



TUBE INVESTMENTS OF INDIA LIMITED

(formerly, TI Financial Holdings Limited)

(CIN: U35100TN2008PLC069496)

Registered Office: "Dare House", 234 N S C Bose Road, Chennai 600 001

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Phone: 044-42177770-5 – Fax: 044-421104054

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the NINTH ANNUAL GENERAL MEETING of the Members of Tube Investments of India Limited (formerly, TI Financial Holdings Limited) will be held on **Monday, the 6th November 2017 at 3.30 P.M.** at T T K Auditorium, The Music Academy, 168 (Old no. 306), T T K Road, Chennai - 600 014 to transact the following business:

ORDINARY BUSINESS

1. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31st March 2017, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.
2. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2017 and the Report of the Auditors thereon, be and are hereby received and adopted.
3. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that out of the profits for the financial year ended 31st March 2017, a dividend at the rate of ₹2 (two) only per share on the equity share capital of the Company, as recommended by the Board of Directors, be and the same is hereby declared for the financial year 2016-17 and that the said dividend be paid to the Members whose names appear on the Register of Members as on 6th November 2017 or their mandatees.
RESOLVED FURTHER that in respect of shares held in electronic form, the dividend be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.
4. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, Mr. L Ramkumar (holding DIN 00090089), who retires by rotation, be and is hereby re-appointed as a Director of the Company
5. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Messrs. S R Batliboi & Associates (LLP Identity no. AAB-4295), Chartered Accountants (Firm registration no. 101049W/E300004) be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive financial years, from the conclusion of the 9th Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting) on a remuneration of ₹29.60 lakhs for the financial year, 2017-18 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit.

SPECIAL BUSINESS

6. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being

in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. M M Murugappan (holding DIN 00170478), Additional Director, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a non-executive Director of the Company, liable to retire by rotation.

7. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vellayan Subbiah (holding DIN 01138759), Additional Director, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

8. To consider and if deemed fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. S Sandilya (holding DIN 00037542), Additional Director, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of one year i.e. from the date of the 9th Annual General Meeting (2017) till the date of the 10th Annual General Meeting (2018) of the Company [both dates inclusive].

9. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Hemant M Nerurkar (holding DIN 00265887), Additional Director, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of one year i.e. from the date of the 9th Annual General Meeting (2017) till the date of the 10th Annual General Meeting (2018) of the Company [both dates inclusive].

10. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Madhu Dubhashi (holding DIN 00036846), Additional Director, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of two consecutive years i.e. from the date of the 9th Annual General Meeting (2017) till the date of the 11th Annual General Meeting (2019) of the Company [both dates inclusive].

11. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Pradeep V Bhide (holding DIN 03304262), Additional Director, who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years i.e. from the date of the 9th Annual General Meeting (2017) till the date of the 12th Annual General Meeting (2020) of the Company [both dates inclusive].

12. To consider and if deemed fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. L Ramkumar (holding DIN 00090089), as Managing Director of the Company, from 1st August 2017 to the date of the Annual General Meeting of the Company in 2018 (both days inclusive), and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Companies Act, 2013.

RESOLVED FURTHER that in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed in the Companies Act, 2013, approval be and is hereby accorded for the following terms of remuneration to Mr. L Ramkumar:

a.	Salary	₹13.02 lakhs per month in the scale of ₹5,00,000/- - ₹15,00,000/-. The increments within the scale would be decided by the Nomination & Remuneration Committee.
b.	Allowances/Perquisites/ Incentive	<p>(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance;</p> <p>(b) Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities;</p> <p>(c) Incentive;</p> <p>(d) ESOPs in accordance with the Company's ESOP Scheme;</p> <p>as may be approved by the Nomination and Remuneration Committee, from time to time, subject to:</p> <ul style="list-style-type: none"> - the allowances and perquisites not exceeding 100% of the Salary; and - incentive (at 100% level) will be 25% of the annual pay (annual pay includes Salary, Perquisites, Allowances, Incentives & Retiral benefits).
c.	Retirement benefits	<p>(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund / Scheme in force from time to time.</p> <p>(ii) Encashment of leave as per rules of the Company in force from time to time.</p>
d.	General	<p>(i) In the event of absence or inadequacy of profits in any financial year, Mr. L Ramkumar shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.</p> <p>(ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite.</p> <p>(iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive/commission and Retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.</p> <p>(iv) Mr. L Ramkumar will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.</p> <p>(v) Mr. L Ramkumar will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.</p>

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

13. To consider and if deemed fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. Vellayan Subbiah (holding DIN 01138759), as the Managing Director (Designate) of the Company, with effect from 19th August 2017 and, for his appointment as Managing Director of the Company on completion of term by the present Managing Director, Mr. L Ramkumar, for a term of appointment of 5 (five) years viz. from 19th August 2017 to 18th August 2022 (both days inclusive), and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Companies Act, 2013.

