



TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35100TN2008PLC069496)

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

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NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of TUBE INVESTMENTS OF INDIA LIMITED ("Company") will be held on Monday, 21st December, 2020 at 10.30 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility, to transact the following **SPECIAL BUSINESS**:

1. **Issue of Equity Shares on a Preferential Allotment/Private Placement Basis to entities not belonging to the promoter or promoter group of the Company**

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

RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "Act"), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") and any other rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchanges where the shares of the Company are listed ("Stock Exchanges") and/or any other statutory/regulatory authority and the provisions of the memorandum and articles of association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and subject to the completion of the conditions precedent under the share subscription agreement dated 26th November, 2020 executed between the Company and SBI Funds Management Private Limited as the asset management company of SBI Mutual Fund ("SBI MF") with respect to its schemes namely SBI Focused Equity Fund and SBI Magnum Midcap Fund and the share subscription agreement dated 26th November, 2020 executed between the Company and Azim Premji Trust (collectively, the "SSAs"), the consent of the members of the Company ("Members") be and is hereby accorded to create, offer, issue and allot on preferential issue and private placement basis and in one or more tranches, up to 47,83,380 (Forty Seven Lakh Eighty Three Thousand Three Hundred and Eighty) equity shares of the Company of face value of INR 1 (Indian Rupee One only) each ("Equity Shares"), at a price of INR 731.70 (Indian Rupees Seven Hundred Thirty One and Paise Seventy only) per Equity Share, which includes a premium of INR 730.70 (Indian Rupees Seven Hundred Thirty and Paise Seventy only) per Equity Share, aggregating up to approximately INR 350,00,00,000 (Indian Rupees Three Hundred Fifty Crore), to the entities listed in the table below ("Subscribers"), which do not belong to the promoter and promoter group of the Company, on such other terms and conditions as set out herein and the SSAs and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Name of the Subscriber	Number of equity shares	% of issue size	Investment Amount (in INR)
Azim Premji Trust (represented by Azim Premji Trustee Company Private Limited)	27,33,360	57.14%	199,99,99,512.00
SBI Focused Equity Fund (Scheme of SBI Mutual Fund)	15,03,348	31.43%	1,09,99,99,731.60
SBI Magnum Midcap Fund (Scheme of SBI Mutual Fund)	5,46,672	11.43%	39,99,99,902.40

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be 20th November, 2020, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to the Subscribers shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited and the National Stock Exchange of India Limited and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

- (b) The Equity Shares allotted to the Subscribers shall rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights);
- (c) The Subscribers shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Subscribers, on or before the date of allotment thereof;
- (d) No partly paid-up Equity Shares shall be issued/allotted;
- (e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Subscribers;
- (f) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- (g) Allotment of Equity Shares shall only be made in dematerialized form; and
- (h) The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modifications(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including for the issue of private placement letter of offer, allotment of shares, making of application(s) to Stock Exchange(s) for obtaining in-principle approval, allotment and listing of the Equity Shares, filing of requisite documents with the registrar of companies, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required and effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“Committees”), any other director(s) of the Company, and/or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

2. Appointment of Mr. K R Srinivasan as President and Whole-time Director and the terms of remuneration thereof

RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. K R Srinivasan (holding DIN 08215289), who was appointed as Additional Director on 11th November, 2020 by the board of directors pursuant to Section 161(1) of the Companies Act, 2013 be and is hereby appointed as Director of the Company.

RESOLVED FURTHER 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. K R Srinivasan (holding DIN 08215289) as President and Whole-time Director (Key Managerial Personnel) of the Company, for a term of 3 (three) years, from 11th November, 2020 to 10th November, 2023 (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 Act, 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 under the Companies Act, 2013, approval be and is hereby accorded for the following terms of remuneration to Mr. K R Srinivasan as President and Whole-time Director of the Company:

a.	Salary	Rs.4,10,365 (Indian Rupees Four Lakh Ten Thousand Three Hundred and Sixty Five only) per month in the scale of Rs.4,00,000 (Indian Rupees Four Lakh only) - Rs.9,00,000 (Indian Rupees Nine Lakh only). 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: As may be approved by the Nomination and Remuneration Committee from time to time. Incentive (at 100% level) will be 25% (twenty five per cent) of the annual pay (annual pay includes salary, perquisites, allowances, incentives & retiral benefits); and</p> <p>(d) The allowances and perquisites shall not exceed 100% (one hundred per cent) of the salary.</p>
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. K R Srinivasan 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% (five per cent) 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. K R Srinivasan will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.</p> <p>(v) Mr. K R Srinivasan will be entitled for grant of stock options under Employee Stock Option Scheme(s), if any.</p> <p>(vi) Mr. K R Srinivasan 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.

