



TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35100TN2008PLC069496)

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the TWELFTH ANNUAL GENERAL MEETING of the Members of Tube Investments of India Limited will be held on **Thursday, the 23rd July 2020 at 3.30 P.M.** Indian Standard Time through Video Conferencing (VC) or through other permitted audio-visual means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31st March 2020, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.
2. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2020 and the Report of the Auditors thereon, be and are hereby received and adopted.
3. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that the interim dividend of ₹3.50 per equity share declared by the Board of Directors on 28th February 2020 for the financial year 2019-20 and paid to those Members whose names appeared on the Register of Members as on 12th March 2020, being the record date fixed for the purpose, be and is hereby confirmed.
4. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. M M Murugappan (holding DIN 00170478), Director, who retires by rotation, be and is hereby appointed as a non-executive Director of the Company, liable to retire by rotation.
5. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:
RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval be and is hereby accorded for payment to Messrs. S R Batliboi & Associates LLP, Chartered Accountants (Firm registration no.101049W/E300004), Statutory Auditors of the Company, a remuneration of ₹41.25 lakhs in respect of each of the financial years 2020-21 and 2021-22 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with carrying out statutory audit of the Financial Statements of the Company for each of the said financial years.
RESOLVED FURTHER that approval be and is also hereby accorded for the payment of a remuneration of ₹6.25 lakhs in respect of each of the financial years 2020-21 and 2021-22 inclusive of expenses, if any, as may be incurred, to Messrs. S R Batliboi & Associates LLP, Chartered Accountants and the Statutory Auditors in connection with carrying out audit of the Consolidated Financial Statements of the Company for each of the said financial years.

SPECIAL BUSINESS

6. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:
RESOLVED that pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") and/or other applicable Rules [including any statutory modification(s) or re-enactment thereof for the time being in force], Regulation 17(6) (ca) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, consent of the Company be and is hereby accorded, on the basis of the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, for payment of a commission of ₹100 lakhs to Mr. M M Murugappan (holding DIN 00170478), Chairman (non-executive, promoter) for the financial year 2019-20.
RESOLVED FURTHER that the Board of Directors of the Company (which includes a duly constituted Committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

7. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act 2013 and the Rules thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration payable during the financial year 2021-22 to M/s. S Mahadevan & Co., Cost Accountants (holding Registration No.000007) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21, amounting to ₹3,00,000/- (Rupees three lakhs) in addition to reimbursement of out-of-pocket expenses incurred in connection with the said audit but excluding taxes, as may be applicable, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By Order of the Board

Chennai
27th May 2020

S Suresh
Company Secretary

NOTES:

1. MEMBERS MAY NOTE THAT TO PROTECT THE HEALTH AND SAFETY OF ALL THE STAKEHOLDERS INCLUDING THE SHAREHOLDERS IN VIEW OF THE CONTINUING COVID-19 PANDEMIC, THE TWELFTH ANNUAL GENERAL MEETING ("12TH AGM") OF THE MEMBERS OF THE COMPANY WILL BE HELD AS AN ELECTRONIC AGM ("e-AGM") IN VIRTUAL MODE, THROUGH VIDEO CONFERENCING ("VC")/OTHER PERMITTED AUDIO VISUAL MEANS ("OAVM"), AS PERMITTED BY THE MINISTRY OF CORPORATE AFFAIRS, GOVERNMENT OF INDIA ("MCA") VIDE ITS CIRCULAR DATED 5TH MAY 2020 READ WITH CIRCULARS DATED 8TH APRIL 2020 AND 13TH APRIL 2020, AND BY THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") VIDE ITS CIRCULAR DATED 12TH MAY 2020. ACCORDINGLY, THERE WILL BE NO PHYSICAL MEETING OF THE SHAREHOLDERS TAKING PLACE AT A COMMON VENUE IN RESPECT OF THE TWELFTH ANNUAL GENERAL MEETING.
2. AS THE 12TH AGM IS BEING HELD PURSUANT TO THE MCA AND SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE 12TH AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
3. MEMBERS HOLDING SHARES IN PHYSICAL FORM OR THOSE WHO HAVE NOT REGISTERED THEIR E-MAIL IDs WILL BE ALLOWED TO TAKE PART IN THE REMOTE VOTING OR THROUGH THE E-VOTING SYSTEM DURING THE e-AGM.
4. Statement of material facts in respect of the Special Business under Item nos. 6 & 7 (pursuant to Section 102 of the Companies Act 2013) is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 17th July 2020 to Thursday, 23rd July 2020 (both days inclusive) for the purpose of the 12th AGM.
6. Members are requested to intimate the Registrar and Transfer Agent viz., **KFin Technologies Private Ltd, (formerly, Karvy Fintech Private Ltd), "Selenium Tower-B", Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telengana** (RTA) any change in their address/details about their Bank Account number, Name of the Bank, Bank's Branch name and address to enable the Company to send letters, remit dividend electronically or alternatively, for incorporating in the dividend warrants in future. For shares held in dematerialised form, change in address/Bank account particulars may be intimated directly to the Member's Depository Participant(s).
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
8. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, securities of listed companies can be transferred only in dematerialised form effective 1st April 2019. In view of the same, Members are advised to dematerialize the shares held by them in physical form immediately.
9. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members on request, by the RTA.
10. Electronic (soft) copy of the Notice of the 12th AGM of the Company *inter alia* indicating the process and manner of e-voting along with the Annual Report for 2019-20 only is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes including to those who have requested for hard copies. A copy of the Notice of the 12th AGM and the Annual Report is also being made available on the website of the Company, www.tiindia.com, the website of the Stock Exchanges viz., BSE Ltd – www.bseindia.com and National Stock Exchange of India Limited – www.nseindia.com besides on such other websites as may be prescribed under law or as required by the statutory authorities. OTHER THAN THE ABOVE, NO PHYSICAL/HARD COPIES OF THE NOTICE AND THE ANNUAL REPORT WILL BE SENT TO THOSE SHAREHOLDERS WHO ARE HOLDING THEIR SHARES IN PHYSICAL FORM OR ON REQUEST BY ANY OTHER SHAREHOLDER. Please note the above is in accordance with the various exemptions provided by the MCA and SEBI in connection with conduct of Shareholders' meetings during 2020.

