



# TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35100TN2008PLC069496)

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

Website: www.tiindia.com - E-mail id: investorservices@tii.murugappa.com

Phone: 044-42177770-5 – Fax: 044-42110404

## 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, 30<sup>th</sup> November 2020 at 10.30 A.M. (IST) through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**") facility, to transact the following **SPECIAL BUSINESS**:

**1. Investing in securities of and providing loans to and/or guarantees or security in respect of borrowings availed/ to be availed by M/s. CG Power and Industrial Solutions Limited and any subsidiaries 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 Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time) ("**Act**"), subject to such approvals, consents, sanctions and permissions of appropriate statutory/regulatory/other authorities, as may be necessary, and subject to the provisions of the Memorandum and Articles of Association of the Tube Investments of India Limited ("**the Company**" or "**TII**") and all other provisions of applicable laws, consent of the Members, be and is hereby accorded to the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), to (a) give any loan to M/s. CG Power and Industrial Solutions Limited ("**CG Power**") and/or any subsidiary of TII; (b) give any guarantee or provide security in connection with any loan made or to be made to CG Power and/or any subsidiary of TII; and (c) acquire by way of subscription, purchase or otherwise any securities (including equity shares, preference shares or debentures) of CG Power and/or any subsidiary of TII, from time to time in one or more tranches, as the Board in its absolute discretion deem beneficial in the interest of the Company and for an aggregate additional amount not exceeding INR 1760,00,00,000 (Indian Rupees One Thousand Seven Hundred and Sixty Crores only), which amount shall be in addition to the investments of (i) approximately INR 538,94,00,000 (Indian Rupees Five Hundred Thirty Eight Crore Ninety Four Lakh only) made by the Company up to 31<sup>st</sup> March 2020 in other bodies corporate, and (ii) approximately INR 800,00,00,000 (Indian Rupees Eight Hundred Crore only) being made by the Company in CG Power, notwithstanding that the proposed investments, loans, guarantees and security taken together with the investments so far made or being made in all other bodies corporate may exceed the limits specified under Section 186 of the Act.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, on behalf of the Company for the purpose of giving effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (including committee(s) of the Board thereof and/or any director of the Company or any individual delegated with powers necessary for the purpose) be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.

By Order of the Board  
For Tube Investments of India Ltd  
**S Suresh**  
Company Secretary

Place: Chennai  
Date: 4<sup>th</sup> 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 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 15<sup>th</sup> June 2020 and 28<sup>th</sup> 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 12<sup>th</sup> 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 No.1 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 4<sup>th</sup> November 2020, has decided that the special business set out under Item No.1, 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](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](mailto:investorservices@tii.murugappa.com). Questions/queries received by the Company till 5 p.m. (IST) on 26<sup>th</sup> November 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](mailto:investorservices@tii.murugappa.com) any time before 5.00 p.m. (IST) on 26<sup>th</sup> November 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](http://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](http://www.bseindia.com) and National Stock Exchange of India Limited [www.nseindia.com](http://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](mailto:investorservices@tii.murugappa.com)

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](mailto: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](mailto: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. 23<sup>rd</sup> November 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](http://www.tiindia.com) and the website of NSDL viz., [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) for obtaining the Notice of EGM.

**(h) Scrutinizer:**

The Board of Directors, at its meeting held on 4<sup>th</sup> 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 Chairman 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 Chairman of the Company or any director of the Company as may be authorised by the Chairman 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](http://www.tiindia.com) and will also be posted on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://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 resolution proposed to be considered at the meeting is Monday, 23<sup>rd</sup> November 2020. The remote e-voting period will commence on Friday, 27<sup>th</sup> November 2020 at 9:00 a.m. (IST) and end on Sunday, 29<sup>th</sup> November 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 resolution 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, 23<sup>rd</sup> November 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@kfintech.com](mailto:einward.ris@kfintech.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 4<sup>th</sup> November 2020 and shall be taken as forming part of the Notice.

### Item 1

#### **Investing in securities of and providing loans to and/or guarantees or security in respect of borrowings availed/to be availed by M/s. CG Power and Industrial Solutions Limited and any subsidiaries of the Company**

In terms of Section 186 of the Companies Act, 2013 (“Act”), a Company can *inter alia* invest or provide loans or give guarantees /securities up to 60% (sixty per cent) of its paid up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more.

As on 31<sup>st</sup> March, 2020, the Company has an aggregate limit of INR 1655,34,00,000 (Indian Rupees One Thousand Six Hundred Fifty Five Crore Thirty Four Lakh only) (approximately) for investments, loans and guarantees/securities as computed under Section 186 of the Act. As on 31<sup>st</sup> March, 2020, the aggregate investments of the Company stood at INR 538,94,00,000 (Indian Rupees Five Hundred Thirty Eight Crore Ninety Four Lakh only) (approximately) and the Company has not extended any loans, guarantees or securities as on 31<sup>st</sup> March, 2020.