By Order of the Board
For Tube Investments of India Ltd

S Suresh
Company Secretary

Place: Chennai
Date : 26th November 2020

NOTES:

(a) Convening of Extra-ordinary General Meeting through Video Conferencing/other Audio Visual Means facility:

In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 22/2020 and 33/2020 dated 8th April 2020, 13th April 2020, 15th June 2020 and 28th September 2020 respectively, issued by the Ministry of Corporate Affairs (hereinafter collectively referred as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“**SEBI Circular**”) and in compliance with the provisions of the Companies Act, 2013 (“**Act**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Extra-ordinary General Meeting (“**e-EGM**” or “**EGM**” or “**Meeting**”) of the Company convened is being conducted through Video Conferencing (“**VC**”)/other Audio Visual Means (“**OAVM**”) facility, which does not require physical presence of the members of the Company (“**Members**”) at a common

venue. Hence, the Members are requested to attend and participate at the ensuing e-EGM through VC/OAVM facility being provided by the Company through National Securities Depository Limited (“NSDL”).

The deemed venue for the e-EGM shall be the registered office of the Company.

(b) Quorum:

The Members can join the e-EGM in the VC/OAVM mode 30 (thirty) minutes before the scheduled time of the commencement of the e-EGM. The Company may close the window for joining the VC/OAVM facility 15 (fifteen) minutes after the scheduled time to start the e-EGM. The facility of participation at the e-EGM through VC/OAVM will be made available for 1,000 (one thousand) Members on first-come-first-served basis. This will not include large shareholders (shareholders holding 2% (two per cent) or more shareholding), promoters, institutional investors, Directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders’ relationship committee and auditors of the Company, who are allowed to attend the e-EGM without restriction on account of first-come-first served basis.

The attendance of the Members attending the e-EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(c) Proxy(ies):

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the e-EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member. Since this e-EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-EGM and hence the proxy form and attendance slip are not annexed to this Notice.

(d) Explanatory Statement:

An explanatory statement as per Section 102 of the Act in respect of the business under Item Nos.1 and 2 of this Notice, proposed to be transacted at the e-EGM, is annexed to this Notice. The board of directors of the Company, at its meeting held on 26th November 2020, has decided that the special business set out under Item Nos.1 and 2, being considered unavoidable, be transacted at the e-EGM of the Company.

(e) Corporate Representations:

Pursuant to the provisions of Section 113 of the Act, body corporate Members who intend their authorised representative(s) to attend the e-EGM are requested to send, to the Company, a certified copy of the resolution of its board of directors or other governing body, authorizing such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend the e-EGM through VC/OAVM facility and participate thereat and cast their votes through e-voting. The said resolution/authorization shall be sent to the scrutinizer by e-mail through its registered email address to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in.

(f) Queries:

Members who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investorservices@tii.murugappa.com. Questions/queries received by the Company till 5 p.m. (IST) on 17th December, 2020 shall only be considered and responded during the e-EGM.

Members who would like to express their views or ask questions during the EGM may register themselves as a Speaker by sending an email to investorservices@tii.murugappa.com any time before 5.00 p.m. (IST) on 17th December, 2020, mentioning their name, demat account number/folio number, email id and mobile number. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EGM, depending on availability of time.

The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the EGM.

(g) Dispatch of Notice through electronic means and inspection of documents:

In terms of Sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of EGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular, electronic copy of the Notice of the e-EGM of the Company is being sent to all the Members whose e-mail address are registered with the Company/RTA (defined below)/depository participant(s).