RESOLVED FURTHER that subject to necessary approvals and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed in the Companies Act, 2013, the terms of remuneration payable to Mr. Vellayan Subbiah, with effect from 19th August 2017 to 18th August 2022 (both days inclusive), shall be as follows:

a.	Salary	₹11.06 lakhs per month in the scale of ₹8 lakhs - ₹32 lakhs. The increments within the scale would be decided by the Nomination and Remuneration Committee.
b.	Allowances / Perquisites / Incentive	(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance;
		(b) Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities;
		(c) Incentive; as may be approved by the Nomination and Remuneration Committee from time to time subject to: - The allowances and perquisites not exceeding 100% of the Salary; and - Incentive (at 100% level) not exceeding twelve times of the monthly Basic Salary.
c.	Retirement benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time. (ii) Encashment of leave as per rules of the Company in force from time to time.
d.	General	(i) In the event of absence or inadequacy of profits in any financial year, Mr. Vellayan Subbiah shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof. (ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite. (iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive/ commission and Retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013. (iv) Mr. Vellayan Subbiah will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof. (v) Mr. Vellayan Subbiah will not be entitled for grant of any stock options under any Employee Stock Option Scheme(s). (vi) Mr. Vellayan Subbiah will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

14. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED that pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and/or other applicable Rules [including any statutory modification(s) or re-enactment thereof for the time being in force] and further subject to such approvals, as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to offer, issue and allot Secured Redeemable Non-convertible Debentures ("NCDs"), in one or more series or tranches, on private placement basis, to eligible investors under the applicable laws, regulations, guidelines etc., in such manner, and wherever necessary or required, in consultation with merchant bankers/and or advisors or others, on such terms and conditions (including such coupon rates as may be negotiated) and for such purposes/objectives of the Company as the Board may, in its absolute discretion, decide at the time of issue of the NCDs, provided that the total amount so raised by the Company, through issuance of such NCDs (including the premium thereon, if any, as may be decided by the Board), shall not exceed, during the period commencing from the date of conclusion of the 9th Annual General Meeting till the date of conclusion of the next/immediately succeeding 10th Annual General Meeting, an aggregate sum of ₹400 crores.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things including creation of necessary security and also execute all documents or writings, as may be necessary or proper or expedient for the purpose of giving effect to this Resolution including intimating the concerned authorities or such other regulatory body/ies and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of the Directors or any Director(s) or Officer(s) of the Company to the extent permitted under the Act and the Rules thereunder.

15. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration payable during the financial year 2016-17 to M/s. S Mahadevan & Co., Cost Accountants (holding Registration No.000007) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17, amounting to ₹3,00,000 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

16. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration payable during the financial year 2018-19 to M/s. S Mahadevan & Co., Cost Accountants (holding Registration No. 000007) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2017-18, amounting to ₹3,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By Order of the Board

Place : Chennai
Date : 9th August 2017

S Suresh
Company Secretary

NOTES:

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member. The proxy form is annexed herewith. The duly completed proxy form must be sent so as to reach the Company not less than 48 hours before the commencement of the meeting.**
2. **A person shall not act as proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Statement of material facts in respect of the Special Business under Item nos. 6 to 16 (pursuant to Section 102 of the Companies Act, 2013) is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 27th October 2017 to Monday, 6th November 2017 (both days inclusive).
5. Members are requested to intimate the Registrar and Transfer Agent viz., **Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032** (RTA), not later than 27th October 2017, of any change in their address/details about their Bank Account number, Name of the Bank, Bank's Branch name and address to enable the Company to remit the dividend electronically or alternatively, for incorporating in the dividend warrants. For shares held in dematerialised form, change in address/Bank account particulars may be intimated directly to the Member's Depository Participant(s).
6. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members on request, by the RTA.
7. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/transposition of shares in the physical form.
8. Electronic (soft) copy of the Notice of the 9th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2016-17 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 9th Annual General Meeting of the Company *inter alia* including the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2016-17 are being sent in the permitted mode.
9. All documents referred in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM.

Statement in respect of Special Business under Item nos. 6 to 16 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 9th August 2017.

