

Tube Investments of India Limited (Formerly known as TI Financial Holdings Limited) Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404 Website: www.tiindia.com CIN: L35100TN2008PLC069496

25th July, 2019

National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E) Mumbai 400 051 BSE Ltd 1st Floor New Trading Ring, Rotunda Building P J Towers, Dalal Street Fort Mumbai 400 001

Dear Sirs,

Sub: 11th Annual General Meeting of the Company held on 24th July, 2019 ('11th AGM') – Results of voting at 11th AGM under Regulation 44 of the SEBI (Listing Obligations & Listing Requirements) Regulations, 2015 ('Listing Regulations') and Summary of 11th AGM proceedings under Regulation 30 of the Listing Regulations

The 11th Annual General Meeting ('AGM') of the Company was held at 3.30 P.M. on Wednesday, the 24th July, 2019 at T T K Auditorium, The Music Academy, 168 (Old No.306) T T K Road, Chennai – 600 014.

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Shareholders of the Company were given the opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting ('e-voting') during the period commencing from 19th July, 2019 (9.00 A.M.) to 23rd July, 2019 (5.00 P.M.). Further, the Company provided the facility for electronic voting at the 11th AGM venue to those shareholders who had not earlier exercised their right to vote through remote e-voting.

The resolutions nos.1 to 11 as contained in the Notice of the 11th AGM were approved/passed by the shareholders with requisite majority. Accordingly, all the resolutions were declared to be passed on 24th July, 2019 (viz., date of the 11th AGM). Consequent thereto, in pursuance of Regulation 44 of the Listing Regulations, we enclose herewith the combined voting results in the prescribed format thereunder along with the Consolidated Scrutiniser's Report.

Further, a summary of the proceedings of the 11th AGM is also enclosed pursuant to Regulation 30 of the Listing Regulations.

This is for your information and records.

Thanking you,

Yours faithfully, For TUBE INVESTMENTS OF INDIA LTD

S SURESH

COMPANY SECRETARY





TUBE INVESTMENTS OF INDIA LIMITED (Formerly, TI Financial Holdings Limited) 'Dare House', 234, N S C Bose Road, Chennai – 600 001 Tel: 91.44.42177770-5 - Fax: 91.44.42110404 - Website: www.tiindia.com - E-mail id: investorservices@tii.murugappa.com (REMOTE E-VOTING AND VOTING THROUGH ELECTRONIC VOTING SYSTEM AT THE VENUE OF THE AGM)

	TUBE INVESTMENTS OF INDIA LIMITED
Date of the AGM/EGM	24-07-2019
Total number of shareholders on record date	23391
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	2423
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Ador	otion of Audited Fin	ancial Statements c	of the Company for FY	2018-19, Reports o	of the Board of Dire	ctors and Auditors th	nereon.
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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 and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	o	0	0.0000	0.0000
	Total		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
Public- Institutions	E-Voting		48,267,742	78.5421	48,267,742	0	100.0000	0.0000
	Poll	61,454,636	. 0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	01,494,030	0	0.0000	O	0	0.0000	0.0000
	Total		48,267,742	78.5421	48,267,742	0	100.0000	0.0000
Public- Non Institutions	E-Voting		653,555	1.7632	653,544	11	99.9983	0.0016
	Poll	37.005.791	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)	- 37,065,781	0	0.0000	o	0	0.0000	0.0000
	Total	117 12 34 STU	655,834	1.7693	655,715	119	99.9819	0.0181
	Total	187,785,306	137,677,348	73.3164	137,677,229	119	99.9999	0.0001