The Members may also note that the Notice of the e-EGM will also be available on the Company’s website www.tiindia.com and on the website of Stock Exchanges (where the shares of the Company are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and also on the website of NSDL for download. Members may note that relevant documents referred in the Notice shall be made available in accordance with applicable statutory requirement based on request received by the Company for inspection at investorservices@tii.murugappa.com. Further, for easy reference, the certificate is also made available in the following websites till the conclusion of the e-EGM: (a) TII: www.tiindia.com, with a quick link on the home page for quick access and (b) NSDL: www.evoting.nsdl.com to facilitate the shareholders to view the same.

For Members who have not received the Notice due to change/non-registration of their e-mail address with the Company/RTA (defined below)/depository participants, they may request, for the Notice, by sending an email at

evoting@nsdl.co.in. Post receipt of such request and verification of records of the Members, the Members would be provided soft copy of the Notice. It is clarified that for registration of email address, the shareholders are however requested to follow due procedure for registering their email address with the Company/RTA (*defined below*) in respect of physical holdings and with the depository participants in respect of electronic holdings. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/RTA(*defined below*)/Company to enable servicing of notices/documents/annual reports electronically to their email address.

The Members who have not received any communication regarding this e-EGM for any reason whatsoever, and are eligible for vote are also entitled to vote and may obtain the User ID and password or instructions for remote e-voting by contacting NSDL between 09:00 a.m. IST to 05:00 p.m. IST on all working days, except Saturday and Sunday at evoting@nsdl.co.in

Any person becoming a Member after the dispatch of Notice of the EGM and holding shares as on the cut-off date i.e. 14th December, 2020 may obtain the User ID and password by referring to the e-voting instructions attached to this Notice and also available on the Company's website www.tiindia.com and the website of NSDL viz., www.evoting.nsdl.com. Alternatively, Member may send request providing the email address, DP ID / Client ID, mobile number, number of shares held and self-attested PAN copy via email to evoting@nsdl.co.in for obtaining the Notice of EGM.

(h) Scrutinizer:

The Board of Directors, at its meeting held on 26th November 2020, has appointed Mr. R Sridharan (FCS 4775) of M/s. R Sridharan & Associates, Practising Company Secretaries (C.P. No. 3239), as the "**Scrutinizer**" to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner.

The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny of the remote e-voting and e-voting at the e-EGM. The results will be announced by the Managing Director of the Company or the President and Whole-time Director or any director of the Company within 48 (forty eight) hours from the conclusion of the EGM and will be posted on the Company's website viz. www.tiindia.com and will also be posted on the website of National Securities Depository Limited ("**NSDL**") at www.evoting.nsdl.com. The results shall also be intimated to the Stock Exchanges where the securities of the Company are listed.

(i) Electronic voting:

In compliance with provisions of Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Listing Regulations and Secretarial Standard – 2, the Company is providing remote e-voting facility to enable Members to cast their votes electronically on the matters included in this Notice. For this purpose, the Company has engaged the services of NSDL to provide e-voting facility to enable the Members to cast their votes electronically. The facility of casting votes by a Member using remote e-voting system as well as e-voting at the e-EGM will be provided by NSDL. Members are requested to follow the procedure as stated in the instructions of this Notice for casting of votes electronically.

The cut-off date for determining the Members eligible to vote on resolutions proposed to be considered at the meeting is Monday, 14th December, 2020. The remote e-voting period will commence on Friday, 18th December, 2020 at 9:00 a.m. (IST) and end on Sunday, 20th December, 2020 at 5:00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time. The remote e-voting module shall be disabled thereafter.

The resolutions will be deemed to have been passed on the date of the meeting, if approved by the requisite majority.

Only those Members whose names are appearing on the 'Register of Members'/'List of Beneficial Owners' of the Company as on the cut-off date, shall be entitled to cast their vote through remote e-voting or voting through VC/OAVM at the e-EGM, as the case may be. A person who is not a Member on the cut-off date should treat this notice for information purpose only.

The Members who have cast their vote by remote e-voting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again. The Members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting at EGM will not be considered. Members must note that voting by show of hands will not be available at the Meeting in terms of the aforesaid provisions.