Item no. 6

Mr. M M Murugappan, holding DIN 00170478, was appointed as an Additional Director of the Company with effect from 1st August 2017 pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit amount in respect of Mr. M M Murugappan’s appointment.

Mr. M M Murugappan holds a Masters degree in Chemical Engineering from the University of Michigan. He is the Chairman of the Company.

Mr. Murugappan is also the Chairman of the Stakeholders Relationship Committee of the Company.

Details of other Directorships and memberships in Audit and Stakeholders Relationship Committees held by him are as follows:

<p>Chairman Carborundum Universal Ltd Wendt India Ltd Shanthi Gears Ltd Murugappa Morgan Thermal Ceramics Ltd Volzhsky Abrasive Works, Russia</p> <p>Vice Chairman Murugappa Holdings Ltd</p>	<p>Committee Memberships Audit Committee</p> <p>Chairman Cyient Ltd</p> <p>Member Mahindra and Mahindra Ltd Shanthi Gears Ltd Murugappa Holdings Ltd Ambadi Investments Private Ltd</p>
<p>Director Mahindra and Mahindra Ltd Cholamandalam Investment and Finance Company Ltd Cyient Ltd Ambadi Investments Private Ltd Idea Lab (India) Private Ltd M M Muthiah Research Foundation Murugappa Organo Water Solutions Pvt. Ltd I I T Madras Research Park</p>	<p>Stakeholders Relationship Committee</p> <p>Chairman Carborundum Universal Ltd Wendt India Ltd</p> <p>Member Murugappa Holdings Ltd</p>

Mr. M M Murugappan holds 13,32,405 equity shares of the Company.

The other details relating to Mr. M M Murugappan pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors’ Profile, Corporate Governance Report and annexure thereto.

The Board considers that his continued association would be beneficial to the Company and recommends his appointment as a Director liable to retire by rotation for approval by the Members of the Company.

Except Mr. M M Murugappan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as Director of the Company.

Item nos. 7 & 13

Mr. Vellayan Subbiah holding DIN 01138759 was appointed as Additional Director and as Managing Director (Designate) of the Company by the Board of Directors (“Board”) with effect from 19th August 2017. The Board also appointed him as the Managing Director to assume the Office on completion of the present term of Mr. L Ramkumar, Managing Director viz., upon conclusion of the next Annual General Meeting of the Company in 2018. The appointment of Mr. Vellayan Subbiah is for a term of 5 (five) years from 19th August 2017 till 18th August 2022 (both days inclusive) and subject to the approval of the shareholders of the Company.

Mr. Vellayan Subbiah holds a degree of Bachelor of Technology in Civil Engineering from the Indian Institute of Technology-Madras and a Masters in Business Administration from the Michigan University, USA. His professional experience includes a six year stint with McKinsey, Chicago and associations with 24/7 Customer Inc., Las Gatos

and The Carlyle Group, San Francisco. He later joined the Murugappa Group in 2005, steering its BPO arm, Laserwords as its Managing Director till 2010 and was the Managing Director of Cholamandalam Investment And Finance Company Ltd, from 2010 to July 2017.

As regards the appointment of Mr. Vellayan Subbiah as Director, the Company has received requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit amount.

The details of other Directorships and memberships held in Audit Committee by Mr. Vellayan Subbiah are as follows:

<p>Managing Director Cholamandalam Investment and Finance Company Ltd (upto 18.8.2017)</p> <p>Director SRF Ltd Havells India Ltd Cholamandalam Distribution Services Ltd (upto 18.8.2017) CherryTin Online Private Ltd White Data Systems India Private Ltd</p>	<p>Committee Membership Audit Committee Member Cholamandalam Distribution Services Ltd (upto 18.8.2017) SRF Ltd</p>
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Mr. Vellayan Subbiah holds 4,30,250 equity shares of the Company.

The other details relating to Mr. Vellayan Subbiah pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

Approval of the shareholders is sought for the appointment of Mr. Vellayan Subbiah as Director and also of his appointment and payment of remuneration as Managing Director (Designate)/as Managing Director as detailed in the Ordinary Resolutions set out in Item nos. 7 & 13 of the Notice. The Board recommends the Resolutions for approval by the shareholders of the Company.

Except Mr. Vellayan Subbiah, being the appointee, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

Item no. 8

Mr. S Sandilya, holding DIN 00037542, was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from 1st August 2017 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit amount in respect of Mr. S Sandilya's appointment.

Mr. S Sandilya holds a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He is the Group Chairman of Eicher Group.