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Adop	otion of Audited Cor	nsolidated Financial	Statements of the Co	mpany for FY 2018	-19 and Reports of	the Auditors thereou	n.
Whether promoter/ promoter group are interested in the agenda/resolution?	No		Change - fing					
Category	Mode of Voting	No. of shares held (1)	INo of votes	% 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 and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	C	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if	65,204,885						
	applicable)		0	0.0000	0	C	0.0000	0.0000
	Total	A CALLER	88,753,772	99.4274	88,753,772	C	100.0000	0.0000
Public- Institutions	E-Voting		48,267,742	78.5421	48,267,742	C	100.0000	0.0000
	Poll	61,454,636	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if applicable)	- 01,454,050	0	0.0000	0	C	0.0000	0.0000
	Total	Part and	48,267,742	78.5421	48,267,742	C	100.0000	0.0000
Public- Non Institutions	E-Voting		653,555	1.7632	653,544	11	. 99.9983	0.0016
	Poll	27.065.791	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)	- 37,065,781	0	0.0000	0	С	0.0000	0.0000
	Total		655,834	1.7693	655,715	119	99.9819	0.0181
	Total	187,785,306	137,677,348	73.3164	137,677,229	119	99.9999	0.0001



Resolution No.	3	0						
Resolution required: (Ordinary/ Special)	ORDINARY - Decla	aration of Dividend.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes	% 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 and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	C	0.0000	0.0000
1	Postal Ballot (if applicable)	05,204,005	0	0.0000	0	a	0.0000	0.0000
	Total	1 - Berlin Store	88,753,772	99.4274	88,753,772	0	100.0000	
Public- Institutions	E-Voting		49,928,866	81.2451	49,928,866	0	100.0000	0.0000
	Poll	61,454,636	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	- 01,454,656	0	0.0000	0	0	0.0000	0.0000
	Total		49,928,866	81.2451	49,928,866	0	100.0000	0.0000
Public- Non Institutions	E-Voting		653,555	1.7632	653,544	11	99.9983	0.0016
	Poll	37,065,781	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if	37,003,781						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	A Trainer of	655,834	1.7693	655,715	ter provide the second s		
	Total	187,785,306	139,338,472	74.2009	139,338,353	119	99.9999	0.0001



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-a	ppointment of Mr. I	Ramesh K B Menon	, Director retiring by re	otation.			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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 and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
Public- Institutions	E-Voting		49,928,866	81.2451	49,824,448	104,418	99.7908	0.2091
	Poll	61,454,636	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	01,494,090	0	0.0000	0	0	0.0000	0.0000
	Total		49,928,866	81.2451	49,824,448	104,418	99.7909	0.2091
Public- Non Institutions	E-Voting		653,555	1.7632	651,180	2,375	99.6366	0.3633
	Poll	37,065,781	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)	57,005,781	0	0.0000	0	0	0.0000	0.0000
	Total		655,834	1.7693	653,351	2,483	99.6214	0.3786
	Total	187,785,306	139,338,472	74.2009	139,231,571	106,901	99.9233	0.0767



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Fixin financial year 201		payable to Messrs.	S R Batliboi Associat	es LLP, Chartered A	ccountants, Statuto	ory Auditors of the C	ompany for the
Whether promoter/ promoter group are interested in the agenda/resolution?	No							1.2.3
Category	Mode of Voting	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)	Ipolled	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	05,204,005	0	0.0000	0	0	0.0000	0.0000
	Total		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
Public- Institutions	E-Voting		49,928,866	81.2451			99.9293	0.0706
	Poll	61,454,636	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	01,454,050	0	0.0000	0	0	0.0000	0.0000
	Total	11-19-M	49,928,866	81.2451	49,893,594	35,272	99.9294	0.0706
Public- Non Institutions	E-Voting		653,555	1.7632	651,284	2,271	99.6525	0.3474
	Poll	37,065,781	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)	37,003,781	0	0.0000	0	0	0.0000	0.0000
	Total	WE CENT	655,834	1.7693	653,455	2,379	99.6373	0.3627
A State of the sta	Total	187,785,306	139,338,472	74.2009	139,300,821	37,651	99.9730	0.0270



