



Tube Investments of India Limited

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Website: www.tiindia.com CIN: L35100TN2008PLC069496

26th November 2020

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

BSE Limited
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort, Mumbai 400 001

Dear Sirs,

Sub: Execution of share subscription agreement for issuance of equity shares on preferential allotment / private placement basis - Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – ISIN: INE 974X01010

In continuation to our letter dated 24th November, 2020 and 26th November, 2020 on the subject matter, we write to inform that our Company viz., Tube Investments of India Limited (“TII”) has executed the following agreements:

- (1) share subscription agreement dated November 26, 2020 with Azim Premji Trust for issue and allotment of 27,33,360 (Twenty Seven Lakh Thirty Three Thousand Three Hundred Sixty) equity shares of the Company having face value of INR 1 (Rupee One) each (“**Equity Shares**”) for an aggregate consideration up to approximately Rs. 200,00,00,000 (Rupees Two Hundred Crore only); and
- (2) share subscription agreement dated November 26, 2020 with SBI Mutual Fund (with respect to its schemes SBI Focused Equity Fund and SBI Magnum Midcap Fund) for issue and allotment of 20,50,020 (Twenty Lakh Fifty Thousand Twenty) Equity Shares of the Company for an aggregate up to approximately Rs.150,00,00,000 (Rupees One Hundred Fifty Crore only).

The detailed disclosures in relation to the agreements set out in paragraphs (1) and (2) above is set out in **Annexure 1**.

Kindly take the above intimation made pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on record.

Thanking you,

Yours faithfully,
For TUBE INVESTMENTS OF INDIA LTD

S SURESH
COMPANY SECRETARY

Encl.



1. Share Subscription Agreement with Azim Premji Trust

Name(s) of parties with whom the agreement is entered	Azim Premji Trust (represented by Azim Premji Trustee Company Private Limited)
Purpose of entering into the Agreement	Subject to the terms of the subscription agreement, the Company has agreed to issue and allot 27,33,360 (Twenty Seven Lakh Thirty Three Thousand Three Hundred Sixty) Equity Shares to Azim Premji Trust on preferential allotment / private placement basis in accordance with Chapter V of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ SEBI ICDR Regulations ”).
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	Azim Premji Trust does not have any special rights under the share subscription agreement. The Equity Shares allotted to Azim Premji Trust will be locked in for the period prescribed under the SEBI ICDR Regulations.
Whether the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship	No
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	Not Applicable
In case of issuance of shares to the parties, details of issue price, class of shares issued	<u>Shares proposed to be Issued</u> - Equity Shares <u>Number of Equity Shares proposed to be issued</u> - 27,33,360 (Twenty Seven Lakh Thirty Three Thousand Three Hundred Sixty) each fully paid. <u>Issue Price</u> - Rs.731.70 (Rupees Seven Hundred Thirty One and Paise Seventy) per Equity Share, which is inclusive of a premium of Rs.730.70 (Rupees Seven Hundred Thirty Paise Seventy) per Equity Share. <u>Aggregate Consideration</u> – Rs. 199,99,99,512/- (Rupees One Hundred Ninety Nine Crore Ninety Nine Lakh Ninety

	Nine Thousand Five Hundred Twelve)
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	Not Applicable
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

2. Share Subscription Agreement with SBI Mutual Fund

Name(s) of parties with whom the agreement is entered	SBI Mutual Fund (represented by SBI Funds Management Private Limited) with respect to its schemes SBI Focused Equity Fund and SBI Magnum Midcap Fund
Purpose of entering into the Agreement	Subject to the terms of the subscription agreement, the Company has agreed to issue and allot Equity Shares to the schemes of SBI Mutual Fund on a preferential allotment / private placement basis in accordance with Chapter V of the SEBI ICDR Regulations as follows: (1) To SBI Focused Equity Fund (a scheme of SBI Mutual Fund) - 15,03,348 (Fifteen Lakh Three Thousand Three Hundred Forty Eight) Equity Shares; and (2) To SBI Magnum Midcap Fund (a scheme of SBI Mutual Fund) - 5,46,672 (Five Lakh Forty Six Thousand Six Hundred Seventy Two) Equity Shares.
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of	SBI Mutual Fund (including its schemes SBI Focused Equity Fund and SBI Magnum Midcap Fund) does not have any special rights under the share subscription agreement.

issuance of shares, right to restrict any change in capital structure etc	The Equity Shares allotted to SBI Mutual Fund will be locked in for the period prescribed under the SEBI ICDR Regulations.
Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	No
Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	Not Applicable
In case of issuance of shares to the parties, details of issue price, class of shares issued	<p><u>Shares proposed to be Issued - Equity Shares</u></p> <p><u>Number of Equity Shares proposed to be issued –</u></p> <p>To SBI Focused Equity Fund (a scheme of SBI Mutual Fund) - 15,03,348 (Fifteen Lakh Three Thousand Three Hundred Forty Eight) Equity Shares; and</p> <p>To SBI Magnum Midcap Fund (a scheme of SBI Mutual Fund) - 5,46,672 (Five Lakh Forty Six Thousand Six Hundred Seventy Two) Equity Shares.</p> <p><u>Issue Price - Rs.731.70 (Rupees Seven Hundred Thirty One Paise Seventy) per Equity Share, which is inclusive of a premium of Rs.730.70 (Rupees Seven Hundred Thirty Paise Seventy) per Equity Share.</u></p> <p><u>Aggregate Consideration –</u></p> <p>SBI Focused Equity Fund (a scheme of SBI Mutual Fund) - Rs. 1,09,99,99,731.60 (Rupees One Hundred Nine Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred Thirty One Paise Sixty only); and</p> <p>SBI Magnum Midcap Fund (a scheme of SBI Mutual Fund) - Rs. 39,99,99,902.40 (Rupees Thirty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Two Paise Forty only)</p>
Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity,	Not Applicable

potential conflict of interest arising out of such agreements, etc	
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