Mr. S Sandilya is the Chairman of the Audit Committee and member of the Nomination and Remuneration Committee & the Corporate Social Responsibility Committee of the Board of Directors of the Company.

The details of other Directorships and memberships in Audit and Stakeholders Relationship Committee held by him are as follows:

<p>Chairman Eicher Motors Ltd Mastek Ltd</p> <p>Director GMR Infrastructure Ltd GMR Generation Assets Ltd Rane Brake Lining Ltd Lean Management Institute of India Association of Indian Automobile Manufacturers</p>	<p>Committee Membership Audit Committee Chairman Rane Brake Lining Ltd Mastek Ltd</p> <p>Member Eicher Motors Ltd GMR Generation Assets Ltd</p> <p>Stakeholders Relationship Committee Chairman Mastek Ltd</p> <p>Member Eicher Motors Ltd</p>
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Mr. S Sandilya does not hold any shares of the Company.

The other details relating to Mr. S Sandilya pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Mr. S Sandilya satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and that he is independent of the Management. Accordingly, the Board of Directors have recommended his appointment as an Independent Director for a term of One (1) year, from the date of the 9th Annual General Meeting (2017) till the date of the 10th Annual General Meeting (2018) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. S Sandilya as an Independent Director, for approval of the shareholders of the Company.

Except Mr. S Sandilya, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as Director of the Company.

Item no. 9

Mr. Hemant M Nerurkar (holding DIN 00265887), was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from 1st August 2017 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit amount in respect of Mr. Hemant M Nerurkar's appointment.

Mr. Hemant M Nerurkar is a B.Tech. in Metallurgical Engineering and has undergone management courses in India and overseas. He was formerly Managing Director of Tata Steel Ltd. Before his appointment to the position of the Managing Director of Tata Steel Ltd, he held various senior positions in the said company including as Chief Operating Officer, and Executive Director, India and South-East Asia.

The details of other Directorships and memberships in Audit and Stakeholders Relationship Committee held by him are as follows:

<p>Chairman TRL Krosaki Refractories Ltd NCC Ltd Crompton Greaves Consumer Electricals Ltd</p> <p>Director Tega Industries Ltd Igarashi Motors India Ltd Om Besco Rail Products Ltd Adani Enterprises Ltd Management & Entrepreneurship and Professional Skills Council Skill Council for Mining Sector</p>	<p>Committee Membership</p> <p>Audit Committee</p> <p>Chairman Adani Enterprises Ltd Igarashi Motors India Ltd</p> <p>Member NCC Ltd Crompton Greaves Consumer Electricals Ltd</p> <p>Stakeholders Relationship Committee</p> <p>Chairman Crompton Greaves Consumer Electricals Ltd</p>
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Mr. Hemant M Nerurkar does not hold any shares of the Company.

The other details relating to Mr. Hemant M Nerurkar pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Mr. Hemant M Nerurkar satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and that he is independent of the Management. Accordingly, the Board of Directors have recommended his appointment as an Independent Director for a term of One (1) year, from the date of 9th Annual General Meeting (2017) till the date of the 10th Annual General Meeting (2018) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in

relation to the appointment of Mr. Hemant M Nerurkar as an Independent Director, for approval by the shareholders of the Company.

Except Mr. Hemant M Nerurkar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as Director of the Company.

Item no. 10

Ms. Madhu Dubhashi, holding DIN 00036846, was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from 1st August 2017 pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from her. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit amount in respect of Ms. Madhu Dubhashi’s appointment.

Ms. Madhu Dubhashi is an Economics (Hon.) Graduate and has a PG Diploma in Management from IIM-Ahmedabad. She has an experience of nearly four decades in the financial/financial services sector, having worked for various reputed institutions like ICICI Limited, Standard Chartered Bank, JM Financial & Investment Consultancy Services Private Ltd., and Global Data Services of India Ltd (wholly-owned subsidiary of CRISIL).

The details of other Directorships and memberships held in Audit Committee by Ms. Madhu Dubhashi are as follows:

Director	Committee Membership
Axis Finance Ltd	Audit Committee
JM Financial Properties & Holdings Ltd	Chairman
C R Retail Malls (India) Ltd	Axis Finance Ltd
Majesco Ltd	Majesco Ltd
Majesco Software and Solutions India Pvt. Ltd	Majesco Software and Solutions India Pvt. Ltd
Pudumjee Paper Products Ltd	JM Financial Properties & Holdings Ltd
Recommender Labs Pvt Ltd	Member
	C R Retail Malls (India) Ltd
	Pudumjee Paper Products Ltd

Ms. Madhu Dubhashi does not hold any shares of the Company.

