gain/ (loss) on financial instruments at fair value through profit and loss account :- |                          |                          |
| - Realised gains on bonds / debentures .....   | 298.52                   | 959.32                   |
| - Equity instruments.....  | (81.07)                  | 152.29                   |
| - Mutual Funds .....   | 2,133.17                 | 1,409.45                 |
| - Venture Capital.....   | (36.95)                  | 259.67                   |
|  | <b>2,313.67</b>          | <b>2,780.73</b>          |
| Fair Value changes:  |                          |                          |
| - Realised .....   | 2,785.83                 | 2,514.83                 |
| - Unrealised .....   | (472.16)                 | 265.90                   |
|  | <b>2,313.67</b>          | <b>2,780.73</b>          |

## **8.3 Other income**

|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
|   |                          | (₹ in lacs)              |
| a. Net gain on derecognition of property, plant and equipment ..... | -                        | 2.16                     |
| b. Other Income .....   | 10.35                    | 7.59                     |
|   | <b>10.35</b>             | <b>9.75</b>              |

**8.4 Employee Benefits Expenses**

|  | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
|  |                          | (₹ in lacs)              |
| a. Salaries and wages including bonus.....         | 1,030.41                 | 926.11                   |
| b. Contribution to provident and other funds ..... | 77.38                    | 67.85                    |
| c. Staff welfare expenses.....                     | 87.14                    | 76.97                    |
|  | <b>1,194.93</b>          | <b>1,070.93</b>          |

**8.5 Finance Cost**

|  | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
|  |                          | (₹ in lacs)              |
| Measured at Fair Value through Profit or loss    |                          |                          |
| a. Borrowings (Other than debt securities) ..... | -                        | 0.62                     |
|  | -                        | 0.62                     |

**8.6 Other expenses**

|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
|   |                          | (₹ in lacs)              |
| i) Power.....   | 5.29                     | 5.45                     |
| ii) Rent.....   | 81.91                    | 79.11                    |
| iii) Repairs to machinery.....  | 3.32                     | 2.83                     |
| iv) Insurance.....  | 0.24                     | 0.35                     |
| v) Donations  | -                        |                          |
| - Towards Corporate Social Responsibility .....                               | 364.80                   | 250.00                   |
| vi) Provision against standard assets of NBFCs (as per RBI regulations) ..... | 0.01                     | 0.22                     |
| vii) Net loss on derecognition of property, plant and equipment .....         | 0.16                     | -                        |
| viii) GST / Service Tax paid on securities lending and borrowings.....        | 83.15                    | 103.88                   |
| ix) Payments to auditors  |                          |                          |
| (a) Statutory Auditor   |                          |                          |
| (i) Audit Fees .....  | 11.75                    | 11.75                    |
| (ii) Tax Audit Fees.....  | 1.08                     | 0.08                     |
| (iii) For other services.....   | 5.59                     | 3.06                     |
| (iv) For Taxation Matter .....  | 3.30                     | 1.18                     |
| (v) For GST / Service Tax on above fees .....                                 | 1.87                     | 0.27                     |
|   | <b>23.59</b>             | <b>16.34</b>             |
| (b) Internal Auditor .....  | <b>9.33</b>              | <b>9.24</b>              |
| <b>Total (a) + (b)</b> .....  | <b>32.92</b>             | <b>25.58</b>             |
| x) Miscellaneous expenses .....   | <b>354.71</b>            | <b>374.83</b>            |
|   | <b>926.51</b>            | <b>842.25</b>            |

**8.6.1 Details of CSR expenditure**

|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
|   |                          | (₹ in lacs)              |
| a) Gross amount required to be spent by the Company during the year ..... | 363.96                   | 82.00                    |
| b) Amount spent during the year   |                          |                          |
| i) Construction / acquisition of any asset .....                          | -                        | -                        |
| ii) On purposes other than (i) above .....                                | 364.80                   | 250.00                   |

## 8.6.2 Tax Expense

|   | (₹ in lacs)              |                          |
|---|--------------------------|--------------------------|
|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
| <b>(a) Amounts recognised in profit and loss</b>  |                          |                          |
| - Current Tax.....  | 1,366.00                 | 1,525.08                 |
| - Deferred tax relating to origination and reversal of temporary differences .....        | (54.10)                  | 55.96                    |
| <b>Total tax charge.....</b>  | <b>1,311.90</b>          | <b>1,581.04</b>          |
| <b>(b) Amounts recognised in other comprehensive income</b>                               |                          |                          |
| - Remeasurements of the defined benefit plans.....  | 13.56                    | 5.43                     |
| - Equity Instruments through Other Comprehensive Income .....                             | (2,292.21)               | (38,594.90)              |
| - Bonds / Debentures through Other Comprehensive Income .....                             | 293.82                   | 256.95                   |
|   | <b>(1,984.83)</b>        | <b>(38,332.52)</b>       |
| <b>(c) Reconciliation of the total tax charge:</b>  |                          |                          |
| - Accounting profit before tax.....   | 14,693.93                | 14,693.51                |
| - At India's statutory income tax rate of 21.5488% (2018: 21.3416%).....                  | 3,166.37                 | 3,135.83                 |
| - Income not subject to tax .....   |                          |                          |
| - Dividend (net of expenses disallowed on exempt income).....                             | (2,189.00)               | (1,515.08)               |
| - Impact of tax at different rates.....   | 333.10                   | (50.46)                  |
| - Others.....   | 1.43                     | 12.61                    |
| - Impact of change in tax rate .....  | -                        | (1.86)                   |
| <b>Income tax expense reported in the Consolidated statement of profit and loss .....</b> | <b>1,311.90</b>          | <b>1,581.04</b>          |

The effective income tax rate for 31 March 2019 is 8.93% (31 March 2018: 10.76%).

## 9. Details of Earnings per share :

|  | (₹ in lacs)              |                          |
|--|--------------------------|--------------------------|
|  | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
| Profit attributable to Equity shareholders.....  | 13,377.88                | 13,107.01                |
| Weighted average number of Ordinary shares for computing - Basic and Diluted earnings per share..... | 54,639,132               | 55,095,296               |
| Earnings per Ordinary share (Weighted average)   |                          |                          |
| Basic and Diluted (Rupees) .....   | <b>24.48</b>             | 23.79                    |

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of the completion of these financial statements which would require the restatement of EPS.

## 10. Segment Information:

As the Company has no activities other than those of an investment company, the segment reporting under Indian Accounting Standard Ind AS 108 - 'Operating Segments' is not applicable. The Company does not have any reportable geographical segment.

## 11. Contingent Liabilities & Commitments:

### Contingent Liabilities

|   |       |       |
|---|-------|-------|
| (a) Income Tax matters decided in the Company's favour by appellate authorities, where the department is in further appeal..... | 11.31 | 11.31 |
|---|-------|-------|

### Commitments

|   |          |          |
|---|----------|----------|
| (a) Uncalled liability on investments in Venture Capital Funds.....   | 451.04   | 5.22     |
| (b) Investments partly paid – Equity Shares of ₹ 10 each in Tata steel Ltd. (₹ 2.504 per share paid up) ..... | 1,248.71 | 1,248.71 |

12. Dividend of ₹ 20 per share (previous year ₹ 20 per share [including special dividend of ₹ 2 per share]) amounting to ₹ 12,199.06 lacs (previous year ₹ 13,284.03 lacs) including tax thereon ₹ 2080.00 lacs (previous year ₹ 2,264.97 lacs) is proposed on ordinary shares. The recommended dividend will be accounted for when approved by the shareholders.

**13. Employee Benefits****(a) Defined contribution plans**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Family Pension Fund and Superannuation Fund which is a defined contribution plan. The Company has no obligations other than these three funds to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund, Family Pension Fund and Superannuation Fund for the year are summarised below.

**Company's contribution to:**

|   | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
| Provident Fund.....                     | 33.01                    | 30.80                    |
| Superannuation Fund.....                | 26.86                    | 19.34                    |
| Employees' State Insurance Scheme ..... | 0.16                     | 0.54                     |
|   | <u>60.03</u>             | <u>50.68</u>             |

(₹ in lacs)

**(b) Defined benefit plans****I Retiring gratuity (Funded)**

(i) The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:

|  | Year Ended<br>31.03.2019 | Year Ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
| <b>Change in defined benefit obligations:</b>  |                          |                          |
| <b>Obligation at the beginning of the year</b> .....                                     | <b>296.35</b>            | 282.01                   |
| Current service cost.....  | 17.42                    | 16.25                    |
| Past service cost.....   | -                        | 1.07                     |
| Interest costs.....  | 21.52                    | 19.85                    |
| Remeasurement (gain)/loss.....   | 10.27                    | (9.43)                   |
| Liability assumed.....   | -                        | 0.67                     |
| Benefits paid .....  | (39.47)                  | (14.07)                  |
| <b>Obligation at the end of the year</b> .....   | <b>306.09</b>            | 296.35                   |
| <b>Change in plan assets:</b>  |                          |                          |
| <b>Fair value of plan assets at the beginning of the year</b> .....                      | <b>296.35</b>            | 282.01                   |
| Interest income .....  | 22.30                    | 20.58                    |
| Remeasurement gain/(loss) excluding amount included within employee benefit expense..... | (0.11)                   | 0.12                     |
| Employers contribution .....   | 27.02                    | 7.04                     |
| Benefits paid .....  | (39.47)                  | (14.07)                  |
| Assets acquired.....   | -                        | 0.67                     |
| <b>Fair value of plan assets at the end of the year</b> .....                            | <b>306.09</b>            | 296.35                   |
| <b>Amounts recognised in the balance sheet consist of:</b>                               |                          |                          |
| Fair value of plan assets .....  | 306.09                   | 296.35                   |
| Present value of obligation.....   | 306.09                   | 296.35                   |
|  | -                        | -                        |