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Mr. San	jay Johri as Indeper	dent Director for a 4	year term.			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	loutstanding shares	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 and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	85,204,885						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
Public- Institutions	E-Voting		49,928,866	81.2451	49,928,864	2	99.9999	0.0000
	Poll	61,454,636	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	01,434,030	0	0.0000	0	0	0.0000	0.0000
	Total		49,928,866	81.2451	49,928,864	2	100.0000	0.0000
Public- Non Institutions	E-Voting		653,555	1.7632	651,284	2,271	99.6525	0.3474
	Poll	37,065,781	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if	37,005,781						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		655,834	1.7693	653,455	2,379	99.6373	0.3627
	Total	187,785,306	139,338,472	74.2009	139,336,091	2,381	99,9983	0.0017



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Mr. Ma	hesh Chhabria as In	dependent Director fo	or a 5 year term.			
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	nolled (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 and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	C	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if applicable)	65,204,885	0	0.0000	0	c	0.0000	0.0000
	Total	Contract States	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
Public- Institutions	E-Voting		49,928,866	81.2451	45,953,088	3,975,778	92.0371	7.9628
	Poll	C1 454 636	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	- 61,454,636	o	0.0000	o	C	0.0000	0.0000
	Total	S-2 DAVID	49,928,866	81.2451	45,953,088	3,975,778	92.0371	7,9629
Public- Non Institutions	E-Voting		653,555	1.7632	651,284	2,271	. 99.6525	0.3474
	Poll	37,065,781	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		655,834	1.7693	653,455	2,379	99.6373	0.3627
	Total	187,785,306	139,338,472	74.2009	135,360,315	3,978,157	97.1450	2.8550



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	pintment of Ms. Ma	idhu Dubhashi as In	dependent Director fo	or a 2 year, second	term.		
Whether promoter/ promoter group are interested in the agenda/resolution?	No				Tel Line			- 11 A + 12 - 11
Category	Mode of Voting	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 and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	C	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	C	0.0000	0.0000
	Total		88,753,772	99.4274	88,753,772	0	100.0000	0.0000
Public- Institutions	E-Voting		49,928,866	81.2451	49,928,866	0	100.0000	0.0000
	Poll	61,454,636	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	01,454,050	0	0.0000	0	0	0.0000	0.0000
	Total		49,928,866	81.2451	49,928,866	0	100.0000	0.0000
Public- Non Institutions	E-Voting		653,555	1.7632	651,282	2,273	99.6522	0.3477
	Poll	37,065,781	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)	37,003,781	0	0.0000	0	0	0.0000	0.0000
	Total		655,834	1.7693	653,453	2,381	99.6370	0.3630
	Total	187,785,306	139,338,472	74.2009	139,336,091	2,381	99.9983	0.0017



Resolution No.	9			•						
Resolution required: (Ordinary/ Special)	SPECIAL - Variation in terms of remuneration payable to Mr. Vellayan Subbiah, Managing Director, for his term of Office from 19th August, 2017 to 18th August, 2022									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	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 and Promoter Group	E-Voting		88,753,772	99.4274	87,232,252	1,521,520	98.2856	1.7143		
	Poll	0 264 880	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	- 89,264,889	0	0.0000	0	0	0.0000	0.0000		
	Total	S. C. S. S. S. S. S. S.	88,753,772	99.4274		1,521,520		1.7143		
Public- Institutions	E-Voting		49,928,866				100.0000	0.0000		
	Poll	C1 454 626	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	- 61,454,636	0	0.0000	0	Q	0.0000	0.0000		
	Total	the states	49,928,866	81.2451	49,928,866	0	100.0000	0.0000		
Public- Non Institutions	E-Voting		653,455	1.7630	651,182	2,273	99.6521	0.3478		
	Poll	27 065 701	2,279	0.0061	2,171	108	95.2610	4.7389		
	Postal Ballot (if applicable)	- 37,065,781	0	0.0000	0	0	0.0000	0.0000		
	Total		655,734	1.7691	653,353	2,381	99.6369	0.3631		
	Total	187,785,306	139,338,372	74.2009	137,814,471	1,523,901	98.9063	1.0937		



Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Paymer	nt of remuneration	by way of commissi	on to Mr. M M Murug	gappan, Chairman,	for FY 2018-19.		
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	INO, OT VOTES	% 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 and Promoter Group	E-Voting		88,753,772	99.4274	87,232,252	1,521,520	98.2856	1.7143
	Poll	89,264,889	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	03,204,003	0	0.0000	0	0	0.0000	0.0000
	Total		88,753,772			1,521,520	and the second s	
Public- Institutions	E-Voting		49,928,866		49,893,592			0.0706
	Poll	61,454,636	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	- 01,454,656	0	0.0000	Ö	0	0.0000	0.0000
	Total	THE VERSE	49,928,866	81.2451	49,893,592	35,274	99.9294	0.0706
Public- Non Institutions	E-Voting		653,455	1.7630	651,184	2,271	99.6524	0.3475
	Poll	37,065,781	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	Second Street	655,734	0		2,379		
present of the second	Total	187,785,306					98.8810	1.1190



Resolution No.	11							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratif	ication of the remur	neration payable to	Ms. Mahadevan Co.,	Cost Auditor, for F	Y 2019-20.		
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes	outstanding shares	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 and Promoter Group	E-Voting		88,753,772	99.4274	88,753,772	C	100.0000	0.0000
	Poll	89,264,889	0	0.0000	0	C	0.0000	0.0000
	Postal Ballot (if	05,204,005	0	0.0000	0		0.0000	0.0000
	applicable)	the second second second	99 752 773	0.0000			0.0000	
	Total		88,753,772				100.0000	
Public- Institutions	E-Voting	-	49,928,866	81.2451	49,928,866		100.0000	
	Poll	61,454,636	0	0.0000	0	U	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	o	C	0.0000	0.0000
	Total		49,928,866	81.2451	49,928,866	C	100.0000	0.0000
Public- Non Institutions	E-Voting		653,455	1.7630	651,184	2,271	. 99.6524	0.3475
	Poll	37.005.701	2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if	37,065,781						
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		655,734	1.7691	653,355	2,379	99.6372	0.3628
	Total	187,785,306	139,338,372	74.2009	139,335,993	2,379	99.9983	0.0017



TUBE INVESTMENTS OF INDIA LIMITED

SUMMARY OF PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING

The 11th ANNUAL GENERAL MEETING ("11th AGM") of the Members of Tube Investments of India Limited ("the Company") was held on Wednesday, the 24th July, 2019 at 3.30 P.M. at T T K Auditorium, The Music Academy, 168 (Old no.306), T T K Road, Chennai - 600 014.

The 11th AGM was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the Rules thereunder and the Secretarial Standards made thereunder.

Mr. M M Murugappan, the Chairman of the Board of Directors of the Company conducted the proceedings of the Meeting from the Chair. He welcomed the Members to the 11th AGM of the Company. As the requisite quorum was present, the Chairman called the meeting to order and the meeting commenced at 3.30 P.M.

The Chairman introduced the other directors, Secretary and the senior management who were seated on the dais.

The Chairman informed that, the Register of Directors, Key Managerial Personnel & Directors' Shareholding and the Register of Contracts or Arrangements in which the Directors are interested under the Companies Act, 2013 were made available to the Members for inspection. The Report of M/s. S R Batliboi & Associates LLP, Chartered Accountants, that the Company has implemented the Employee Stock Option Scheme 2017 in accordance with the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014 was also placed before the Members.

The Chairman further informed that 2424 Members including proxies attended the Meeting.

Further, the Chairman apprised the Members with regard to the voting procedure in general meetings under the Companies Act, 2013 and informed the Members that the Company had provided remote e-voting facility through the e-voting platform of M/s. Karvy Fintech Private Ltd ("Karvy") to all shareholders of the Company as of the cut-off date of 17th July, 2019. The e-voting was made available from 9 a.m. on 19th July, 2019 till 5.00 p.m. on 23rd July, 2019. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries was the Scrutiniser appointed by the Board of Directors for conducting the electronic voting process in a free and transparent manner.