(j) Voting Rights:

Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the cut-off date being Monday, 14th December, 2020.

(k) Route Map:

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members in terms of MCA Circulars. Hence, the route map is not annexed to this Notice.

(l) Dematerialization of Shares:

Attention is drawn to Regulation 40 of Listing Regulations which has mandated that transfer of securities would be carried out only in dematerialized form.

Members are therefore requested to dematerialize their physical holdings. For any clarification, assistance or information relating to dematerialization of Company's shares, please contact the Registrar & Share Transfer Agents of the Company viz., M/s. KFin Technologies Private Limited. Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 at Tel No.040-6716 2222 or e-mail at einward.ris@kfinotech.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated 26th November 2020 and shall be taken as forming part of the Notice:

Item 1

Issue of Equity Shares on a Preferential Allotment/Private Placement Basis to entities not belonging to the promoter or promoter group of the Company

The board of directors of the Company (“**Board**”) at its meeting held on 26th November, 2020 considered a capital raising proposal for the Company on preferential allotment/private placement basis to raise funds for its organic and inorganic growth plans and also for its capital expenditure and for general corporate purposes. In the said regard, the members of the Company (“**Members**”) may further note that the Company, in active pursuit of its plans for growth through the inorganic route, has already initiated the process of acquiring a controlling interest in M/s. CG Power and Industrial Solutions Limited, a listed company, which is engaged in design, manufacturing and marketing of products related to power generation, transmission, distribution and in industrial segment like railways and motor.

Accordingly, with the aforesaid objective in view, the Board considered an issue of equity shares of the Company, at the aforementioned meeting, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**SEBI ICDR Regulations**”) for an aggregate amount not exceeding INR 350,00,00,000 (Indian Rupees Three Hundred and Fifty Crore only) to certain investors on a preferential issue basis in terms of Chapter V of the SEBI ICDR Regulations and subject *inter alia* to the pricing requirements and lock-in-period as stipulated therein.

The Board has approved and executed the following agreements with the Subscribers (as defined below):

- (a) the shares subscription agreement dated November 26, 2020 between SBI Funds Management Private Limited as the asset management company of SBI Mutual Fund (“**SBI MF**”) with respect to its schemes namely SBI Focused Equity Fund and SBI Magnum Midcap Fund and the Company (“**SSA 1**”) for the issue and allotment of 20,50,020 equity shares of the Company of face value of INR 1 (Indian Rupees One only) each (“**Equity Shares**”) at a price of INR 731.70 (Indian Rupees Seven Hundred Thirty One and Paise Seventy only), which includes a premium of INR 730.70 (Indian Rupees Seven Hundred Thirty and Paise Seventy only), to SBI Focused Equity Fund and SBI Magnum Midcap Fund; and
- (b) the shares subscription agreement dated November 26, 2020 between Azim Premji Trust represented by Azim Premji Trustee Company Private Limited and the Company (“**SSA 2**”) for the issue and allotment of 27,33,360 Equity Shares at a price of INR 731.70 (Indian Rupees Seven Hundred Thirty One and Paise Seventy only), which includes a premium of INR 730.70 (Indian Rupees Seven Hundred Thirty and Paise Seventy only) to Azim Premji Trust.

(SBI Focused Equity Fund, SBI Magnum Midcap Fund and Azim Premji Trust are collectively referred to as the “**Subscribers**” and SSA 1 and SSA 2 are collectively referred to as the “**SSAs**”). One of the conditions precedent to the proposed transactions under the SSAs is that the Company obtain approval from its shareholders for the proposed allotment by a special resolution.

The Subscribers do not belong to the promoter/promoter group of the Company. The Equity Shares proposed to be issued and allotted to the Subscribers will be listed on the BSE Limited and the National Stock Exchange of India Limited and will rank *pari passu* with the existing equity shares of the Company including with regard to dividend and voting rights.

Approval of the Members by way of special resolution is being sought *inter alia* in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Act as well as Chapter V of the SEBI ICDR Regulations to offer, issue and allot Equity Shares to the Subscribers on a preferential issue and private placement basis, as per details mentioned in the resolution at Item no.1 of the Notice.