(₹ in lacs)

**Expense recognised in the statement of profit and loss consists of:**

|  | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
|--|-------------------------|-------------------------|
| (₹ in lacs)  |                         |                         |
| <b>Employee benefits expense:</b>  |                         |                         |
| Current service cost.....  | 17.42                   | 16.25                   |
| Net interest expense .....   | (0.78)                  | 0.34                    |
|  | <u>16.64</u>            | <u>16.59</u>            |
| <b>Other comprehensive income:</b>   |                         |                         |
| Return on plan assets excluding amount included in employee benefits expense ..... | 0.11                    | (0.12)                  |
| Actuarial (gain)/loss arising from changes in demographic assumption.....          | 0.07                    | -                       |
| Actuarial (gain)/loss arising from changes in financial assumption .....           | 2.16                    | (10.98)                 |
| Actuarial (gain)/loss arising from changes in experience adjustments .....         | 8.04                    | 1.55                    |
|  | <u>10.38</u>            | <u>(9.55)</u>           |
| <b>Expense/(gain) recognised in the statement of profit and loss</b>               | <u><b>27.02</b></u>     | <u><b>7.04</b></u>      |

**(ii) Fair value of plan assets by category of investment is as below:**

| <b>Assets category (%)</b>        |               |               |
|-----------------------------------|---------------|---------------|
| Debt instruments (quoted).....    | 244.19        | 262.36        |
| Debt instruments (unquoted) ..... | 11.78         | 11.78         |
| Others (unquoted) .....           | 50.12         | 22.21         |
|                                   | <u>306.09</u> | <u>296.35</u> |

**(iii) Key assumptions used in the measurement of retiring gratuity is as below:**

|   |       |       |
|---|-------|-------|
| Discount rate (per annum).....                | 7.70% | 7.80% |
| Rate of escalation in salary (per annum)..... | 8.00% | 8.00% |

(iv) Weighted average duration of the retiring gratuity obligation is 7.33 years (March 31, 2018: 7.19 Years).

(v) The Company expects to contribute ₹ 20 lakhs to the plan during the financial year 2019-20.

(vi) The table below outlines the effect on retiring gratuity obligation in the event of a decrease/increase of 0.50% in the assumptions used.

**As at March 31, 2019**

| Assumption    | Change in assumption                 | Impact on obligation |               |
|---------------|--------------------------------------|----------------------|---------------|
|               |                                      | Increase             | Decrease      |
| Discount rate | Increase by 0.50%, decrease by 0.50% | ₹ 295.19 lacs        | ₹ 317.65 lacs |
|               |                                      | (3.56%)              | 3.77%         |
| Salary rate   | Increase by 0.50%, decrease by 0.50% | ₹ 317.54 lacs        | ₹ 295.18lacs  |
|               |                                      | 3.74%                | (3.57%)       |

**As at March 31, 2018**

| Assumption    | Change in assumption                 | Impact on obligation |               |
|---------------|--------------------------------------|----------------------|---------------|
|               |                                      | Increase             | Decrease      |
| Discount rate | Increase by 0.50%, decrease by 0.50% | ₹ 286.00 lacs        | ₹ 307.34 lacs |
|               |                                      | (3.49%)              | 3.68%         |
| Salary rate   | Increase by 0.50%, decrease by 0.50% | ₹ 307.25 lacs        | ₹ 285.98lacs  |
|               |                                      | 3.71%                | (3.50%)       |

The above sensitivities may not be representative of the actual change as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**(vii) Projected Plan Cash Flow :**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

| Maturity Profile                        | (₹ in lacs)             |                         |
|---|-------------------------|-------------------------|
|   | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| Expected benefits for year 1            | 74.58                   | 40.79                   |
| Expected benefits for year 2            | 5.55                    | 69.87                   |
| Expected benefits for year 3            | 5.83                    | 5.16                    |
| Expected benefits for year 4            | 18.77                   | 5.43                    |
| Expected benefits for year 5            | 6.31                    | 18.17                   |
| Expected benefits for year 6            | 38.25                   | 5.84                    |
| Expected benefits for year 7            | 8.74                    | 34.84                   |
| Expected benefits for year 8            | 31.36                   | 7.93                    |
| Expected benefits for year 9            | 117.23                  | 28.88                   |
| Expected benefits for year 10 and above | 293.60                  | 366.66                  |

The Company expects to contribute ₹ 20 lakhs to the plan during the financial year 2019-20.

Weighted average duration of the retiring gratuity obligation is 7.33 years (March 31, 2018: 7.19 Years).

**(viii) Risk Associated with Defined Benefit Plan- Gratuity**

**Inherent risk :** The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature the plan is not subject to any longevity risks.

**Investment Risk and Asset-Liability Risk :** The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan are required to invest the funds as per the prescribed pattern of investments laid out in the income tax rules for such approved plans. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset-liability matching strategy to manage risk actively.

During the year, there were no plan amendments, curtailments and settlements.

**II Post retirement medical benefits**

Under this unfunded scheme, employees of the Company receive medical benefits subject to certain limits on amounts of benefits, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Employees separated from the Company under an early separation scheme, on medical grounds or due to permanent disablement are also covered under the scheme. The Company accounts for the liability for post-retirement medical scheme based on an year end actuarial valuation.

(i) The following table sets out the amounts recognised in the financial statements in respect of post retirement medical benefits and other defined benefit plans.

|  | (₹ in lacs)             |                         |
|--|-------------------------|-------------------------|
|  | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| <b>Change in defined benefit obligation:</b>         |                         |                         |
| <b>Obligation at the beginning of the year</b> ..... | 155.43                  | 111.43                  |
| Current Service Cost.....                            | 6.43                    | 3.66                    |
| Interest Cost .....                                  | 11.65                   | 7.85                    |
| Remeasurement (gain)/ Loss.....                      | 52.55                   | 34.68                   |
| Benefits paid .....                                  | (4.53)                  | (2.19)                  |
| Past Service Cost .....                              | -                       | -                       |
| <b>Obligation at the end of the year</b> .....       | <b>221.53</b>           | <b>155.43</b>           |



|   | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
|---|-------------------------|-------------------------|
| (₹ in lacs)   |                         |                         |
| <b>Amounts recognised in the balance sheet consist of:</b>                            |                         |                         |
| Fair value of plan assets .....   | -                       | -                       |
| Present value of obligation .....   | -                       | -                       |
|   | <u>-</u>                | <u>-</u>                |
| <b>Expense recognised in the statement of profit and loss consists of:</b>            |                         |                         |
| <b>Employee benefits expense:</b>   |                         |                         |
| Current service cost .....  | 6.43                    | 3.65                    |
| Net interest expense .....  | 11.65                   | 7.85                    |
|   | <u>18.08</u>            | <u>11.50</u>            |
| <b>Other comprehensive income:</b>  |                         |                         |
| Return on plan assets excluding amount included in employee benefits expense          |                         |                         |
| Actuarial (gain)/loss arising from changes in demographic assumption .....            | 1.70                    |                         |
| Actuarial (gain)/loss arising from changes in financial assumption .....              | (3.22)                  | 72.24                   |
| Actuarial (gain)/loss arising from changes in experience adjustments.....             | 54.07                   | (37.57)                 |
|   | <u>52.55</u>            | <u>34.67</u>            |
| <b>Expense/(gain) recognised in the statement of profit and loss .....</b>            | <b><u>70.63</u></b>     | <b><u>46.17</u></b>     |
| <b>(ii) Key assumptions used in the measurement of retiring gratuity is as below:</b> |                         |                         |
| Discount Rate (per annum).....  | 7.55%                   | 7.55%                   |
| Inflation rate (per annum).....   | 6.00%                   | 6.00%                   |

(iii) Weighted average duration of post-retirement medical benefit obligation is 14.39 years (March 31, 2018: 15.07 Years).

(iv) The table below outlines the effect on retiring gratuity obligation in the event of a decrease/increase of 0.50% in the assumptions used.