The other details relating to Ms. Madhu Dubhashi pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors’ Profile, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Ms. Madhu Dubhashi satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and that she is independent of the Management. Accordingly, the Board of Directors have recommended her appointment as an Independent Director for a term of Two (2) years, from the date of 9th Annual General Meeting (2017) till the date of the 11th Annual General Meeting (2019) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of her appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company’s Registered Office during normal business hours on any working day up to the date of the Annual General Meeting.

The Board considers that her continued association would be of immense benefit to the Company and recommends her appointment as an Independent Director for approval by the shareholders of the Company.

Except Ms. Madhu Dubhashi, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to her appointment as Director of the Company.

Item no. 11

Mr. Pradeep V Bhide, holding DIN 03304262, was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from 1st August 2017 pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit amount in respect of Mr. Pradeep V Bhide’s appointment.

Mr. Pradeep V Bhide, I.A.S. (Retd.), is a Graduate in Science and Law. He also holds a Masters degree in Business Administration with specialisation in Financial Management. In a career spanning 38 years in the Indian Administrative Service, Mr. Bhide has held senior positions at the State and Central levels.

Mr Bhide is the Chairman of the Risk Management Committee and member of the Audit Committee of the Board of Directors of the Company.

The details of other Directorships and memberships held in Audit Committee and Stakeholders Relationship Committee by Mr. Bhide are as follows:

<p>Chairman Cholamandalam MS General Insurance Co Ltd</p> <p>Director L&T Finance Ltd NOCIL Ltd GlaxoSmithKline Pharmaceuticals Ltd L&T Finance Holdings Ltd Heidelberg Cement India Ltd Quick Heal Technologies Ltd A.P.I.D.C. Venture Capital Pvt Ltd Shiksha Financial Services India Pvt Ltd</p>	<p>Committee Membership</p> <p>Audit Committee</p> <p>Chairman L&T Finance Ltd</p> <p>Member GlaxoSmithKline Pharmaceuticals Ltd Heidelberg Cement India Ltd Quick Heal Technologies Ltd</p> <p>Stakeholders Relationship Committee</p> <p>Member GlaxoSmithKline Pharmaceuticals Ltd Heidelberg Cement India Ltd L&T Finance Holdings Ltd Quick Heal Technologies Ltd</p>
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Mr. Pradeep V Bhide does not hold any shares of the Company.

The other details relating to Mr. Pradeep V Bhide pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Mr. Pradeep V Bhide satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and that he is independent of the Management. Accordingly, the Board of Directors has recommended his appointment as an Independent Director for a term of two (2) years, from the date of 9th Annual General Meeting (2017) till the date of the 11th Annual General Meeting (2019) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

The Board considers that his continued association with the Company would be of immense benefit to the Company and recommends his appointment as an Independent Director for approval by the shareholders of the Company.

Except Pradeep V Bhide, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as Director of the Company.

Item no. 12

Mr. L Ramkumar holding DIN 00090089 was appointed as Managing Director of the Company by the Board of Directors ("Board"), subject to the approval of the shareholders, for a term from 1st August 2017 till the date of the Annual General Meeting of the Company in 2018 (both days inclusive).

Mr. L Ramkumar is a Cost Accountant and holds Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He has over 37 years of rich and varied experience in Management including 25 years in the Demerged Company viz., erstwhile Tube Investments of India Limited in different capacities.

Approval of the shareholders is sought for the appointment of and the remuneration payable to Mr. L Ramkumar as Managing Director as detailed in the Ordinary Resolution set out in Item No. 12 of the Notice. The Board recommends the Resolution for approval by the shareholders of the Company.

The details of other Directorships and memberships held in Audit Committee and Stakeholders Relationship Committee by Mr. L Ramkumar are as follows:

<p>Chairman Financiere C 10 S.A.S</p> <p>Managing Director TI Tsubamex Private Ltd</p> <p>Director Cholamandalam MS Risk Services Ltd TI Absolute Concepts Private Ltd Shanthi Gears Ltd</p>	<p>Committee Membership</p> <p>Audit Committee</p> <p>Chairman TI Tsubamex Private Ltd</p> <p>Stakeholders Relationship Committee</p> <p>Chairman Shanthi Gears Ltd</p>
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Mr. L Ramkumar holds 1,25,650 equity shares of the Company.

