

**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

Encl.

**murugappa**



**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 - Adoption of Audited Financial Statements of the Company for FY 2018-19, Reports of the Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	<b>No</b>							
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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	48,267,742	78.5421	48,267,742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,267,742</b>	<b>78.5421</b>	<b>48,267,742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	37,065,781	653,555	1.7632	653,544	11	99.9983	0.0016
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,834</b>	<b>1.7693</b>	<b>655,715</b>	<b>119</b>	<b>99.9819</b>	<b>0.0181</b>
<b>Total</b>		<b>187,785,306</b>	<b>137,677,348</b>	<b>73.3164</b>	<b>137,677,229</b>	<b>119</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Consolidated Financial Statements of the Company for FY 2018-19 and Reports of the Auditors thereon.							
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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	48,267,742	78.5421	48,267,742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,267,742</b>	<b>78.5421</b>	<b>48,267,742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	37,065,781	653,555	1.7632	653,544	11	99.9983	0.0016
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,834</b>	<b>1.7693</b>	<b>655,715</b>	<b>119</b>	<b>99.9819</b>	<b>0.0181</b>
<b>Total</b>		<b>187,785,306</b>	<b>137,677,348</b>	<b>73.3164</b>	<b>137,677,229</b>	<b>119</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration 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 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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	49,928,866	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>49,928,866</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	37,065,781	653,555	1.7632	653,544	11	99.9983	0.0016
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,834</b>	<b>1.7693</b>	<b>655,715</b>	<b>119</b>	<b>99.9819</b>	<b>0.0181</b>
<b>Total</b>		<b>187,785,306</b>	<b>139,338,472</b>	<b>74.2009</b>	<b>139,338,353</b>	<b>119</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Ramesh K B Menon, Director retiring by rotation.							
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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	49,824,448	104,418	99.7908	0.2091
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>49,824,448</b>	<b>104,418</b>	<b>99.7909</b>	<b>0.2091</b>
Public- Non Institutions	E-Voting	37,065,781	653,555	1.7632	651,180	2,375	99.6366	0.3633
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,834</b>	<b>1.7693</b>	<b>653,351</b>	<b>2,483</b>	<b>99.6214</b>	<b>0.3786</b>
<b>Total</b>		<b>187,785,306</b>	<b>139,338,472</b>	<b>74.2009</b>	<b>139,231,571</b>	<b>106,901</b>	<b>99.9233</b>	<b>0.0767</b>



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Fixing the remuneration payable to Messrs. S R Batliboi Associates LLP, Chartered Accountants, Statutory Auditors of the Company for the financial year 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 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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	49,893,594	35,272	99.9293	0.0706
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>49,893,594</b>	<b>35,272</b>	<b>99.9294</b>	<b>0.0706</b>
Public- Non Institutions	E-Voting	37,065,781	653,555	1.7632	651,284	2,271	99.6525	0.3474
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,834</b>	<b>1.7693</b>	<b>653,455</b>	<b>2,379</b>	<b>99.6373</b>	<b>0.3627</b>
<b>Total</b>		<b>187,785,306</b>	<b>139,338,472</b>	<b>74.2009</b>	<b>139,300,821</b>	<b>37,651</b>	<b>99.9730</b>	<b>0.0270</b>



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sanjay Johri as Independent 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)	% 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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	49,928,864	2	99.9999	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>49,928,864</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	37,065,781	653,555	1.7632	651,284	2,271	99.6525	0.3474
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,834</b>	<b>1.7693</b>	<b>653,455</b>	<b>2,379</b>	<b>99.6373</b>	<b>0.3627</b>
<b>Total</b>		<b>187,785,306</b>	<b>139,338,472</b>	<b>74.2009</b>	<b>139,336,091</b>	<b>2,381</b>	<b>99.9983</b>	<b>0.0017</b>