ANNEXURE TO THE NOTICE

**Details of the Director seeking re-appointment at the 12th Annual General Meeting
vide Item no.4 of the Notice dated 27th May 2020**

*[Pursuant to Regulation 36 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations 2015]*

The resume of Mr. M M Murugappan, in brief and other details required to be provided pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 is provided below for the consideration of the Members:

Mr. M M Murugappan

Mr. M M Murugappan holds a master's degree in chemical engineering from the University of Michigan. He is a Director and also the Chairman of the Company from 1st August 2017.

Details of other Directorships and memberships in Committees held by him are as follows:

<p>Chairman Carborundum Universal Ltd <i>(listed company)</i> Coromandel International Ltd <i>(listed company)</i> Cholamandalam Investment and Finance Company Ltd <i>(listed company)</i> Cholamandalam Financial Holdings Ltd <i>(listed company)</i> Cholamandalam MS General Insurance Co. Ltd Volzhsky Abrasive Works, Russia</p>	<p>Director Mahindra & Mahindra Ltd <i>(listed company)</i> Cyient Ltd <i>(listed company)</i> Ambadi Investments Ltd Murugappa Organo Water Solutions Private Ltd M M Muthiah Research Foundation Idea Lab (India) Private Ltd I I T Madras Research Park Chennai Willingdon Corporate Foundation</p>
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Committee Memberships / Chairmanships

<p><u>Audit Committee</u> Member Cyient Ltd Mahindra & Mahindra Ltd <u>Stakeholders Relationship Committee</u> Chairman Tube Investments of India Ltd Cholamandalam Financial Holdings Ltd Carborundum Universal Ltd Cholamandalam Investment and Finance Co Ltd <u>Nomination and Remuneration Committee</u> Chairman Mahindra & Mahindra Ltd Member Tube Investments of India Ltd Cyient Ltd Cholamandalam MS General Insurance Co. Ltd Cholamandalam Financial Holdings Ltd Cholamandalam Investment and Finance Co Ltd <u>Risk Management Committee</u> Chairman Cholamandalam Financial Holdings Ltd Member Cyient Ltd Mahindra & Mahindra Ltd Cholamandalam MS General Insurance Co. Ltd <u>Loans Committee</u> Chairman Tube Investments of India Ltd</p>	<p><u>Investment Committee</u> Chairman Cholamandalam MS General Insurance Co. Ltd <u>Shares & Debentures Committee</u> Chairman Tube Investments of India Ltd <u>Share Transfer Committee</u> Member Ambadi Investments Ltd Cholamandalam Financial Holdings Ltd <u>Corporate Social Responsibility Committee</u> Chairman Cholamandalam Investment and Finance Co Ltd Cholamandalam Financial Holdings Ltd Cholamandalam MS General Insurance Co. Ltd Member Ambadi Investments Ltd <u>Borrowing Committee</u> Member Ambadi Investments Ltd <u>Management Committee</u> Chairman Cholamandalam MS General Insurance Co. Ltd <u>Business Committee</u> Chairman Cholamandalam Investment and Finance Co Ltd Cholamandalam MS General Insurance Co. Ltd <u>Research & Development Committee</u> Member Mahindra & Mahindra Ltd</p>
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Mr. M M Murugappan holds 8,42,405 equity shares of the Company.

Mr. M M Murugappan has a rich experience of over four decades in diverse fields including strategy & business development, technology, research & development and human resources. He has contributed immensely in developing a strong engineering focused business in the Company to address opportunities in the transportation sector as a critical component supplier. He has further facilitated relationships with global leaders and has encouraged research, innovation and strong customer partnerships.