**As at March 31, 2019**

| Assumption        | Change in assumption                 | Impact on obligation |          |
|-------------------|--------------------------------------|----------------------|----------|
|                   |                                      | Increase             | Decrease |
| Discount rate     | Increase by 0.50%, decrease by 0.50% | (6.83%)              | 7.60%    |
| Medical Inflation | Increase by 0.50%, decrease by 0.50% | 16.18%               | (13.28%) |
| Life Expectancy   | Increase by 0.50%, decrease by 0.50% | 6.53%                | 1.85%    |

**As at March 31, 2018**

| Assumption        | Change in assumption                 | Impact on obligation |          |
|-------------------|--------------------------------------|----------------------|----------|
|                   |                                      | Increase             | Decrease |
| Discount rate     | Increase by 0.50%, decrease by 0.50% | (5.42%)              | 5.99%    |
| Medical Inflation | Increase by 0.50%, decrease by 0.50% | (11.23%)             | (9.25%)  |
| Life Expectancy   | Increase by 0.50%, decrease by 0.50% | 2.26%                | (2.35%)  |

The above sensitivities may not be representative of the actual change as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

**(v) Projected Plan Cash Flow :**

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date :

| Maturity Profile             | (₹ in lacs)             |                         |
|------------------------------|-------------------------|-------------------------|
|                              | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| Expected benefits for year 1 | 4.60                    | 2.26                    |
| Expected benefits for year 2 | 7.52                    | 3.60                    |
| Expected benefits for year 3 | 7.98                    | 5.82                    |
| Expected benefits for year 4 | 8.45                    | 6.15                    |
| Expected benefits for year 5 | 10.11                   | 6.50                    |
| Expected benefits for year 6 | 10.68                   | 7.21                    |
| Expected benefits for year 7 | 12.35                   | 7.60                    |

| Maturity Profile                        | (₹ in lacs)             |                         |
|---|-------------------------|-------------------------|
|   | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| Expected benefits for year 8            | 13.01                   | 8.79                    |
| Expected benefits for year 9            | 14.39                   | 9.24                    |
| Expected benefits for year 10 and above | 852.63                  | 366.66                  |

Weighted average duration of post-retirement medical benefit obligation is 14.39 years (March 31, 2018: 15.07 Years).

#### Risk Associated with Defined Benefit Plan- Post Retirement Medical Benefits

**Inherent risk :** The plan is of a defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the Company that any adverse increase in healthcare costs or demographic experience can result in an increase in cost of providing these benefits to employees in future. The benefits are also paid during the lifetime of the beneficiaries and the plan carries the longevity risks.

During the year, there were no plan amendments, curtailments and settlements.

#### (vi) Other Long Term Benefits

Other Long Term Benefits include compensated absences, sick leave, long term service benefit and pension. The liability towards other long term benefits is determined by independent actuary at every balance sheet date.

Amounts recognised in the balance sheet consist of:

|   | (₹ in lacs)             |                         |
|---|-------------------------|-------------------------|
|   | Year ended<br>31.3.2019 | Year ended<br>31.3.2018 |
| (i) Compensated Absences (including privileged leave and sick leave)..... | 288.06                  | 275.87                  |
| (ii) Long Term Service Benefit.....                                       | 43.58                   | 46.59                   |
| (iii) Pension.....  | 90.80                   | 94.34                   |
|   | <b>422.44</b>           | <b>416.80</b>           |

## 14. Related Parties Disclosures

### a) List of Related Parties and Relationship

#### Holding Company

Tata Sons Pvt. Ltd.

#### Associates

Tata Asset Management Ltd.  
Tata Trustee Company Ltd.  
Amalgamated Plantations Pvt. Ltd.

#### Key Management Personnel (KMP)

Mr. A. N. Dalal (Executive Director)

#### Other Subsidiaries / Associates / Associate of Fellow Subsidiary of Promoter / Joint Venture :- (with whom the Company has transactions)

- |  |  |
|--|--|
| 1. Ewart Investments Ltd.                                      | 2. Infiniti Retail Ltd.                  |
| 3. Tata Teleservices (Maharashtra) Limited (w.e.f. 02.02.2017) | 4. Tata Autocomp Systems Ltd.            |
| 5. Tata Consultancy Services Ltd.                              | 6. Tata International Ltd.               |
| 7. Tata Chemicals Ltd.   | 8. Tata Elxsi Ltd.                       |
| 9. Tata Global Beverages Ltd.                                  | 10. Tata Motors Ltd.                     |
| 11. Tata Power Company Ltd.                                    | 12. Tata Steel Ltd.                      |
| 13. The Indian Hotels Company Ltd.                             | 14. Titan Company Ltd.                   |
| 15. Trent Ltd.   | 16. Voltas Ltd.                          |
| 17. The Associated Building Company Ltd.                       | 18. Tata AIA Life Insurance Company Ltd. |

#### Other Related Parties

- Tata Investment Corporation Limited - Provident Fund
- The Investment Corporation of India Limited - Employees Gratuity Trust Fund
- Tata Sons Consolidated Superannuation Fund

## b) Related Party Transactions

|  | 2018-19         |            |                                |                              |  |                                   |                       | 2017-18  |                 |            |                                |                              |  |                                   |                       |          |
|--|-----------------|------------|--------------------------------|------------------------------|--|-----------------------------------|-----------------------|----------|-----------------|------------|--------------------------------|------------------------------|--|-----------------------------------|-----------------------|----------|
|  | Holding Company | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Fellow Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties | KMP      | Holding Company | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Fellow Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties | KMP      |
| 1. Proceeds received on Buy-back.....              | -               | -          | 376.97                         | -                            | -  | -                                 | -                     | -        | -               | -          | 652.37                         | -                            | -  | -                                 | -                     | -        |
| 2. Interest received on debentures.....            | -               | -          | 186.00                         | 2,495.50                     | -  | -                                 | -                     | -        | -               | -          | 186.00                         | 2,495.21                     | -  | -                                 | -                     | -        |
| 3. Dividends received.....                         | 26.08           | 664.05     | 332.33                         | 5,974.54                     | -  | -                                 | -                     | -        | 26.08           | 611.39     | 310.05                         | 3,861.77                     | -  | -                                 | -                     | -        |
| 4. Dividends paid.....                             | 7,508.21        | -          | 173.89                         | 183.77                       | -  | -                                 | -                     | 6,757.39 | -               | -          | 156.50                         | 165.39                       | -  | -                                 | -                     | -        |
| 5. Deposit received.....                           | -               | -          | -                              | -                            | -  | -                                 | -                     | -        | -               | 1.00       | -                              | -                            | -  | -                                 | -                     | -        |
| 6. Deposit refunded.....                           | -               | -          | -                              | -                            | -  | -                                 | -                     | -        | -               | 1.00       | -                              | -                            | -  | -                                 | -                     | -        |
| 7. Purchase of fixed assets.....                   | -               | -          | 0.61                           | -                            | -  | -                                 | -                     | -        | -               | -          | 4.25                           | -                            | -  | -                                 | -                     | -        |
| 8. Brand equity subscription expense.....          | 89.23           | -          | -                              | -                            | -  | -                                 | -                     | 77.61    | -               | -          | -                              | -                            | -  | -                                 | -                     | -        |
| 9. Rent paid.....                                  | -               | -          | 74.13                          | -                            | -  | -                                 | -                     | -        | -               | -          | 70.82                          | -                            | -  | -                                 | -                     | -        |
| 10. Other expenses.....                            | 0.77            | -          | 3.84                           | 4.33                         | 8.20   | 0.88                              | -                     | 4.61     | -               | -          | 2.89                           | 1.95                         | -  | -                                 | -                     | -        |
| 11. Paid towards Buy-back of Equity Shares.....    | 28,764.08       | -          | 636.29                         | 711.82                       | -  | -                                 | -                     | -        | -               | -          | -                              | -                            | -  | -                                 | -                     | -        |
| 12. Paid towards Right Issue of Equity Shares..... | -               | -          | -                              | -                            | -  | -                                 | -                     | -        | -               | -          | -                              | 5,188.95                     | -  | -                                 | -                     | -        |
| 13. Contribution to Employees benefit trust.....   | -               | -          | -                              | -                            | -  | -                                 | 76.77                 | -        | -               | -          | -                              | -                            | -  | -                                 | -                     | 54.35    |
| 14. Compensation to KMP.....                       | -               | -          | -                              | -                            | -  | -                                 | -                     | -        | -               | -          | -                              | -                            | -  | -                                 | -                     | 285.00   |
| Short term employee benefits..                     | -               | -          | -                              | -                            | -  | -                                 | -                     | -        | -               | -          | -                              | -                            | -  | -                                 | -                     | 162.00   |
| Post employment benefits *                         | -               | -          | -                              | -                            | -  | -                                 | -                     | -        | -               | -          | -                              | -                            | -  | -                                 | -                     | -        |
| Debit balance outstanding at year end -.....       | -               | -          | -                              | -                            | -  | -                                 | -                     | -        | -               | -          | -                              | -                            | -  | -                                 | -                     | -        |
| Outstanding receivables.....                       | -               | -          | 2,119.36                       | 22,651.30                    | -  | -                                 | -                     | -        | -               | -          | 2,119.36                       | -                            | -  | -                                 | -                     | -        |
| Credit balance outstanding at year end -.....      | -               | -          | -                              | -                            | -  | -                                 | -                     | -        | -               | -          | -                              | -                            | -  | -                                 | -                     | -        |
| Outstanding payables.....                          | 86.26           | -          | 0.41                           | -                            | 7.96   | -                                 | -                     | 79.16    | -               | -          | 0.04                           | -                            | -  | -                                 | -                     | 162.00 * |

\* No separate figures are available towards Compensated absences, Contribution to gratuity fund and Post retirement medical benefit fund for the Director.