The Chairman then addressed the Members. He provided the Members with an overview of the economic scenario, the state of the Automotive industry and the performance of the Company for the financial year ended 31st March, 2019. The Chairman's address was followed by a detailed presentation by Mr. Vellayan

Subbiah, Managing Director on the business performance as well as divisionwise performance of the Company during the financial year, 2018-19. The Managing Director further apprised the Members of the performance of the Company during the first quarter ended 30th June, 2019 and about the financial results thereof.

The Chairman then briefed the Members about the following resolutions forming part of the Notice of the 11th AGM, for the information of the Members:

- Approval for the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution);
- Approval for the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of the Auditors thereon (Ordinary Resolution);
- Declaration of a Final Dividend of Rs.0.75/- (Seventy-five Paise only) per share on the equity share capital of the Company for the financial year ended 31st March, 2019 (Ordinary Resolution);
- Re-appointment of Mr. Ramesh K B Menon (DIN:05275821) as a nonexecutive Director of the Company (Ordinary Resolution);
- Fixing the remuneration payable to M/s. S R Batliboi & Associates LLP., (LLP Identity no.AAB-4295) Chartered Accountants (Firm registration no.101049W/E300004), Statutory Auditors of the Company for the Financial Year 2019-20 (Ordinary Resolution);
- 6) Appointment of Mr. Sanjay Johri (DIN:00032015) as Independent Director of the Company for a 4 year term (Ordinary Resolution);
- 7) Appointment of Mr. Mahesh Chhabria (DIN 00166049) as Independent Director of the Company for a 5 year term (Ordinary Resolution);
- 8) Re-appointment of Ms. Madhu Dubhashi (DIN:00036846) as Independent Director of the Company for a 2 year, second term (Special Resolution);
- 9) Variation in terms of remuneration payable to Mr. Vellayan Subbiah, Managing Director (DIN 01138759), for his term of Office from 19th August, 2017 to 18th August, 2022 (Special Resolution).
- 10) Payment of remuneration by way of commission to Mr. M M Murugappan, Chairman, for FY 2018-19 (Special Resolution).
- 11) Ratification of remuneration payable to M/s. S Mahadevan & Co., Cost Auditor, for FY 2019-20 (Ordinary Resolution).

The Chairman then invited questions/comments from the Members regarding the accounts and performance of the Company for the year ended 31st March, 2019. A few Members made their observations. The Chairman replied to the queries/suggestions of the Members.

The Chairman further informed that those Members who had not taken part in the e-voting and wished to vote at the 11th AGM could do so and sufficient time would be allowed for them to cast their votes. Thereafter, the Members who wished to vote, not having participated in the e-voting earlier, exercised their votes. On completion of the voting, the Chairman announced to the Members that the Scrutiniser would take up the counting of votes cast at the venue and also unblock the votes cast through the remote e-voting and provide consolidated Scrutiniser's Report on the voting. He also announced that on receipt of the Scrutiniser's Report, the results would be declared forthwith and the details of the voting results along with the Scrutiniser's Report will be placed on the website of the Company and Karvy within the time permitted under law and also communicated to the Stock Exchanges.

The Chairman then declared the meeting as closed at 5.20 P.M.

S SURÉSH

S SURESH COMPANY SECRETARY

M M Kungappa **M M MURUGAPPAN** CHAIRMAN

Date : 25th July, 2019

PS R.Sridharan & Associates Company Secretaries

New No. 5, (Old No.12), Sivasailam Street T.Nagar, Chennai - 600 017. Phone : 42166988, 42555587 email : sridharan.r@aryes.in web : www.aryes.in

RAN

S

(OLD No. 12)

AM STR

SECP

AS

Consolidated Scrutinizer's Report

25th July, 2019

The Chairman **Tube Investments of India Limited, (Formerly TI Financial Holdings Limited)** "Dare House", 234, N.S.C. Bose Road, Chennai - 600 001.