The existing authorised share capital is INR 25,00,00,000 (Indian Rupees Twenty Five Crore only) divided into 25,00,00,000 (Twenty Five Crore) equity shares of INR 1 (Indian Rupee One only) each. The proposed issue is within the limits of the authorised capital of the Company.

In terms of the provisions of the Act and the SEBI ICDR Regulations, other relevant disclosures/details are given below:

1. Objects of the Preferential Issue:

Subject to applicable law, the Company shall utilize the proceeds from the preferential issue: (i) to fund its organic and inorganic growth plans including for part funding the proposed acquisition of M/s. CG Power and Industrial Solutions Limited which is currently ongoing, (ii) for the Company’s capital expenditure; and (iii) general corporate purposes.

2. Relevant Date:

The “**Relevant Date**” for the preferential issue, as per the SEBI ICDR Regulations, as amended from time to time, for the determination of minimum price for the issue and allotment of Equity Shares on preferential allotment/private placement basis shall be 20th November, 2020, being the date 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (i.e. 21st December, 2020).

3. Pricing of Preferential Issue:

The price of the Equity Shares to be issued is fixed at INR 731.70 (Indian Rupees Seven Hundred Thirty One and Paise Seventy only) per Equity Share, which consists of INR 1 (Indian Rupee One only) par value and INR 730.70 (Indian Rupees Seven Hundred Thirty and Paise Seventy only) as premium per Equity Share, which is equal to the minimum price for the preferential allotment determined in accordance with Regulation 164 of the SEBI ICDR Regulations.

4. Basis on which the price has been arrived at:

The Board has decided that the preferential allotment shall be at an issue price of INR 731.70 (Indian Rupees Seven Hundred Thirty One and Paise Seventy only) per Equity Share, which consists of INR 1 (Indian Rupee One only) par value and INR 730.70 (Indian Rupees Seven Hundred Thirty and Paise Seventy only) as premium per Equity Share.

Equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded for the purpose of Regulation 164 of the SEBI ICDR Regulations. For the purpose of computation of the minimum price per Equity Share, National Stock Exchange of India Limited is the stock exchange that has higher trading volume for the period as prescribed under the SEBI ICDR Regulations and accordingly has been considered.

Allotment to SBI MF

SBI Mutual Fund, with respect to the schemes SBI Focused Equity Fund and SBI Magnum Midcap Fund, is a “qualified institutional buyer” as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. In terms of Regulation 164(4) of the SEBI ICDR Regulations, the minimum price at which a preferential allotment of the Equity Shares may be made to a qualified institutional buyer is at a price not less than the average of the weekly high and low of the volume weighted average prices of the Equity Shares quoted on a recognized stock exchange during the 2 (two) weeks preceding the Relevant Date.

The minimum price at which the preferential allotment of Equity Shares may be made to each of SBI Focused Equity Fund and SBI Magnum Midcap Fund of SBI MF (as determined in accordance with the SEBI ICDR Regulations) is INR 731.70 (Indian Rupees Seven Hundred Thirty One and Paise Seventy only) per Equity Share.

Allotment to Azim Premji Trust

In terms of Regulation 164(1) of SEBI ICDR Regulations, the minimum price at which a preferential allotment of the Equity Shares may be made to Azim Premji Trust is at a price not less than higher of: (a) the average of the weekly high and low of the volume weighted average price of the related Equity Shares quoted on the recognized stock exchange during the 26 (twenty six) weeks preceding the Relevant Date; or (b) the average of the weekly high and low of the volume weighted average prices of the Equity Shares quoted on a recognized stock exchange during the 2 (two) weeks preceding the Relevant Date.

The minimum price at which the preferential allotment of Equity Shares may be made to Azim Premji Trust (as determined in accordance with the SEBI ICDR Regulations) is INR 731.70 (Indian Rupees Seven Hundred Thirty One and Paise Seventy only) per Equity Share.

5. Intention of promoters/directors/key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel of the Company will subscribe to the proposed issue.

6. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Identity of the allottee & PAN	Category	Pre Issue shareholding	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding
Azim Premji Trust (represented by Azim Premji Trustee Company Private Limited) PAN: AACTA8629B	Trust	Nil	Nil	27,33,360	1.42%
SBI Focused Equity Fund (Scheme of SBI Mutual Fund) PAN: AABTS6407Q	Qualified Institutional Buyer (QIB)	30,00,000	1.60%	15,03,348	2.34%
SBI Magnum Midcap Fund (Scheme of SBI Mutual Fund) PAN: AABTS6407Q	Qualified Institutional Buyer (QIB)	Nil	Nil	5,46,672	0.28%

7. The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category of shareholder	Pre-Issue of Equity Shares (As on 20th November 2020)		Post Issue of Equity Shares	
		Number of Shares	% of total shares	Number of Shares	% of total shares
(A)	Promoters and Promoter Group Holding				
1	Indian Promoters / Promoter Group				
(a)	Individuals / HUF	1,10,24,154	5.86	1,10,24,154	5.72
(b)	Bodies Corporate	7,89,42,735	42.00	7,89,42,735	40.96
	Sub Total	8,99,66,889	47.86	8,99,66,889	46.68
	Foreign Promoters / Promoter Group	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group	8,99,66,889	47.86	8,99,66,889	46.68
(B)	Non-Promoters' shareholding				
1	Institutions				
(a)	Mutual Funds	3,43,18,953	18.26	3,63,68,973	18.87
(b)	Banks / FI	22,70,323	1.21	22,70,323	1.18
(c)	Insurance Companies	0	0.00	0	0.00
(d)	FIs	3,75,55,954	19.98	3,75,55,954	19.48
	Sub Total (B)(1)	7,41,45,230	39.45	7,61,95,250	39.53
2	Non- Institutions				
(a)	Bodies Corporate				
i)	Indian	24,48,809	1.30	24,48,809	1.27
ii)	Overseas	0	0.00	0	0.00
(b)	Individuals	2,01,47,790	10.72	2,28,81,150	11.87
(c)	NRIs	12,48,462	0.66	12,48,462	0.65
	Sub Total (B)(2)	2,38,45,061	12.69	2,65,78,421	13.79
	Total Non-Promoters' Shareholding	9,79,90,291	52.14	10,27,73,671	53.32
(C)	Custodians for GDRs and ADRs	9,300	0.00	9,300	0.00
	GRAND TOTAL	18,79,66,480	100.00	19,27,49,860	100.00

8. The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed allottee:

Name of Proposed Allottees	Details of the Ultimate Beneficial Owner/Beneficial Ownership
Azim Premji Trust (represented by Azim Premji Trustee Company Private Limited)	Mr. Azim Hasham Premji
SBI Focused Equity Fund (Scheme of SBI Mutual Fund)	Not applicable
SBI Magnum Midcap Fund (Scheme of SBI Mutual Fund)	Not applicable

9. Proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members granting consent for preferential issue or in the event, allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of receipt of such approval(s) or permission, as the case may be.

10. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There will be no change in control in the Company consequent to the completion of the preferential allotment to the aforementioned Subscribers.

12. The percentage of post preferential issue capital that may be held by the allottee(s) is as under:

Please refer to Paragraph 6 above.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

14. Lock-in-period:

The Equity Shares shall be locked-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

15. Auditor's certificate:

A certificate from M/s S. R. Batliboi & Associates LLP, Chartered Accountants, statutory auditors of the Company, certifying that the preferential issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations shall be available for inspection by the Members on request. Kindly send your request at investorservices@tii.murugappa.com. A copy of the certificate shall be placed before the Members during the e-EGM. Further, for easy reference, the certificate is also made available in the following websites till the conclusion of the e-EGM: (a) TII: www.tiindia.com, with a quick link on the home page for quick access and (b) www.evoting.nsdl.com to facilitate the shareholders to view the same.

16. Report of a registered valuer:

A report of a registered valuer is not required for the proposed issue, under the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

17. Undertaking:

Azim Premji Trust has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date. SBI Focused Equity Fund and SBI Magnum Midcap Fund are schemes of SBI MF which is a mutual fund registered with SEBI and is exempt from Regulation 159(1) of the SEBI ICDR Regulations.

The Company is in compliance with the conditions for continuous listing.