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

(₹ in lacs)

|  | 2018-19    |                                |                              |   |                                   |                       | 2017-18    |                                |                              |   |                                   |                       |
|--|------------|--------------------------------|------------------------------|---|-----------------------------------|-----------------------|------------|--------------------------------|------------------------------|---|-----------------------------------|-----------------------|
|  | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties |
| <b>Proceeds received on Buy-back</b>   |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata Consultancy Services Ltd. ....    | -          | 376.97                         | -                            | -   | -                                 | -                     | -          | 652.37                         | -                            | -   | -                                 | -                     |
| <b>Interest received on debentures</b> |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata International Ltd. ....           | -          | 186.00                         | -                            | -   | -                                 | -                     | -          | 186.00                         | -                            | -   | -                                 | -                     |
| Tata Chemicals Ltd. ....               | -          | -                              | 40.00                        | -   | -                                 | -                     | -          | -                              | 40.00                        | -   | -                                 | -                     |
| Tata Motors Ltd. ....                  | -          | -                              | 99.50                        | -   | -                                 | -                     | -          | -                              | 99.50                        | -   | -                                 | -                     |
| Tata Power Company Ltd. ....           | -          | -                              | 1,311.00                     | -   | -                                 | -                     | -          | -                              | 1,311.00                     | -   | -                                 | -                     |
| Tata Steel Ltd. ....                   | -          | -                              | 1,045.00                     | -   | -                                 | -                     | -          | -                              | 1,044.71                     | -   | -                                 | -                     |
| <b>Dividends received</b>              |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Tata Asset Management Ltd. ....        | 526.55     | -                              | -                            | -   | -                                 | -                     | 473.89     | -                              | -                            | -   | -                                 | -                     |
| Tata Trustee Company Ltd. ....         | 137.50     | -                              | -                            | -   | -                                 | -                     | 137.50     | -                              | -                            | -   | -                                 | -                     |
| Amalgamated Plantations Pvt. Ltd. .... | -          | -                              | -                            | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |
| Tata Autocomp Systems Ltd. ....        | -          | 54.40                          | -                            | -   | -                                 | -                     | -          | 54.40                          | -                            | -   | -                                 | -                     |
| Tata Consultancy Services Ltd. ....    | -          | 277.93                         | -                            | -   | -                                 | -                     | -          | 255.65                         | -                            | -   | -                                 | -                     |
| Tata Chemicals Ltd. ....               | -          | -                              | 3,344.00                     | -   | -                                 | -                     | -          | -                              | 1,672.00                     | -   | -                                 | -                     |
| Tata Elxsi Ltd. ....                   | -          | -                              | 160.60                       | -   | -                                 | -                     | -          | -                              | 116.80                       | -   | -                                 | -                     |
| Tata Global Beverages Ltd. ....        | -          | -                              | 673.63                       | -   | -                                 | -                     | -          | -                              | 633.21                       | -   | -                                 | -                     |
| Tata Power Company Ltd. ....           | -          | -                              | 88.93                        | -   | -                                 | -                     | -          | -                              | 88.93                        | -   | -                                 | -                     |
| Tata Steel Ltd. ....                   | -          | -                              | 399.46                       | -   | -                                 | -                     | -          | -                              | 338.50                       | -   | -                                 | -                     |
| The Indian Hotels Company Ltd. ....    | -          | -                              | 64.29                        | -   | -                                 | -                     | -          | -                              | 46.88                        | -   | -                                 | -                     |
| Titan Company Ltd. ....                | -          | -                              | 670.34                       | -   | -                                 | -                     | -          | -                              | 464.77                       | -   | -                                 | -                     |
| Trent Ltd. ....                        | -          | -                              | 174.89                       | -   | -                                 | -                     | -          | -                              | 152.08                       | -   | -                                 | -                     |
| Voltas Ltd. ....                       | -          | -                              | 398.40                       | -   | -                                 | -                     | -          | -                              | 348.60                       | -   | -                                 | -                     |
| <b>Dividends paid</b>                  |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
| Ewart Investments Ltd. ....            | -          | 173.89                         | -                            | -   | -                                 | -                     | -          | -                              | -                            | 156.50                                    | -                                 | -                     |
| Tata Chemicals Ltd. ....               | -          | -                              | 95.17                        | -   | -                                 | -                     | -          | -                              | 85.65                        | -   | -                                 | -                     |
| Tata Global Beverages Ltd. ....        | -          | -                              | 31.69                        | -   | -                                 | -                     | -          | -                              | 28.52                        | -   | -                                 | -                     |
| Tata Steel Ltd. ....                   | -          | -                              | 49.20                        | -   | -                                 | -                     | -          | -                              | 44.28                        | -   | -                                 | -                     |
| Trent Ltd. ....                        | -          | -                              | 7.71                         | -   | -                                 | -                     | -          | -                              | 6.94                         | -   | -                                 | -                     |
| <b>Deposit received</b>                |            |                                |                              |   |                                   |                       |            |                                |                              |   |                                   |                       |
|  | -          | -                              | -                            | -   | -                                 | -                     | -          | -                              | -                            | -   | -                                 | -                     |

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

(₹ in lacs)

|   | 2018-19    |                                |                              |  |                                   |                       | 2017-18    |                                |                              |  |                                   |                       |
|---|------------|--------------------------------|------------------------------|--|-----------------------------------|-----------------------|------------|--------------------------------|------------------------------|--|-----------------------------------|-----------------------|
|   | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Fellow Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties | Associates | Other Subsidiaries of Promoter | Other Associates of Promoter | Other Associate of Fellow Subsidiary of Promoter | Other Joint Venture with Promoter | Other Related Parties |
| Tata Asset Management Ltd.....  | -          | -                              | -                            | -  | -                                 | -                     | 1.00       | -                              | -                            | -  | -                                 | -                     |
| <b>Deposit refunded</b>   |            |                                |                              |  |                                   |                       |            |                                |                              |  |                                   |                       |
| Tata Asset Management Ltd.....  | -          | -                              | -                            | -  | -                                 | -                     | 1.00       | -                              | -                            | -  | -                                 | -                     |
| <b>Purchase of Fixed Assets</b>   |            |                                |                              |  |                                   |                       |            |                                |                              |  |                                   |                       |
| Infiniti Retail Ltd.....  | -          | 0.61                           | -                            | -  | -                                 | -                     | -          | 4.25                           | -                            | -  | -                                 | -                     |
| <b>Rent Paid</b>  |            |                                |                              |  |                                   |                       |            |                                |                              |  |                                   |                       |
| Ewart Investments Ltd.....  | -          | 74.13                          | -                            | -  | -                                 | -                     | -          | 70.82                          | -                            | -  | -                                 | -                     |
| <b>Other expenses</b>   |            |                                |                              |  |                                   |                       |            |                                |                              |  |                                   |                       |
| Ewart Investments Ltd.....  | -          | 0.38                           | -                            | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| Infiniti Retail Ltd.....  | -          | 0.01                           | -                            | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| Tata AIA Life Insurance Company Ltd.....  | -          | -                              | -                            | -  | 0.88                              | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| Tata Consultancy Services Ltd.....  | -          | 2.85                           | -                            | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| Tata Teleservices (Maharashtra) Limited.....                                      | -          | 0.60                           | -                            | -  | -                                 | -                     | -          | 2.89                           | -                            | -  | -                                 | -                     |
| Tata Securities Ltd.....  | -          | -                              | -                            | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| The Associated Building Company Ltd.....  | -          | -                              | -                            | 8.20   | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| The Indian Hotels Company Ltd.....  | -          | -                              | 2.83                         | -  | -                                 | -                     | -          | -                              | 1.95                         | -  | -                                 | -                     |
| Titan Company Ltd.....  | -          | -                              | 1.50                         | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| <b>Paid towards Buy-back of Equity Shares</b>                                     |            |                                |                              |  |                                   |                       |            |                                |                              |  |                                   |                       |
| Ewart Investments Ltd.....  | -          | 636.29                         | -                            | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| Tata Chemicals Ltd.....   | -          | -                              | 348.25                       | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| Tata Global Beverages Ltd.....  | -          | -                              | 115.97                       | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| Tata Steel Ltd.....   | -          | -                              | 180.03                       | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| Trent Ltd.....  | -          | -                              | 67.57                        | -  | -                                 | -                     | -          | -                              | -                            | -  | -                                 | -                     |
| <b>Paid towards Right of Equity Shares</b>  |            |                                |                              |  |                                   |                       |            |                                |                              |  |                                   |                       |
| Tata Steel Ltd.....   | -          | -                              | -                            | -  | -                                 | -                     | -          | -                              | 3,180.01                     | -  | -                                 | -                     |
| The Indian Hotels Company Ltd.....  | -          | -                              | -                            | -  | -                                 | -                     | -          | -                              | 2,008.94                     | -  | -                                 | -                     |
| <b>Contribution to Employees benefit trust</b>                                    |            |                                |                              |  |                                   |                       |            |                                |                              |  |                                   |                       |
| Tata Investment Corporation Limited - Provident Fund ...                          | -          | -                              | -                            | -  | -                                 | -                     | -          | -                              | -                            | -  | 30.41                             | 27.97                 |
| The Investment Corporation of India Limited - Employees Gratuity Trust Fund ..... | -          | -                              | -                            | -  | -                                 | -                     | -          | -                              | -                            | -  | 27.02                             | 7.04                  |
| Tata Sons Consolidated Superannuation Fund .....                                  | -          | -                              | -                            | -  | -                                 | -                     | -          | -                              | -                            | -  | 19.34                             | 19.34                 |