<u>Ref: 11th Annual General Meeting (AGM) of the Members of the Tube Investments of India</u> <u>Limited</u>.

Dear Sir,

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

The Board of Directors of **Tube Investments of India Limited (formerly TI Financial Holdings Limited)** vide resolution dated 30th April, 2019, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Friday, 19th July, 2019 (9.00 AM) (IST) to Tuesday, 23rd July, 2019 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 11th Annual General Meeting (AGM) of the members of the Company, held on Wednesday, 24th July, 2019 at 3.30 p.m. (IST) at T T K Auditorium, The Music Academy, No 168 (Old No.306), TTK Road, Chennai – 600 014.

We now submit our Consolidated Report as under:

- 1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) provided by Karvy Fintech Private Limited for enabling the members to cast their vote under the provisions of the said Sections and the Rules made there under.
- 2. We have scrutinized and reviewed the remote e-voting system, electronic voting system at the AGM Venue (Insta Poll) at the conclusion of AGM. We had unblocked the list of members who had exercised the votes through remote e-voting after 5.00 P.M. on July 23, 2019. Further, we have unblocked the votes cast by the members at the AGM venue through electronic voting system (Insta Poll) in the presence of Mr. K Satheesh and Ms. R Geethanjali, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and voting at the AGM venue (Insta Poll) are based on the data downloaded from the official website of Karvy Fintech Private Limited.
- 3. Based on the data downloaded from the Official website of Karvy Fintech Private Limited for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote e-voting, Electronic Voting System (Insta Poll)) as under:



Item No. 1 - Adoption of Audited Financial Statements of the Company for FY 2018- 19, Reports of the Board of Directors and Auditors thereon.

ORDINARY RESOLUTION

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

Members voted Remote E-Voting	in	votes (Shares) Remote E-Voting	cast -	Membe voted Poll	ers/ F by	Proxies Insta	votes (Shares) Insta Poll	cast -	of votes cast through Remote E-Voting and Insta Poll	number valid cast	- of votes
198		137675	058		9		2171	•	137677229	99.9	999

(ii) Votes against the resolution:

Number Members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	members/ Proxies		Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
2		11		4	108	119	0.0001

(iii) Invalid Votes:

Number members voted Remote E- Voting	of in	-3000000000000000000000000000000000000		Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL		NIL	NIL	NIL	NIL

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.

11TH AGM - CONSOLIDATED SCRUTINIZER'S REPORT - TUBE INVESTMENTS OF INDIA LIMITED

SIVAS



Item No. 2 – Adoption of Audited Consolidated Financial Statements of the Company for FY 2018-19 and Reports of the Auditors thereon.

ORDINARY RESOLUTION

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

Number Members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast –	Number members/ Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of tot number valid vot cast	of
198		137675	058	9		2171		137677229	99.9999	

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

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	cast _	Number of members/ Proxies voted by Insta Poll	votes cast	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
2		11		4	108	119	0.0001

(iii) Invalid Votes:

Number members voted Remote E- Voting	of in	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
NIL		NIL	NIL	NIL	NIL

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 – Declaration of dividend.

ORDINARY RESOLUTION

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

200		139336	182	9		2171		139338353	99.9999
Remote E- Voting	in	(Shares) Remote E-Voting	-	Insta Poll	IJУ	(Shares) Insta Poll	-	Remote E-Voting and	cast
Number Members voted	of	Number votes	of cast –	Number members/ Proxies voted	of	Number votes	of cast	Total Number of votes cast through	% of tota number of valid votes

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

Number members	of	Number votes	of cast	Number of members/ Proxies	Number of votes cast	Total Number of votes cast	% of total number of
voted Remote E- Voting	in	(Shares) Remote E-Voting	-	voted by Insta Poll	Insta Poll	through Remote E-Voting and Insta Poll	valid votes cast
2		11		4	108	119	0.0001

(iii) Invalid Votes:

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

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.

& A 2. OLD No. 12 EW No. 5 ASTRE S



Item No. 4 – Re-appointment of Mr. Ramesh K B Menon, Director retiring by rotation.