To the best of the knowledge of the Company, none of the directors or promoters of the Company and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the disclosures specified under Regulation 163(1)(i) of SEBI ICDR Regulations are not applicable.

None of the Company's directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.

The Board believe that the proposed preferential issue is in the best interest of the Company and the Members. The Board, therefore, recommend the passing of the Resolution at Item No. 1 as a special resolution.

None of the promoters, directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company.

Item 2

Mr. K R Srinivasan, holding DIN 08215289 was appointed as Additional Director and as President and Whole-time Director of the Company by the Board of Directors ("**Board**") with effect from 11th November 2020. The appointment of Mr. K R Srinivasan is for a term of 3 (three) years from 11th November 2020 till 10th November 2023 (both days inclusive) and subject to the approval of the shareholders of the Company.

Mr. K R Srinivasan, 58 years, is the President of TI Metal Formed Products Division, a division of the Company. He is also in charge of the TI Optoelectronic Solutions business unit. He is an Engineering graduate with Honors from Regional Engineering College (REC), Trichy with specialization in Mechanical Engg., and a postgraduate in Business Administration from University of Madras. He is a Fulbright Fellow in Leadership in Management from Carnegie Mellon University, Pittsburgh, USA. He has over two and a half decades of experience in various functions viz., sales, marketing, application engineering, product management, manufacturing and other plant operations, process re-engineering, project management and information technology. Mr. Srinivasan started his career in Ashok Leyland working in different areas of sales & marketing for around 9 years. He joined TII in the year 1993 as Regional Sales Manager and he went on to become the all India sales & marketing head. From there, he took to operations area as Manufacturing Plant – Head. Later, he moved into ERP implementation and handled various process areas like order management, customer service, manufacturing, supply chain planning etc. He was also the Corporate Head of Information Technology in TII and also Executive Vice President of TI Metal Forming.

For the appointment of Mr. K R Srinivasan 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.

Mr. K R Srinivasan holds Directorship in TI Tsubamex Private Limited, a subsidiary of the Company, of which he is also the Manager under Section 196 of the Act on 'nil' remuneration. He holds no other Directorships or memberships in any Board or Board Committees respectively of any company.

Mr. K R Srinivasan is not disqualified from being appointed as a director of the Company under Section 164 of the Act.

Mr. K R Srinivasan holds 9,090 equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

Approval of the shareholders is sought for the appointment of Mr. K R Srinivasan as Director and also for his appointment and payment of remuneration as President and Whole-time Director as detailed in the Ordinary Resolution set out in Item no.2 of the Notice.

The Board recommends the Resolution for approval by the shareholders of the Company.

Except Mr. K R Srinivasan, 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.

By Order of the Board
For Tube Investments of India Ltd

Place: Chennai
Date: 26th November 2020

S Suresh
Company Secretary

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VIDEO CONFERENCE/OTHER AUDIO VISUAL MEANS ('VC/OAVM') ARE AS UNDER:

1. Members will be able to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Members login where the E-voting Event Number ("**EVEN**") of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned herein to avoid last minute rush. Further Members can also use the one time password ("**OTP**") based login for logging into the e-voting system of NSDL.
2. Facility of joining the EGM through VC/OAVM shall be open 30 (thirty) minutes before the time scheduled for the EGM and will be available for Members on first-come-first-serve basis.
3. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in 800 222 990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360.
4. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 (one thousand) Members on first-come- first-serve basis.
5. Members and institutional investors are encouraged to attend and vote in the e-EGM. Members may join the meeting through laptops for better experience.
6. Further Members will be required to allow camera access and use internet with a good speed to avoid any disturbance during the EGM.
7. Please note that the participants connecting from mobile devices or tablets or through laptop connected *via* mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
8. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

A. Instructions for voting through electronic means:

1. In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be

considered and transacted at the Extra-Ordinary General Meeting (“**Meeting**”) by electronic means. The facility of casting the votes by the Members using an electronic voting system from any place before the Meeting (“**remote e-voting**”) and during the Meeting will be provided through the e-voting services provided by National Depository Services Limited (“**NSDL**”).