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Mahesh Chhabria as Independent Director for a 5 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)	% 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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	45,953,088	3,975,778	92.0371	7.9628
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>45,953,088</b>	<b>3,975,778</b>	<b>92.0371</b>	<b>7.9629</b>
Public- Non Institutions	E-Voting	37,065,781	653,555	1.7632	651,284	2,271	99.6525	0.3474
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,834</b>	<b>1.7693</b>	<b>653,455</b>	<b>2,379</b>	<b>99.6373</b>	<b>0.3627</b>
	<b>Total</b>	<b>187,785,306</b>	<b>139,338,472</b>	<b>74.2009</b>	<b>135,360,315</b>	<b>3,978,157</b>	<b>97.1450</b>	<b>2.8550</b>





Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Madhu Dubhashi as Independent Director for a 2 year, second 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)	% 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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	49,928,866	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>49,928,866</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	37,065,781	653,555	1.7632	651,282	2,273	99.6522	0.3477
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,834</b>	<b>1.7693</b>	<b>653,453</b>	<b>2,381</b>	<b>99.6370</b>	<b>0.3630</b>
<b>Total</b>		<b>187,785,306</b>	<b>139,338,472</b>	<b>74.2009</b>	<b>139,336,091</b>	<b>2,381</b>	<b>99.9983</b>	<b>0.0017</b>



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	89,264,889	88,753,772	99.4274	87,232,252	1,521,520	98.2856	1.7143
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>87,232,252</b>	<b>1,521,520</b>	<b>98.2857</b>	<b>1.7143</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	49,928,866	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>49,928,866</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	37,065,781	653,455	1.7630	651,182	2,273	99.6521	0.3478
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,734</b>	<b>1.7691</b>	<b>653,353</b>	<b>2,381</b>	<b>99.6369</b>	<b>0.3631</b>
<b>Total</b>		<b>187,785,306</b>	<b>139,338,372</b>	<b>74.2009</b>	<b>137,814,471</b>	<b>1,523,901</b>	<b>98.9063</b>	<b>1.0937</b>



Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Payment of remuneration by way of commission to Mr. M M Murugappan, 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)	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	89,264,889	88,753,772	99.4274	87,232,252	1,521,520	98.2856	1.7143
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>87,232,252</b>	<b>1,521,520</b>	<b>98.2857</b>	<b>1.7143</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	49,893,592	35,274	99.9293	0.0706
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>49,893,592</b>	<b>35,274</b>	<b>99.9294</b>	<b>0.0706</b>
Public- Non Institutions	E-Voting	37,065,781	653,455	1.7630	651,184	2,271	99.6524	0.3475
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,734</b>	<b>1.7691</b>	<b>653,355</b>	<b>2,379</b>	<b>99.6372</b>	<b>0.3628</b>
<b>Total</b>		<b>187,785,306</b>	<b>139,338,372</b>	<b>74.2009</b>	<b>137,779,199</b>	<b>1,559,173</b>	<b>98.8810</b>	<b>1.1190</b>



Resolution No.	11							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the remuneration payable to Ms. Mahadevan Co., Cost Auditor, for FY 2019-20.							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	<b>No</b>							
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	89,264,889	88,753,772	99.4274	88,753,772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>88,753,772</b>	<b>99.4274</b>	<b>88,753,772</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	61,454,636	49,928,866	81.2451	49,928,866	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>49,928,866</b>	<b>81.2451</b>	<b>49,928,866</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	37,065,781	653,455	1.7630	651,184	2,271	99.6524	0.3475
	Poll		2,279	0.0061	2,171	108	95.2610	4.7389
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>655,734</b>	<b>1.7691</b>	<b>653,355</b>	<b>2,379</b>	<b>99.6372</b>	<b>0.3628</b>
<b>Total</b>		<b>187,785,306</b>	<b>139,338,372</b>	<b>74.2009</b>	<b>139,335,993</b>	<b>2,379</b>	<b>99.9983</b>	<b>0.0017</b>



## **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 division-wise 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 30<sup>th</sup> 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:

- 1) 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);
- 2) 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);
- 3) 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);
- 4) Re-appointment of Mr. Ramesh K B Menon (DIN:05275821) as a non-executive Director of the Company (Ordinary Resolution);
- 5) 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 SURESH  
COMPANY SECRETARY

  
M M MURUGAPPAN  
CHAIRMAN

Date : 25<sup>th</sup> July, 2019

**Consolidated Scrutinizer's Report**

25<sup>th</sup> 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.