ORDINARY RESOLUTION

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

191		139229	400		9		2171		139231571	99.9	233
E- Voting		E-Voting							E-Voting and Insta Poll		
Remote		Remote		Poll			Insta Poll		Remote	cast	
voted	in	(Shares)	-	voted	by	Insta	(Shares)	-	through	valid	votes
Members		votes	cast	Membe	ers/ F	Proxies	votes	cast	of votes cast	numbe	r of
Number	of	Number	of	Numbe	r	of	Number	of	Total Number	% of	total

(ii) Votes against the resolution:

Number Members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast	Number Members/ voted by Ir	of Proxies Insta Poll	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	number	total of votes
11		10679	93	4		108	N.	106901	0.076	57

(iii) Invalid Votes:

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

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 – Fixing the remuneration payable to Messrs. S R Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors of the Company for the financial year 2019-20.

ORDINARY RESOLUTION

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

Number Members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast	Numbe Membe voted Poll		of Proxies Insta	Number votes (Shares) Insta Poll	of cast	Total Number of votes cast through Remote E-Voting and Insta Poll	% of numbe valid cast	total r of votes
196		139298	650		9		2171		139300821	99.9	730

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

Number Members	of	Number votes	of cast	Number Members/	of Proxies	Number votes	of cast	Total Number of votes cast	% of total number of
voted Remote E- Voting	in	(Shares) Remote E-Voting	-	voted by Ir	nsta Poll	(Shares) Insta Poll		through Remote E-Voting and Insta Poll	valid votes cast
6		3754	3	4		108		37651	0.0270

(iii) Invalid Votes:

			20200000	102020920900000000000000000000000000000	
Number Members	of	Number of votes cast (Shares) -	Number of Members/Proxies	Number of votes cast (Shares) -	Total Number of votes cast through
voted	in	Remote	voted by Insta Poll	Insta Poll	Remote E-
Remote		E- Voting			Voting and Insta Poll
E- Voting					
NIL		NIL	NIL	NIL	NIL

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 – Appointment of Mr. Sanjay Johri as Independent Director for a 4 year term.

ORDINARY RESOLUTION

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

197		139333	920		9		2171		139336091	99.9	983
E- Voting		E-Voting							E-Voting and Insta Poll		
Remote		Remote		Poll			Insta Poll		Remote	cast	
voted	in	(Shares)	-	voted	by	Insta	(Shares)	144	through	valid	votes
Members		votes	cast	Membe	ers/ F	Proxies	votes	cast	of votes cast	numbe	er of
Number	of	Number	of	Numbe	r	of	Number	of	Total Number	% of	total

(ii) Votes against the resolution:

Number Members	of	Number votes	of cast	Number of Members/ Proxies	Number votes o	of cast	Total Number	% of tota number o
voted Remote	in	(Shares) Remote		voted by Insta Poll	(Shares) Insta Poll	-	through Remote	valid votes
E- Voting		E-Voting					E-Voting and Insta Poll	
5		2273	1	4	108	<u>,</u>	2381	0.0017

(iii) Invalid Votes:

Number	of	Number of votes	AUX203005010105050000111 0000000000000000000	Number of votes	Total Number of
members voted Remote	in	cast (Shares) – Remote E- Voting	members/Proxies voted by Insta Poll	cast (Shares) - Insta Poll	votes cast through Remote E- Voting and Insta Poll
E- Voting					
NIL		NIL	NIL	NIL	NIL

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. 6 as set out in the Notice of the AGM is passed with requisite majority.



R.Sridharan & Associates Company Secretaries

Item No. 7 – Appointment of Mr. Mahesh Chhabria as Independent Director for a 5 year term.