**15. Disclosures on financial instruments**
**(a) Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

(₹ in lacs)

| Particulars  | As at 31.03.2019 |                                   |                        |                      |                   |                   |                  |                  |                   |
|--|------------------|-----------------------------------|------------------------|----------------------|-------------------|-------------------|------------------|------------------|-------------------|
|  | Amortised cost   | Fair value through profit or loss | Fair value through OCI | Total carrying value | Total fair value  | Fair value        |                  |                  |                   |
|  |                  |                                   |                        |                      |                   | Level 1           | Level 2          | Level 3          | Total             |
| <b>Financial Assets</b>                            |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Cash and cash equivalents                          | 284.08           | -                                 | -                      | 284.08               | 284.08            | -                 | -                | -                | -                 |
| Bank balances other than cash and cash equivalents | 1,599.66         | -                                 | -                      | 1,599.66             | 1,599.66          | -                 | -                | -                | -                 |
| Trade receivables                                  | 409.11           | -                                 | -                      | 409.11               | 409.11            | -                 | -                | -                | -                 |
| Loan   | 5.11             | -                                 | -                      | 5.11                 | 5.11              | -                 | -                | -                | -                 |
| <b>Investments</b>                                 |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| - in mutual funds                                  | -                | 16,487.63                         | -                      | 16,487.63            | 16,487.63         | -                 | 16,487.63        | -                | 16,487.63         |
| - in equity shares                                 | -                | 228.40                            | 863,447.52             | 863,675.92           | 863,675.92        | 805,038.44        | -                | 58,637.48        | 863,675.92        |
| - in Bonds / Debentures                            | -                | -                                 | 49,570.11              | 49,570.11            | 49,570.11         | -                 | 49,570.11        | -                | 49,570.11         |
| - in venture capital                               | -                | 1,002.65                          | -                      | 1,002.65             | 1,002.65          | -                 | -                | 1,002.65         | 1,002.65          |
| Other financial assets                             | 127.84           | -                                 | -                      | 127.84               | 127.84            | -                 | -                | -                | -                 |
|  | <u>2,425.80</u>  | <u>17,718.68</u>                  | <u>913,017.63</u>      | <u>933,162.11</u>    | <u>933,162.11</u> | <u>805,038.44</u> | <u>66,057.74</u> | <u>59,640.13</u> | <u>930,736.31</u> |
| <b>Financial Liabilities</b>                       |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Trade payables and other financial liabilities     | 963.44           | -                                 | -                      | 963.44               | 963.44            | -                 | -                | -                | -                 |
|  | <u>963.44</u>    | -                                 | -                      | <u>963.44</u>        | <u>963.44</u>     | -                 | -                | -                | -                 |

(₹ in lacs)

| Particulars  | As at 31.03.2018 |                                   |                        |                      |                  |            |           |           |            |
|--|------------------|-----------------------------------|------------------------|----------------------|------------------|------------|-----------|-----------|------------|
|  | Amortised cost   | Fair value through profit or loss | Fair value through OCI | Total carrying value | Total fair value | Fair value |           |           |            |
|  |                  |                                   |                        |                      |                  | Level 1    | Level 2   | Level 3   | Total      |
| <b>Financial Assets</b>                            |                  |                                   |                        |                      |                  |            |           |           |            |
| Cash and cash equivalents                          | 106.65           | -                                 | -                      | 106.65               | 106.65           | -          | -         | -         | -          |
| Bank balances other than cash and cash equivalents | 1,222.46         | -                                 | -                      | 1,222.46             | 1,222.46         | -          | -         | -         | -          |
| Trade receivables                                  | 1,406.84         | -                                 | -                      | 1,406.84             | 1,406.84         | -          | -         | -         | -          |
| Loan   | 6.32             | -                                 | -                      | 6.32                 | 6.32             | -          | -         | -         | -          |
| <b>Investments</b>                                 |                  |                                   |                        |                      |                  |            |           |           |            |
| - in mutual funds                                  | -                | 26,380.56                         | -                      | 26,380.56            | 26,380.56        | -          | 26,380.56 | -         | 26,380.56  |
| - in equity shares                                 | -                | -                                 | 883,583.42             | 883,583.42           | 883,583.42       | 824,627.98 | -         | 58,955.44 | 883,583.42 |
| - in Bonds / Debentures                            | -                | -                                 | 56,391.30              | 56,391.30            | 56,391.30        | -          | 56,391.30 | -         | 56,391.30  |
| - in venture capital                               | -                | 1,465.47                          | -                      | 1,465.47             | 1,465.47         | -          | -         | 1,465.47  | 1,465.47   |

(₹ in lacs)

| Particulars                                    | As at 31.03.2018 |                                   |                        |                      |                   |                   |                  |                  |                   |
|--|------------------|-----------------------------------|------------------------|----------------------|-------------------|-------------------|------------------|------------------|-------------------|
|  | Amortised cost   | Fair value through profit or loss | Fair value through OCI | Total carrying value | Total fair value  | Fair value        |                  |                  |                   |
|  |                  |                                   |                        |                      |                   | Level 1           | Level 2          | Level 3          | Total             |
| Other financial assets                         | 106.60           | -                                 | -                      | 106.60               | 106.60            | -                 | -                | -                | -                 |
|  | <b>2,848.87</b>  | <b>27,846.03</b>                  | <b>939,974.72</b>      | <b>970,669.62</b>    | <b>970,669.62</b> | <b>824,627.98</b> | <b>82,771.86</b> | <b>60,420.91</b> | <b>967,820.75</b> |
| <b>Financial Liabilities</b>                   |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Trade payables and other financial liabilities | 733.21           | -                                 | -                      | 733.21               | 733.21            | -                 | -                | -                | -                 |
|  | <b>733.21</b>    | -                                 | -                      | <b>733.21</b>        | <b>733.21</b>     | -                 | -                | -                | -                 |

(₹ in lacs)

| Particulars  | As at 01.04.2017 |                                   |                        |                      |                   |                   |                  |                  |                   |
|--|------------------|-----------------------------------|------------------------|----------------------|-------------------|-------------------|------------------|------------------|-------------------|
|  | Amortised cost   | Fair value through profit or loss | Fair value through OCI | Total carrying value | Total fair value  | Fair value        |                  |                  |                   |
|  |                  |                                   |                        |                      |                   | Level 1           | Level 2          | Level 3          | Total             |
| <b>Financial Assets</b>                            |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Cash and cash equivalents                          | 1,282.33         | -                                 | -                      | 1,282.33             | 1,282.33          | -                 | -                | -                | -                 |
| Bank balances other than cash and cash equivalents | 93.91            | -                                 | -                      | 93.91                | 93.91             | -                 | -                | -                | -                 |
| Trade receivables                                  | 7.12             | -                                 | -                      | 7.12                 | 7.12              | -                 | -                | -                | -                 |
| Loan   | 7.11             | -                                 | -                      | 7.11                 | 7.11              | -                 | -                | -                | -                 |
| <b>Investments</b>                                 |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| - in mutual funds                                  | -                | 14,031.75                         | -                      | 14,031.75            | 14,031.75         | -                 | 14,031.75        | -                | 14,031.75         |
| - in equity shares                                 | -                | 503.14                            | 725,915.46             | 726,418.60           | 726,418.60        | 667,877.92        | -                | 58,540.68        | 726,418.60        |
| - in Bonds / Debentures                            | -                | -                                 | 56,722.72              | 56,722.72            | 56,722.72         | -                 | 56,722.72        | -                | 56,722.72         |
| - in venture capital                               | -                | 1,919.94                          | -                      | 1,919.94             | 1,919.94          | -                 | -                | 1,919.94         | 1,919.94          |
| Other financial assets                             | 152.95           | -                                 | -                      | 152.95               | 152.95            | -                 | -                | -                | -                 |
|  | <b>1,543.42</b>  | <b>16,454.83</b>                  | <b>782,638.18</b>      | <b>800,636.43</b>    | <b>800,636.43</b> | <b>667,877.92</b> | <b>70,754.47</b> | <b>60,460.62</b> | <b>799,093.01</b> |
| <b>Financial Liabilities</b>                       |                  |                                   |                        |                      |                   |                   |                  |                  |                   |
| Trade payables and other financial liabilities     | 1,158.92         | -                                 | -                      | 1,158.92             | 1,158.92          | -                 | -                | -                | -                 |
|  | <b>1,158.92</b>  | -                                 | -                      | <b>1,158.92</b>      | <b>1,158.92</b>   | -                 | -                | -                | -                 |

Investments in mutual funds and venture capital are classified as fair value through the statement of profit and loss.

**(b) Measurement of fair values**

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Level I: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level II: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level III: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

- (i) The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments

- (ii) Financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.
- (iii) The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. The Investments measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation reports provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range

The fair value of the financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

There have been no transfers between Level I and Level II for the years ended March 31, 2019 and March 31, 2018.