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

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 30<sup>th</sup> 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, 19<sup>th</sup> July, 2019 (9.00 AM) (IST) to Tuesday, 23<sup>rd</sup> 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 11<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday, 24<sup>th</sup> 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:

**11<sup>TH</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT – TUBE INVESTMENTS OF INDIA LIMITED**





**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:

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
<b>198</b>	<b>137675058</b>	<b>9</b>	<b>2171</b>	<b>137677229</b>	<b>99.9999</b>

(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
<b>2</b>	<b>11</b>	<b>4</b>	<b>108</b>	<b>119</b>	<b>0.0001</b>

(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 – 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 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
<b>198</b>	<b>137675058</b>	<b>9</b>	<b>2171</b>	<b>137677229</b>	<b>99.9999</b>

(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
<b>2</b>	<b>11</b>	<b>4</b>	<b>108</b>	<b>119</b>	<b>0.0001</b>

(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 – Declaration of dividend.**

**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
<b>200</b>	<b>139336182</b>	<b>9</b>	<b>2171</b>	<b>139338353</b>	<b>99.9999</b>

(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
<b>2</b>	<b>11</b>	<b>4</b>	<b>108</b>	<b>119</b>	<b>0.0001</b>

(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 – Re-appointment of Mr. Ramesh K B Menon, Director retiring 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
<b>191</b>	<b>139229400</b>	<b>9</b>	<b>2171</b>	<b>139231571</b>	<b>99.9233</b>

(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
<b>11</b>	<b>106793</b>	<b>4</b>	<b>108</b>	<b>106901</b>	<b>0.0767</b>

(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 – 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 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
<b>196</b>	<b>139298650</b>	<b>9</b>	<b>2171</b>	<b>139300821</b>	<b>99.9730</b>

(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
<b>6</b>	<b>37543</b>	<b>4</b>	<b>108</b>	<b>37651</b>	<b>0.0270</b>

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

**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
<b>197</b>	<b>139333920</b>	<b>9</b>	<b>2171</b>	<b>139336091</b>	<b>99.9983</b>

(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
<b>5</b>	<b>2273</b>	<b>4</b>	<b>108</b>	<b>2381</b>	<b>0.0017</b>

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





**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:

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
<b>187</b>	<b>135358144</b>	<b>9</b>	<b>2171</b>	<b>135360315</b>	<b>97.1450</b>

(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
<b>15</b>	<b>3978049</b>	<b>4</b>	<b>108</b>	<b>3978157</b>	<b>2.8550</b>

(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.**



**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:

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
<b>199</b>	<b>139333920</b>	<b>9</b>	<b>2171</b>	<b>139336091</b>	<b>99.9983</b>

(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
<b>4</b>	<b>2273</b>	<b>4</b>	<b>108</b>	<b>2381</b>	<b>0.0017</b>

(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 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 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
<b>195</b>	<b>137812300</b>	<b>9</b>	<b>2171</b>	<b>137814471</b>	<b>98.9063</b>

(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
<b>7</b>	<b>1523793</b>	<b>4</b>	<b>108</b>	<b>1523901</b>	<b>1.0937</b>

(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 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.**



**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:

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
<b>190</b>	<b>137777028</b>	<b>9</b>	<b>2171</b>	<b>137779199</b>	<b>98.8810</b>

(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
<b>11</b>	<b>1559065</b>	<b>4</b>	<b>108</b>	<b>1559173</b>	<b>1.1190</b>

(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 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 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
<b>198</b>	<b>139333822</b>	<b>9</b>	<b>2171</b>	<b>139335993</b>	<b>99.9983</b>

(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
<b>3</b>	<b>2271</b>	<b>4</b>	<b>108</b>	<b>2379</b>	<b>0.0017</b>

(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. 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

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