The other details relating to Mr. L Ramkumar pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

Except Mr. L Ramkumar, being the appointee, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

Item no. 14

The Companies Act, 2013 ("the Act") stipulates that private placement offer/invitation of securities, not made in compliance with the provisions of the said Act and Rules framed thereunder shall be treated as a public offer requiring compliance with the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992.

The Company in the ordinary course of business raises long-term borrowings, either by way of term loans, inter-corporate deposits, external commercial borrowing(s) or debentures. It is estimated that the Company will be resorting to an aggregate long-term borrowing of ₹400 Cr. in the coming months, which may be in any one mode (or) in a combination of modes, including through issue of secured redeemable non-convertible debentures (NCDs) on private placement basis. If the Company proposes to raise long-term borrowing by such issue of NCDs on private placement basis, the Act mandates that the Company shall obtain prior approval of its shareholders by means of a Special Resolution in respect of such borrowing through NCDs during the year.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Act and the Rules thereunder for issue of NCDs on private placement basis for a maximum sum of ₹400 Cr, including such premium thereon, if any, as may be decided by the Board and at such coupon rates as may be negotiated and also creation of necessary security therefor, as part of the long-term borrowing programme of the Company, during the period commencing from the date of conclusion of the 9th Annual General Meeting till the date of conclusion of the next/immediately succeeding 10th Annual General Meeting. The Board recommends the Resolution for approval by the shareholders of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested in the aforesaid Special Resolution.

Item nos. 15 & 16

In terms of the Companies (Cost Records and Audit) Rules, 2014, as amended, some of the products of the Company are covered under the requirement of conduct of audit of the cost records.

M/s. S Mahadevan & Associates were appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditors to conduct an audit of the cost records in respect of the aforementioned products of the Company for the financial years, 2016-17 and 2017-18 on the remuneration payable to them as per details furnished under Item nos. 15 and 16 of the Notice of the Annual General Meeting.

In terms of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends both the Resolutions for approval by the shareholders of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested in the aforesaid Ordinary Resolution.

By Order of the Board

Place : Chennai
Date : 9th August 2017

S Suresh
Company Secretary

INSTRUCTIONS FOR ELECTRONIC VOTING [e-voting]

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), the Company is pleased to provide the Members the facility to exercise their right to vote on the resolutions proposed for consideration at the 9th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an e-voting system from a place other than the venue of the AGM ("remote e-voting") is being provided by M/s. Karvy Computershare Private Limited ("Karvy").
- II. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- III. **The remote e-voting period commences on Wednesday, 1st November 2017 (9.00 a.m. Indian Standard Time) and ends on Sunday, 5th November 2017 (5.00 p.m. Indian Standard Time). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 30th October 2017, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
- IV. The process and manner for remote e-voting are as under:
 - A. **In case of Members receiving e-mail from Karvy** (for Members whose e-mail IDs are registered with the Company/Depository Participant(s):
 - i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
 - ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be the EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on "LOGIN".
 - iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the e-voting event.
 - vii) Select the EVENT of Tube Investments of India Limited and click on "SUBMIT".
 - viii) Now you are ready for e-voting as "Cast Vote" page opens.
 - ix) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- x) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- xi) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- xii) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xiii) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- xiv) Corporate/institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “TII - 9th AGM”.

B. In case of Members receiving physical copies of the Notice of AGM (for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):

- i. E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
- ii. Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.

C. Voting at AGM:

The Members who have not cast their vote electronically can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM venue.

Other instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy website) or call Karvy on 040-67162222 & Toll-free No.1-800-3454-001.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date viz., 30th October 2017. However, a person who is not a Member as on the cut off date should treat this Notice for information purpose only. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently or cast the vote again.
- iv. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice to the shareholders and holding shares as on the cut-off date of 30th October 2017, may obtain the login ID and password by sending a request at einward.ris@karvy.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot user details/Password” option available on <https://evoting.karvy.com>

- v. Since the Company is required to provide the Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.
 - vi. Members who have cast their votes through remote e-voting may also attend the AGM. However, those Members are not entitled to cast their vote again in the AGM.
 - vii. Voting facility will be provided to the Members through electronic voting system or through ballot/polling paper at the AGM venue. A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
 - viii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser, by use of e-voting for all those Members who are present at the AGM who have not cast their votes by availing the remote e-voting facility.
 - ix. The Scrutiniser shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company who shall make, within forty-eight hours of the conclusion of the AGM, a consolidated Scrutiniser'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 and declare the result of the voting forthwith.
 - x. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.tiindia.com and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).
- V. All documents referred in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM.

Route Map to AGM Venue