- (vi) Reconciliation of Level III fair value measurement is as below:

| Particulars                                | ₹ in lacs           |                     |
|--|---------------------|---------------------|
|  | As at<br>31.03.2019 | As at<br>31.03.2018 |
| Balance at the beginning of the year ..... | 60,420.91           | 60,460.62           |
| Additions during the year .....            | 295.18              | 1,168.42            |
| Sales/ write off during the year .....     | (1,422.79)          | (1,270.92)          |
| Fair Value changes during the year.....    | 346.83              | 62.79               |
| Balance at the end of the year.....        | <u>59,640.13</u>    | <u>60,420.91</u>    |

#### (c) Derivative Financial Instruments

There was no outstanding derivative financial contract during the current and previous financial years.

#### (d) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Market risk

The Company has a risk management framework which not only covers the market risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks.

The risk management framework is approved by the Board of Directors. The risk management framework aims to:

- create a stable business planning environment by reducing the impact of interest rate fluctuations on the Company's business plan.
- achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

#### **Credit Risk:**

Credit risk is the risk of financial loss to the company if a counter-party fails to meet its contractual obligations.

#### **Trade receivables**

Credit risk with respect to trade receivables is limited, since the trade receivables amount is immaterial.

#### **Cash and cash equivalents**

The company holds cash and cash equivalents of ₹ 1,883.74 lacs at 31 March 2019 (31 March 2018: ₹ 1,329.11 lacs ; 1 April 2017: ₹ 1,376.24 lacs). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

#### **Liquidity Risk:**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- all non derivative financial liabilities



(₹ in lacs)

|                                  | Non Derivative financial liabilities |                             |                  |                             |                  |                             |
|----------------------------------|--------------------------------------|-----------------------------|------------------|-----------------------------|------------------|-----------------------------|
|                                  | As at 31.03.2019                     |                             | As at 31.03.2018 |                             | As at 01.04.2017 |                             |
|                                  | Trade Payables                       | Other Financial Liabilities | Trade Payables   | Other Financial Liabilities | Trade Payables   | Other Financial Liabilities |
| <b>Carrying Value</b>            | <b>599.92</b>                        | <b>363.52</b>               | <b>582.63</b>    | <b>150.58</b>               | <b>1,013.23</b>  | <b>145.69</b>               |
| <b>Contractual Cash flows</b>    | <b>599.92</b>                        | <b>363.52</b>               | <b>582.63</b>    | <b>150.58</b>               | <b>1,013.23</b>  | <b>145.69</b>               |
| - Less than one year .....       | 599.92                               | 363.52                      | 582.63           | 150.58                      | 1,013.23         | 145.69                      |
| - Between one to five years..... | -                                    | -                           | -                | -                           | -                | -                           |
| - More than five years .....     | -                                    | -                           | -                | -                           | -                | -                           |

### Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as equity price, interest rates etc.) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. The Company is exposed to market risk primarily related to the market value of its investments.

### Interest rate risk :

Interest rate risk arises from effects of fluctuation in prevailing levels of market interest rates on the fair value of Bonds / Debentures.

### Exposure to interest rate risk :

Since the Company does not have any financial assets or financial liabilities bearing floating interest rates, any change in interest rates at the reporting date would not have any significant impact on the financial statements of the Company.

### Currency risk:

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

### Price risk:

#### (a) Exposure

The Company is exposed to equity price risk arising from investments held by the company and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss.

To manage its price risk arising from investment in equity securities, the Company diversifies its portfolio.

The majority of the Company's equity investments are listed on the BSE or the National Stock Exchange (NSE) in India.

#### (b) Sensitivity analysis - Equity price risk

The table below summaries the impact of increases/decreases of the index on the Company's equity and profit for the period. The analysis is based on the assumption that the equity/index had increased by 2% or decreased by 2% with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

(₹ in lacs)

|  | Impact on profit after tax |               | Impact on other components of equity |               |
|--|----------------------------|---------------|--------------------------------------|---------------|
|  | 31 March 2019              | 31 March 2018 | 31 March 2019                        | 31 March 2018 |
| NSE / BSE Index - increase by 2%.....  | 4.57                       | -             | 16,096.20                            | 16,492.56     |
| NSE / BSE Index - decrease by 2% ..... | (4.57)                     | -             | (16,096.20)                          | (16,492.56)   |

Profit for the period would increase/decrease as a result of gains/losses on certain equity securities classified as fair value through profit or loss, if any. Other components of equity would increase/decrease as a result of gains/losses on certain equity securities classified as fair value through other comprehensive income.

16. Maturity analysis of Assets and Liabilities :

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

| Particulars                             | As at 31.03.2019 |                   |                   | As at 31.03.2018 |                   |                   | As at 01.04.2017 |                   |                   |
|---|------------------|-------------------|-------------------|------------------|-------------------|-------------------|------------------|-------------------|-------------------|
|   | Within 12 months | After 12 months   | Total             | Within 12 months | After 12 months   | Total             | Within 12 months | After 12 months   | Total             |
|   | (₹ In lacs)      |                   |                   |                  |                   |                   |                  |                   |                   |
| <b>ASSETS</b>                           |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| <b>Financial Assets</b>                 |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| - Cash And Cash Equivalents .....       | 284.08           | -                 | 284.08            | 106.65           | -                 | 106.65            | 1,132.33         | 150.00            | 1,282.33          |
| - Bank Balance other than above.        | 1,599.66         | -                 | 1,599.66          | 190.55           | 1,031.91          | 1,222.46          | 93.91            | -                 | 93.91             |
| - Trade Receivables .....               | 409.11           | -                 | 409.11            | 1,406.84         | -                 | 1,406.84          | 7.12             | -                 | 7.12              |
| - Loan .....                            | 1.82             | 3.29              | 5.11              | 1.93             | 4.39              | 6.32              | 1.78             | 5.33              | 7.11              |
| - Investments .....                     | 21,050.81        | 922,150.86        | 943,201.67        | 26,380.56        | 955,192.79        | 981,573.35        | 14,031.75        | 798,374.57        | 812,406.32        |
| - Other Financial Assets .....          | 40.43            | 87.41             | 127.84            | 7.25             | 99.35             | 106.60            | 62.27            | 90.68             | 152.95            |
| <b>Non Financial Assets</b>             |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| - Current Tax Asset (net) .....         | -                | 743.90            | 743.90            | -                | 747.54            | 747.54            | -                | 743.84            | 743.84            |
| - Property Plant & Equipment .....      | -                | 14.26             | 14.26             | -                | 18.15             | 18.15             | -                | 17.72             | 17.72             |
| - Goodwill on Consolidation .....       | -                | 1,344.16          | 1,344.16          | -                | 1,344.16          | 1,344.16          | -                | 1,345.09          | 1,345.09          |
| - Other Intangible Assets .....         | -                | 0.20              | 0.20              | -                | 0.73              | 0.73              | -                | 1.40              | 1.40              |
| - Other Non Financial Assets .....      | 32.87            | 54.75             | 87.62             | 30.81            | 43.47             | 74.28             | 31.22            | 50.66             | 81.88             |
| <b>TOTAL ASSETS</b>                     | <b>23,418.78</b> | <b>924,398.83</b> | <b>947,817.61</b> | <b>28,124.59</b> | <b>958,482.49</b> | <b>986,607.08</b> | <b>15,360.38</b> | <b>800,779.29</b> | <b>816,139.67</b> |
| <b>LIABILITIES</b>                      |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| <b>Financial Liabilities</b>            |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| - Trade Payables .....                  | 599.92           | -                 | 599.92            | 582.63           | -                 | 582.63            | 1,013.23         | -                 | 1,013.23          |
| - Other Financial Liabilities .....     | 363.52           | -                 | 363.52            | 150.58           | -                 | 150.58            | 145.69           | -                 | 145.69            |
| <b>Non Financial Liabilities</b>        |                  |                   |                   |                  |                   |                   |                  |                   |                   |
| - Current Tax Liability (net) .....     | 19.66            | -                 | 19.66             | 13.66            | -                 | 13.66             | 5.45             | -                 | 5.45              |
| - Provisions .....                      | 77.40            | 567.27            | 644.67            | 63.01            | 509.90            | 572.91            | 59.25            | 544.88            | 604.13            |
| - Deferred Tax Liability (net) .....    | 83.05            | 153,539.93        | 153,622.98        | 103.82           | 154,835.91        | 154,939.73        | 79.98            | 119,622.96        | 119,702.94        |
| - Other Non Financial Liabilities ..... | 15.89            | -                 | 15.89             | 12.50            | -                 | 12.50             | 30.76            | -                 | 30.76             |
| <b>TOTAL LIABILITIES</b>                | <b>1,159.44</b>  | <b>154,107.20</b> | <b>155,266.64</b> | <b>926.20</b>    | <b>155,345.81</b> | <b>156,272.01</b> | <b>1,334.36</b>  | <b>120,167.84</b> | <b>121,502.20</b> |

17. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 as on 31st March 2019 :

