

**TUBE INVESTMENTS OF INDIA LIMITED**

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CIN: L35921TN1949PLC002905

( REMOTE E-VOTING AND VOTING THROUGH ELECTRONIC VOTING SYSTEM AT THE VENUE OF THE AGM )

DATE OF AGM : 10-AUG-2015

DETAILS OF VOTING RESULTS

Date of Annual General Meeting (AGM)	10-Aug-15
Total No. of Shareholders on Record Date (Cut-off date for voting purpose – August 3, 2015)	19368
No. of Shareholders present in the meeting either in person or through proxy:	1966
Promoters and Promoter Group:	2
Public:	1964
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoters and Promoter Group:	
Public:	

**Agenda-wise**

The mode of voting for all resolutions was through remote e-Voting and through Electronic Voting System, at the Annual General Meeting.

**Resolution No. 1.**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		100.0000	0.0000
Public - Others	48011446	174701	0.3639	174691	10	99.9943	0.0057
<b>TOTAL</b>	<b>187182329</b>	<b>120579481</b>	<b>64.4182</b>	<b>120579471</b>	<b>10</b>	<b>99.99999</b>	<b>0.00001</b>

**Resolution No. 2**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		100.0000	0.0000
Public - Others	48011446	174921	0.3643	174911	10	99.9943	0.0057
<b>TOTAL</b>	<b>187182329</b>	<b>120579701</b>	<b>64.4183</b>	<b>120579691</b>	<b>10</b>	<b>99.99999</b>	<b>0.00001</b>

**Resolution No. 3**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	28675106	1356434	95.4833	4.5167
Public - Others	48011446	174921	0.3643	174511	410	99.7656	0.2344
<b>TOTAL</b>	<b>187182329</b>	<b>120579701</b>	<b>64.4183</b>	<b>119222857</b>	<b>1356844</b>	<b>98.87473</b>	<b>1.12527</b>



**Resolution No. 4**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		1.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		1.0000	0.0000
Public - Others	48011446	174811	0.3641	171795	3016	0.9827	0.0173
<b>TOTAL</b>	<b>187182329</b>	<b>120579591</b>	<b>64.4183</b>	<b>120576575</b>	<b>3016</b>	<b>99.99750</b>	<b>0.00250</b>

**Resolution No. 5**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		100.0000	0.0000
Public - Others	48011446	174921	0.3643	173939	982	99.4386	0.5614
<b>TOTAL</b>	<b>187182329</b>	<b>120579701</b>	<b>64.4183</b>	<b>120578719</b>	<b>982</b>	<b>99.99919</b>	<b>0.00081</b>

**Resolution No. 6**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	29905891	125649	99.5816	0.4184
Public - Others	48011446	174921	0.3643	174455	466	99.7336	0.2664
<b>TOTAL</b>	<b>187182329</b>	<b>120579701</b>	<b>64.4183</b>	<b>120453586</b>	<b>126115</b>	<b>99.89541</b>	<b>0.10459</b>

**Resolution No. 7**

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		100.0000	0.0000
Public - Others	48011446	174891	0.3643	174080	811	99.5363	0.4637
<b>TOTAL</b>	<b>187182329</b>	<b>120579671</b>	<b>64.4183</b>	<b>120578860</b>	<b>811</b>	<b>99.99933</b>	<b>0.00067</b>

All the aforesaid resolutions have been passed with requisite majority.

for TUBE INVESTMENTS OF INDIA LTD.



**S SURESH**  
COMPANY SECRETARY

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**Consolidated Scrutinizer's Report**

11<sup>th</sup> August, 2015

The Chairman

**Messrs. Tube Investments of India Limited,**

"Dare House", 234 N.S.C. Bose Road,

Chennai- 600 001.

**Ref: 66<sup>th</sup> Annual General Meeting of the Members of Messrs.Tube Investments of India Limited.**

Dear Sir,

We, M/s. R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of **Messrs. Tube Investments of India Limited** ("the Company") vide resolution dated 05.05.2015, pursuant to Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 ("the Rules") have appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process for the period commencing from Wednesday, 5<sup>th</sup> August, 2015 (9.00 AM) (IST) to Sunday, 9<sup>th</sup> August, 2015 (5.00 PM) (IST) and to conduct the Polling process through electronic voting system (Insta Poll) relating to the 66<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company, held on Monday, 10<sup>th</sup> August, 2015 at 4:00 p.m. at T.T.K Auditorium, The Music Academy, New No 168, (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014 ("AGM Venue").

We now submit our Consolidated Report as under:

1. The Company has availed remote e-voting system from National Securities Depository Limited (NSDL) and electronic voting system at the AGM Venue (Insta Poll) from M/s Karvy Computershare Private Limited ("Karvy") for enabling the Members to cast their vote under the provisions of the sections of the Act and the Rules made there under.
2. We have scrutinized and reviewed the electronic voting ("Insta Poll") at the conclusion of the AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Mr.V.Narasimhan, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of M/s National Securities Depository Limited [NSDL].
3. Based on the report furnished to us by Karvy on the electronic voting (Insta Poll) conducted at the AGM Venue and based on the data downloaded from the Official website of the NSDL for the remote e-voting process, we now submit our Consolidated Report (Remote E-Voting and Electronic Voting) as under:

66<sup>TH</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT – Tube Investments of India Limited



**Item No. 1 - Adoption of Standalone & Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2015, Reports of Board of Directors & Auditors (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
208	118147185	57	2432286	120579471	99.99999

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
1	10	0	0	10	0.00001

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 2 – Declaration of Final Dividend of Re.0.50 per share and confirmation of Interim Dividend of Rs.1.50 per share already paid, for the financial year ended 31<sup>st</sup> March, 2015 (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
209	118147405	57	2432286	120579691	99.99999

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
1	10	0	0	10	0.00001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 3 – Re-appointment of Mr. M.M. Murugappan (DIN: 00170478) as Director who retires by rotation (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
201	116790571	57	2432286	119222857	98.87473

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
9	1356844	0	0	1356844	1.12527

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 4 – Appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
204	118146869	56	2429706	120576575	99.99750

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	436	1	2580	3016	0.00250

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 5 – Appointment of Ms. Madhu Dubhashi (DIN: 00036846) as an Independent Director for a term of 5 consecutive years(Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
206	118146974	54	2431745	120578719	99.99919

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	441	3	541	982	0.00081

Note: One Member holding 1000 shares cast/voted 500 shares in favour of the resolution and 500 shares against the resolution.

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.







**Item No. 6 – Issue of Non-Convertible Debentures aggregating to Rs.650 Crores (Special Resolution)**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
200	118021300	57	2432286	120453586	99.89541

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
10	126115	0	0	126115	0.10459

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 7 – Ratification of remuneration payable to Mr. V Kalyanaraman, Cost Accountant as the Cost Auditor for the financial year 2014-15 (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
205	118146574	57	2432286	120578860	99.99933

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	811	0	0	811	0.00067

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.






4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" each of the aforementioned resolutions is enclosed.

5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,  
Yours faithfully,

For R. Sridharan & Associates  
Company Secretaries

  
CS R. Sridharan  
CP No. 3239  
FCS No. 4775



**For TUBE INVESTMENTS OF INDIA LTD**

  
Chairman