2. The instructions for remote e-voting and e-voting during the Meeting are provided herewith. Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their voting right at the Meeting.
3. 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 cast their vote again.
4. The remote e-voting period commences on Friday, 18th December 2020 at 9:00 a.m. Indian Standard Time and ends on Sunday, 20th December 2020 at 5:00 p.m. Indian Standard Time. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 14th December, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once a vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, 14th December, 2020.

Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and is holding shares as of the cut-off date i.e. Monday, 14th December, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

6. Only a person, whose name is recorded in the ‘Register of Members’ or in the ‘Register of Beneficial Owners’ of the Company maintained by the depositories or the Company, as on the cut-off date i.e. Monday, 14th December, 2020 shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through e-voting. A person who is not a Member as on the cut-off date as provided above should treat this Notice for information purposes only.
7. The Company has appointed Mr. R Sridharan (FCS 4775) of M/s. R Sridharan & Associates, Practising Company Secretaries (C.P. No. 3239), as the “**Scrutinizer**” to scrutinize the remote e-voting and e-voting at the Meeting in a fair and transparent manner.
8. The Scrutinizer shall after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, and submit to the Managing Director of the Company or the President and Whole-time Director or any other Director of the Company after completion of the scrutiny of the remote e-voting and e-voting at the Meeting. The results will be announced by the Managing Director of the Company or the President and Whole-time Director or any other Director of the Company within 48 (forty eight) hours from the conclusion of the Meeting.
9. The Results declared along with the consolidated Scrutinizer’s report will be placed on the website of the Company and on the website of NSDL immediately. The results shall also be immediately forwarded to the stock exchanges on which the Company’s shares are traded i.e. BSE Limited and National Stock Exchange of India Limited.
10. Subject to receipt of requisite numbers of votes, the resolutions shall be deemed to be passed on the date of the Meeting.

B. Remote e-voting

The details of the process and manner for remote e-voting are explained herein below. Remote e-voting consists of “Two Steps” as follows:

Step 1: Log-in to NSDL e-voting system

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.

Once the home page of e-voting system is launched, click on the icon “**Login**” which is available under “**Shareholders**” section.

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 e-services i.e. “**IDEAS**”, you can log-in at <https://eservices.nsdl.com/> with your existing “**IDEAS**” login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

2. Your User ID details are given below:

Manner of holding shares i.e. Demat 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 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 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 For example if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

3. Your password details are given below:

- a) If you are already registered for e-voting with NSDL, 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 by NSDL. Once you retrieve your “**initial password**”, you need to enter the “**initial password**” and the system will force you to change your 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 said email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the PDF file is your 8 (eight) digit client ID for NSDL account, last 8 (eight) 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, please follow steps mentioned below in this Notice.

4. If you are unable to retrieve or have not received the “**initial password**” or have forgotten your password:

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.

- a) Click on “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- b) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.

5. After entering your password, tick on Agree to “**Terms and Conditions**” by selecting on the check box.

6. Now, you will have to click on “**Login**” button.

7. After you click on the “**Login**” button, Home page of e-voting will open.

Step 2: 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 clicking 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 Tube Investments of India Limited.
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.

C. General Guidelines for Members:

1. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf/jpg format) of their relevant board resolution/authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by email to rsaevoting@gmail.com with a copy marked to 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 to reset the password.
3. In case of any queries relating to e-voting, you may refer the “**Frequently Asked Questions**” and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. In case of any queries in relation to e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/ 022-24994545 & Ms. Sarita Mote, Assistant Manager, NSDL at saritam@nsdl.co.in / 022- 24994890.
4. You can also update your mobile number and email ID in the user profile details which may be used for sending future communication(s).
5. 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 i.e. Monday, 14th December, 2020.

D. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please send a request by email to the RTA at einward.ris@kfintech.com by providing folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
2. In case shares are held in demat mode, the Members are also requested to register/update their email address, PAN and bank account details with the depository participant where their respective dematerialised accounts are maintained.

E. The Instructions for Members for e-voting on the day of the EGM are as under:

1. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.
3. Members who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for remote e-voting.
5. If any votes are cast by the Members through the e-voting available during the Meeting and if the same Members have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the Meeting is available only to the Members attending the Meeting.