(₹ in lacs)

|  | Net assets, i.e., total assets<br>minus<br>Total Liabilities |                   | Share of profit or<br>loss including Other<br>Comprehensive Income |                  |
|--|--|-------------------|--|------------------|
|  | As % of<br>consolidated<br>net assets                        | Amount            | As % of<br>consolidated<br>net assets                              | Amount           |
| <b>Parent:</b>   |  |                   |  |                  |
| Tata Investment Corporation Ltd.....                     | 98.69  | 782,021.11        | 109.10   | 22,467.05        |
| <b>Subsidiaries:</b>                                     |  |                   |  |                  |
| <b>Indian</b>  |  |                   |  |                  |
| Simto Investment Company Ltd. ....                       | 0.68   | 5,363.96          | (1.62)   | (333.24)         |
| <b>Minority Interests:</b>                               |  |                   |  |                  |
| <b>Indian</b>  |  |                   |  |                  |
| Simto Investment Company Ltd. ....                       | (0.02)   | (131.95)          | (0.04)   | (8.10)           |
| <b>Associates (Investment as per the equity method):</b> |  |                   |  |                  |
| <b>Indian</b>  |  |                   |  |                  |
| Tata Asset Management Ltd.....                           | 1.16   | 9,231.33          | 3.16   | 650.01           |
| Tata Trustee Company Ltd.....                            | 0.10   | 821.08            | 0.68   | 140.26           |
| Amalgamated Plantations Private Ltd.....                 | 0.30   | 2,412.95          | (8.13)   | (1,674.40)       |
| <b>Elimination</b> .....                                 | (0.92)   | (7,299.46)        | (3.15)   | (647.85)         |
|  | <b>100.00</b>  | <b>792,419.02</b> | <b>100.00</b>  | <b>20,593.73</b> |

### 18. Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Company has adequate cash and cash equivalents. The company monitors its capital by a careful scrutiny of the cash and cash equivalents, and a regular assessment of any debt requirements. In the absence of any debt, the maintenance of debt equity ratio etc. may not be of any relevance to the Company.

### 19. Events after Reporting date

There have been no events after the reporting date that require disclosure in these financial statements.

20. Previous year's figures have been regrouped/reclassified, wherever necessary, to correspond with current year's classification / disclosure.

In terms of our report attached  
For KALYANIWALLA & MISTRY LLP  
Chartered Accountants  
(Firm's Registration No. 104607W/W100166)

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

Roshni R. Marfatia  
*Partner*  
(Membership No. 106548)

MANOJ KUMAR C V  
*Chief Financial Officer &  
Company Secretary*

A. N. DALAL  
*Executive Director*

H. N. SINOR  
P. P. SHAH  
Z. DUBASH  
SUPRAKASH MUKHOPADHYAY } *Directors*

Mumbai, 10th May, 2019

**FINANCIAL STATISTICS**

(For the last 20 years)

(Rupees in lacs)

| Year                 | Paid up Capital | Reserves and Surplus/ Other Equity | 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) |
|----------------------|-----------------|------------------------------------|------------------|--------------------------------|---|---------------------------------------|---|-------------------|------------------|------------------------|---------------------------------|---------------------------------|--------------------|---|
| <b>As per IGAAP</b>  |                 |                                    |                  |                                |   |                                       |   |                   |                  |                        |                                 |                                 |                    |   |
| 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                                  | 20616.58                              | 1621.22                                 | 18567.65          | 16158.69         | 13446.96               | 210                             | 447177                          | 0.00:1             | 171   |
| 2012-13              | 5509.53         | 192280.21                          | -                | 194160.53                      | 3629.21                                   | 20616.58                              | 1464.55                                 | 19152.03          | 16713.92         | 10313.40               | 160                             | 477733                          | 0.00:1             | 158   |
| 2013-14              | 5509.53         | 201047.72                          | -                | 214161.54                      | (7604.29)                                 | 22304.67                              | 1536.83                                 | 20767.84          | 17867.84         | 10957.99               | 170                             | 529083                          | 0.00:1             | 121   |
| 2014-15              | 5509.53         | 209434.64                          | -                | 223184.52                      | (8240.35)                                 | 23111.71                              | 1509.39                                 | 21602.32          | 18651.32         | 11272.94               | 170                             | 707252                          | 0.00:1             | 124   |
| 2015-16              | 5509.53         | 218087.28                          | -                | 219735.37                      | 3861.44                                   | 25207.28                              | 1785.26                                 | 23422.02          | 20261.02         | 11272.94               | 170                             | 665758                          | 0.00:1             | 110   |
| 2016-17              | 5509.53         | 238951.66                          | -                | 242008.92                      | 2452.27                                   | 27136.99                              | 3129.07                                 | 24007.92          | 20237.92         | 11936.05               | 180                             | 841863                          | 0.00:1             | 111   |
| 2017-18              | 5509.53         | 251029.16                          | -                | 252072.29                      | 4466.40                                   | 30976.69                              | 2690.01                                 | 28286.68          | 23748.68         | 13284.03               | 200                             | 1015853                         | 0.00:1             | 109   |
| <b>As per Ind AS</b> |                 |                                    |                  |                                |   |                                       |   |                   |                  |                        |                                 |                                 |                    |   |
| 2018-19              | 5059.53         | 776961.58                          | -                | 934091.62                      | (152070.51)                               | 18184.45                              | 2121.75                                 | 16062.70          | 14765.04         | 12199.06               | 200**                           | 934091.62+                      | 0.00:1             | 91  |

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

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

\*\* Subject to shareholders approval.

+ Please see Note 5 of the Directors' Report.

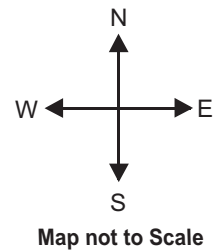
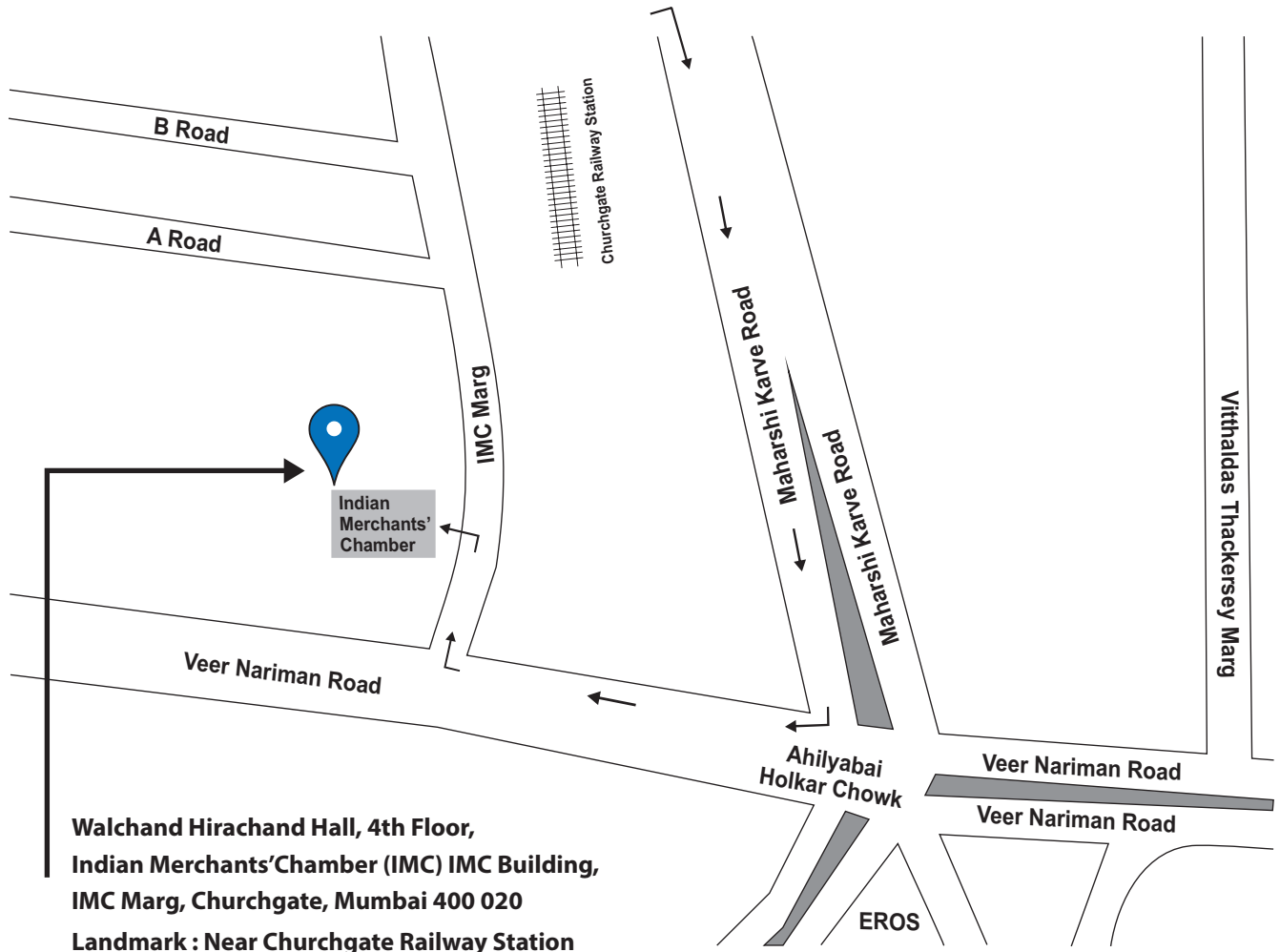
**SUMMARY OF INVESTMENTS**