The Company is in the process of acquiring the controlling interest in M/s. CG Power and Industrial Solutions Limited (“CG Power”) and the board of directors of the Company (“Board”) has approved an investment in equity shares and share warrants of CG Power aggregating to INR 800,00,00,000 (Indian Rupees Eight Hundred Crore only) (approximately), which is within the limits of Section 186 of the Act.

In addition to the above investments, the Company may have to subscribe to/purchase further securities of CG Power to consolidate its shareholding percentage, provide loans to CG Power to ease its constrained liquidity position and facilitate its smooth day-to-day operations and/or give guarantees or security in respect of the borrowings availed or to be availed by CG Power, to address and resolve lender related issues presently faced by CG Power. Also, in relation to the various subsidiaries of the Company (“Tube Investments of India Limited” or “TII”), the Company may have to subscribe to/purchase securities of or provide loans to such subsidiaries and/or give guarantees or security in respect of the borrowings availed or to be availed by such subsidiaries in relation to their business.

After a close evaluation of the present situation vis-à-vis the fund requirements of CG Power and also of any requirement to invest in securities of/provide loans to and/or guarantees or security in respect of the borrowings of the subsidiaries of the Company viz., TII, the Board has considered the proposal in the aforesaid regard at the meeting held on 4<sup>th</sup> November 2020 and has recommended for the Members’ approval aggregate additional amount of up to INR 1760,00,00,000 (Indian Rupees One Thousand Seven Hundred and Sixty Crores only) for loans, guarantees, security and investments to be made in pursuant to this resolution. The said amount will be in addition to the investments of (i) approximately INR 538,94,00,000 (Indian Rupees Five Hundred Thirty Eight Crore Ninety Four Lakh only) made by the Company up to 31<sup>st</sup> March 2020 in other bodies corporate and (ii) approximately INR 800,00,00,000 (Indian Rupees Eight Hundred Crore only) being made by the Company in CG Power.

Members may note that the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, may exceed the limits specified under Section 186 of the Act and other applicable provisions of the Act and the Rules thereunder, provided that the Company obtain the prior approval of shareholders by means of a special resolution passed in a general meeting for exceeding the specified limits.

The Board at its meeting held on 4<sup>th</sup> November 2020, has approved issue of corporate guarantees(s) in favour of the proposed lenders of CG Power up to INR 1400,00,00,000 (Indian Rupees One Thousand Four Hundred Crore only) subject to the approval of the shareholders of the Company under Section 186 of the Act. Guarantees proposed to be issued by the Company up to the amount of INR 1400,00,00,000 (Indian Rupees One Thousand Four Hundred Crore only) forms part of the aggregate additional amount of up to INR 1760,00,00,000 (Indian Rupees One Thousand Seven Hundred and Sixty Crores only) proposed for shareholder approval in the resolution at Item No.1.

The Board believes that the proposal is in the best interest of the Company and its Members. The Board, therefore, recommends passing of the resolution under Item No.1 of the Notice as a special resolution.

None of the promoters, directors (except to the extent of the directorship held/to be held in the subsidiaries of the Company) and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution except Mr. Vellayan Subbiah, Managing Director who is on the Board of a subsidiary viz., Shanthi Gears Limited.

By Order of the Board  
For Tube Investments of India Ltd

**S Suresh**  
Company Secretary

Place: Chennai  
Date: 4<sup>th</sup> November 2020

**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 served basis.
3. Members who need assistance before or during the EGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), 800 222 990 or contact Mr. Amit Vishal, Senior Manager – NSDL at [amity@nsdl.co.in](mailto:amity@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-served 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 resolution 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 Securities Depository 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, 27<sup>th</sup> November 2020 at 9:00 a.m. Indian Standard Time and ends on Sunday, 29<sup>th</sup> November 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, 23<sup>rd</sup> November 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, 23<sup>rd</sup> November 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, 23<sup>rd</sup> November 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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, 23<sup>rd</sup> November 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 chairman/ whole time executive director /company secretary 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 chairman of the Company or any other director of the Company authorised by the chairman for the purpose 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 resolution 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](http://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](http://www.evoting.nsdl.com).
  - b) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - c) 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](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/ Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any queries in relation to e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in). 022-24994545 & Ms. Sarita Mote, Assistant Manager, NSDL at [saritam@nsdl.co.in](mailto: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, 23<sup>rd</sup> November 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 resolution set out in this Notice:**

1. In case shares are held in physical mode please sent a request by email to the RTA at [einward.ris@kfintech.com](mailto: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 resolution 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.