ORDINARY RESOLUTION

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

187		135358	144		9		2171		135360315	97.1	450
E- Voting	ľ	E-Voting							E-Voting and Insta Poll		
Remote		Remote		Poll			Insta Poll		Remote	cast	
voted	in	(Shares)	-	voted	by	Insta	(Shares)	-	through	valid	votes
Members		votes	cast	Membe	ers/ F	roxies	votes	cast	of votes cast	number	r of
Number	of	Number	of	Numbe	er	of	Number	of	Total Number	% of	total

(ii) Votes against the resolution:

Number Members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast	Number Members/ voted by Ir	of Proxies Ista Poll	Number votes (Shares) Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of tota number of valid votes cast
15		39780	49	4		108	3978157	2.8550

(iii) Invalid Votes:

Number Members voted Remote E- Voting	of in	Number of votes cast (Shares) – Remote E- Voting	Members/Proxies	Number of votes cast (Shares) - Insta Poll	
NIL		NIL	NIL	NIL	NIL

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.

AN & (OLD No. 12) 0 SR SI N TNY SECP



Item No. 8 – Re-appointment of Ms. Madhu Dubhashi as Independent Director for a 2 year, second term.

SPECIAL RESOLUTION

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

199	139333920	9	2171	139336091	99.9983
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

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

Number Members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	cast	Number of Members/ Proxies voted by Insta Poll	votes cast	Total Number of votes cast through Remote E-Voting and Insta Poll	AUTOR SEC 4 DETERMENT
4		227	3	4	108	2381	0.0017

(iii) Invalid Votes:

Number	of	Number of votes	133322000000000000000000000000000000000	Number of votes	Total Number of
Members voted	in	cast (Shares) - Remote	Members/Proxies voted by Insta Poll	cast (Shares) - Insta Poll	votes cast through Remote E-
Remote E- Voting		E- Voting			Voting and Insta Poll
NIL		NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed with requisite majority.







Item No. 9 – Variation in terms of remuneration payable to Mr. Vellayan Subbiah, Managing Director, for his term of Office from 19th August, 2017 to 18th August, 2022.

SPECIAL RESOLUTION

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

Number Members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast –		of / Proxies y Insta	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
195		137812	300	9)	2171		137814471	98.9063

(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	votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
7	1523793	4	108	1523901	1.0937

(iii) Invalid Votes:

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

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed with requisite majority.

RAN & AS OLD No. 12 No. 5 S R AWY SECR



Item No. 10 – Payment of remuneration by way of commission to Mr. M M Murugappan, Chairman, for FY 2018-19

SPECIAL RESOLUTION

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

190		137777	028		9		2171		137779199	98.88	310
Members voted Remote E- Voting	in	votes (Shares) Remote E-Voting	cast –	Membe voted Poll	ers/ F by	Proxies Insta	votes (Shares) Insta Poll	cast -	of votes cast through Remote E-Voting and Insta Poll	number valid cast	of votes
Number	of	Number	of	Numbe	er	of	Number	of	Total Number	% of	total

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

Members	of Numl votes in (Shau Remo E-Vot	es) -		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
11	15	59065	4	108	1559173	1.1190

(iii) Invalid Votes:

Number Members voted Remote	of in	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
E- Voting	_	L Formy		diana Estaras en	voting and moter of
NIL		NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed with requisite majority.





Item No. 11 – Ratification of the remuneration payable to M/s. Mahadevan & Co., Cost Auditor, for FY 2019-20.

ORDINARY RESOLUTION

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

Number Members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast –	Numbe Membe voted Poll		of Proxies Insta	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of number valid cast	total of votes
198		139333	822		9		2171		139335993	99.99	83

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

Numbe Membe voted Remote E- Voti	rs in e	Number votes (Shares) Remote E-Voting	of cast	Number of Members/ Proxies voted by Insta Poll	(Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
3	8	227:	L	4	108	2379	0.0017

(iii) Invalid Votes:

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

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. 11 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**" for each resolution 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 AARAN & ASS 0 (OLD No. 12) 0 VEW No. 5 SIVASAILAM STREET V CS R. Sridharam TNAGAR, CHENNAL CL. CP No. 3239 CP. No: 3239 FCS No. 4775 FCS No. 4775 WY SECRE