DISTRIBUTION AMONG DIFFERENT INDUSTRIES AND CLASSES OF SECURITIES

(Quoted and Unquoted Investments)

|   | As on<br><b>31.03.2019</b><br>(%) | As on<br><u>31.03.2018</u><br>(%) |
|---|-----------------------------------|-----------------------------------|
| <b>Distribution among different industries/ classes of securities as a percentage to the book value -</b> |                                   |                                   |
| <b>I. Equity:</b>   |                                   |                                   |
| Banks .....   | 4.39                              | 5.61                              |
| Cement .....  | 3.20                              | 2.10                              |
| Chemicals and Fertilizers .....   | 1.99                              | 1.75                              |
| Electricity and Transmission .....  | 1.60                              | 2.47                              |
| Electricals and Electronics .....   | 1.05                              | 1.54                              |
| Engineering, Construction & Infrastructure .....  | 3.15                              | 1.31                              |
| Fast Moving Consumer Goods .....  | 7.03                              | 5.82                              |
| Finance, Services & Investments .....   | 14.94                             | 13.61                             |
| Healthcare .....  | 1.68                              | 3.18                              |
| Hotels .....  | 5.30                              | 4.67                              |
| Information Technology .....  | 3.40                              | 3.29                              |
| Media & Publishing .....  | 0.32                              | 1.51                              |
| Metals & Mining .....   | 4.20                              | 3.70                              |
| Motor Vehicles and Ancillaries .....  | 9.17                              | 9.26                              |
| Oil and Natural Resources .....   | 2.52                              | 3.30                              |
| Retail .....  | 5.10                              | 4.16                              |
| Telecommunications.....   | 0.21                              | -                                 |
| Transportation and Logistics .....  | 1.28                              | 0.48                              |
| Miscellaneous & Diversified .....   | 1.55                              | 1.48                              |
|   | <b>72.08</b>                      | 69.24                             |
| <b>II. Debentures/Bonds .....</b>   | <b>21.17</b>                      | 20.71                             |
| <b>III. Mutual Funds/Venture Capital Funds. ....</b>  | <b>6.75</b>                       | 10.05                             |
|   | <b>100.00</b>                     | 100.00                            |

**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING  
ON TUESDAY, 30TH JULY, 2019 AT 10.30 a.m.**





**Form No. SH-13**  
**Nomination Form**

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of  
The Companies (Share Capital and Debentures) Rules, 2014]

To,  
TSR Darashaw Ltd.  
Unit : Tata Investment Corporation Limited  
6-10 Haji Moosa Patrawala Industrial Estate,  
20 Dr. E. Moses Road, Mahalaxmi,  
Mumbai 400 011.

I/We \_\_\_\_\_ the holder(s) of the securities, particulars of which are given hereunder, wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF SECURITIES (in respect of which nomination is being made) :

| Nature of securities | Folio No. | No. of securities | Certificate No. | Distinctive No. |
|----------------------|-----------|-------------------|-----------------|-----------------|
|                      |           |                   |                 |                 |

(2) PARTICULARS OF NOMINEE/S –

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail Id. & Telephone No :
- (h) Relationship with the security holder(s) :

(3) IN CASE NOMINEE IS A MINOR –

- (a) Date of birth :
- (b) Date of attaining majority :
- (c) Name of guardian :
- (d) Address of guardian :

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail Id. & Telephone No :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature





**Form No. SH-14**  
**Cancellation or Variation of Nomination**

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and Rule 19(9) of  
The Companies (Share Capital and Debentures) Rules, 2014]

To,  
TSR Darashaw Ltd.  
Unit : Tata Investment Corporation Limited  
6-10 Haji Moosa Patrawala Industrial Estate,  
20 Dr. E. Moses Road, Mahalaxmi,  
Mumbai 400 011.

I/We hereby cancel the nomination(s) made by me/us in favour of \_\_\_\_\_ (name(s) and address of the nominee) in respect of the below mentioned securities.

**Or**

I/We hereby nominate the following person in place of \_\_\_\_\_ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF SECURITIES (in respect of which nomination is being cancelled / varied)

| Nature of securities | Folio No. | No. of securities | Certificate No. | Distinctive No. |
|----------------------|-----------|-------------------|-----------------|-----------------|
|                      |           |                   |                 |                 |

(2) (a) PARTICULARS OF THE NEW NOMINEE/S –

- i. Name :
- ii. Date of Birth :
- iii. Father's / Mother's / Spouse's name :
- iv. Occupation :
- v. Nationality :
- vi. Address :
- vii. E-mail Id. & Telephone No :
- viii. Relationship with the security holder :

(b) IN CASE NEW NOMINEE IS A MINOR –

- i. Date of birth :
- ii. Date of attaining majority :
- iii. Name of guardian :
- iv. Address of guardian :

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY --

- i. Name :
- ii. Date of Birth :
- iii. Father's / Mother's / Spouse's name :
- iv. Occupation :
- v. Nationality :
- vi. Address :
- vii. E-mail id. & Telephone No :
- viii. Relationship with the security holder(s) :
- ix. Relationship with the minor nominee :

Name(s) and Address of Security holder(s)

Signature(s)

Name and Address of Witness

Signature



To,  
TSR Darashaw Ltd.  
Unit : Tata Investment Corporation Limited  
6-10 Haji Moosa Patrawala Industrial Estate,  
20 Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.

### **Updation of Shareholder Information**

I/ We request you to record the following information against our Folio No :

#### **General Information :**

|  |  |
|--|--|
| Folio No :   |  |
| Name of the first named Shareholder :                              |  |
| PAN :*   |  |
| CIN/ Registration No : *<br>(applicable to Corporate Shareholders) |  |
| Tel No. with STD Code :  |  |
| Mobile No :  |  |
| E-mail Id :  |  |

\*Self attested copy of the document(s) enclosed

#### **Bank Details:**

|                       |                     |
|-----------------------|---------------------|
| IFSC :<br>(11 digit)  | MICR :<br>(9 digit) |
| Bank A/c Type :       | Bank A/c No :*      |
| Name of the Bank :    |                     |
| Bank Branch Address : |                     |

\* A blank cancelled cheque is enclosed to enable verification of bank details

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

\_\_\_\_\_  
Signature of Sole/ First holder

Place :

Date :



# TATA INVESTMENT CORPORATION LIMITED

CIN: L67200MH1937PLC002622

Registered Office: Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001  
Tel. No : 022-66658282 Fax No : 022-66657917 E-mail : ticl@tata.com Website : www.tatainvestment.com

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of The Companies (Management and Administration) Rules, 2014]

|                               |   |
|-------------------------------|---|
| Name of the Member(s)         | : |
| Registered Address            | : |
| E-mail Id                     | : |
| Folio No./ DP ID-Client ID No | : |

I/ We, being the Member(s) of ..... shares of the above named Company, hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/ our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eighty Second Annual General Meeting of the Company, to be held on Tuesday, 30th July, 2019 at 10.30 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber (IMC) IMC Building, IMC Marg, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of the following resolutions:

| Resolution No.           | Resolution   |
|--------------------------|--|
| <b>Ordinary Business</b> |  |
| 1.                       | To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon. |
| 2.                       | To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon.                           |
| 3.                       | To declare Dividend on Ordinary Shares for the financial year ended 31st March, 2019.  |
| 4.                       | To appoint a Director in place of Mr. Noel N. Tata (DIN 00024713), who retires by rotation and being eligible, offers himself for re-appointment.  |
| <b>Special Business</b>  |  |
| 5.                       | Re-appointment of Mr. Zubin Dubash (DIN 00026206) as an Independent Director   |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Affix  
Revenue  
Stamp

### NOTES :

- This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001 not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
- For the Resolutions, and Notes, please refer to the Notice of the Eighty Second Annual General Meeting.



## TATA INVESTMENT CORPORATION LIMITED

CIN : L67200MH1937PLC002622

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

Tel. No. : 022-66658282 Fax No. : 022-66657917 E-mail : ticl@tata.com Website : www.tatainvestment.com

### ATTENDANCE SLIP

**82<sup>ND</sup> ANNUAL GENERAL MEETING ON TUESDAY, THE 30<sup>TH</sup> JULY, 2019 AT 10.30 A. M.**  
at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants' Chamber (IMC) IMC Building, IMC Marg,  
Churchgate, Mumbai 400 020.

I / We hereby record my / our presence at the EIGHTY SECOND ANNUAL GENERAL MEETING of the Company at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants' Chamber (IMC) IMC Building, IMC Marg, Churchgate, Mumbai 400 020, on Tuesday, 30<sup>th</sup> July, 2019 at 10.30 a.m.

-----  
Member's Folio / DP ID-Client ID No.

-----  
Member's / Proxy's name in Block Letters

-----  
Member's / Proxy's Signature

#### NOTES:

1. Only Member / Proxyholder can attend the Meeting.
2. Please complete the Folio / DP Client ID No. and name of the Member / Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder / Proxy holder desiring to attend the Meeting should bring his / her copy of the Annual Report for reference at the Meeting.











**TATA INVESTMENT CORPORATION LIMITED**

CIN L67200MH1937PLC002622

Elphinstone Building 10 Veer Nariman Road Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 7917

e-mail [ticl@tata.com](mailto:ticl@tata.com) website [www.tatainvestment.com](http://www.tatainvestment.com)