The other details relating to Mr. M M Murugappan pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

The Board considers that his continued association would be beneficial to the Company and recommends his appointment as a Director liable to retire by rotation for approval by the Members of the Company.

Mr. M M Murugappan is not related to the other Directors and Key Managerial Personnel of the Company, and their relatives.

Except Mr. M M Murugappan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as Director of the Company.

Statement in respect of the Special Business under Item nos. 6 and 7 (pursuant to Section 102 of the Companies Act 2013) of the Notice dated 27th May 2020

Item no.6

As per Section 197 of the Companies Act 2013 ("the Act"), the Company can pay a remuneration to its Non-Executive Directors (NEDs) in the form of Commission on profits up to 1% of the net profits calculated in accordance with Section 198 of the Act. This is in addition to payment of Sitting Fees for attending meetings of the Board/Board Committees.

Remunerating the NEDs by way of Commission not exceeding 1% of the net profits of the Company for a period of 5 years from FYs 2016-17 to 2020-21 has been approved by the Shareholders of the Company at their Extraordinary General Meeting held on 29th May 2017.

The Company's policy on remuneration provides for the Commission to be distributed based on the attendance and contribution of the NEDs at the Board and certain Committee meetings as well as the time spent on operational matters other than at the meetings.

In view of the considerable time and efforts put in by Mr. M M Murugappan, Chairman (non-executive, promoter) towards the affairs of the Company during FY 2019-20, on the recommendations of the Nomination & Remuneration Committee, the Board has proposed that a higher remuneration by way of Commission be paid to him.

Further, as already stated above, under the Act, the NEDs are permitted to be paid up to a maximum of ₹4.23 Crores for the FY 2019-20, being 1% of the profits of the Company as calculated under the Act, by way of remuneration, whereas the proposed payment of Commission is limited to ₹1.65 Crores for all the NEDs together including Mr. M M Murugappan.

In view of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"), whereby if the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, the approval of shareholders by special resolution is to be obtained. The proposal as aforesaid hence requires the approval of the Members by means of a Special Resolution as the proposed payment of remuneration to Mr. M M Murugappan by way of Commission for FY 2019-20 will be in excess of the prescribed threshold under the SEBI Listing Regulations.

Approval of the Members is sought for the Special Resolution under the applicable provisions of the Act and the Rules thereunder and the SEBI Listing Regulations for the proposed payment of remuneration by way of Commission to the Chairman, which is within the overall limits of the Act and the Rules thereunder. The same is also in accordance with the Remuneration Policy of the Company and is wholly justified considering the size of the Company, its creditable performance during the year, the time spent by Mr. M M Murugappan on the Company's affairs and his contribution to the growth of the Company. The said payment is also reasonable compared to the prevailing practices in India for payment of remuneration to non-executive Chairmen.

The Board recommends the Special Resolution for approval by the Members of the Company.

Except Mr. M M Murugappan, Chairman, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

Item no.7

In terms of the Companies (Cost Records and Audit) Rules 2014, some of the products of the Company are covered under the requirement of conduct of audit of the cost records.

M/s. S Mahadevan & Associates (Firm no.000007) were appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditors to conduct an audit of the cost records in respect of the products of the Company covered under cost audit for the financial year 2020-21 on the remuneration payable to them as per details furnished under Item no.7 of the Notice of the Annual General Meeting.

In terms of Section 148 of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Shareholders of the Company. The Board recommends both the Resolution for approval by the Shareholders of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested in the aforesaid Ordinary Resolution.

By Order of the Board

Chennai
27th May 2020

S Suresh
Company Secretary

INSTRUCTIONS TO MEMBERS WITH REGARD TO REMOTE E-VOTING, ATTENDING AND E-VOTING AT THE TWELFTH ANNUAL GENERAL MEETING OF THE COMPANY HELD THROUGH VIDEO CONFERENCING (“VC”)/OTHER PERMITTED AUDIO VISUAL MEANS (“OAVM”) AS AN e-AGM

A. ELECTRONIC VOTING – REMOTE E-VOTING INSTRUCTIONS

- I. In compliance with the provisions of 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 (“Amended Rules 2015”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“Regulations”), the Company is pleased to provide the Members the facility to exercise their right to vote on the resolutions proposed for consideration at the 12th Annual General Meeting (“12th AGM”) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an e-voting system from a place other than the venue of the AGM (“remote e-voting”) is being provided by M/s. KFin Technologies Private Ltd [formerly, Karvy Fintech Private Ltd] (“KFinTech”).
- II. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- III. **The remote e-voting period commences on Sunday, 19th July 2020 (9.00 a.m. Indian Standard Time) and ends on Wednesday, 22nd July 2020 (5.00 p.m. Indian Standard Time).** During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 17th July 2020, may cast their vote electronically. The remote e-voting module shall be disabled by KFinTech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. **The process and manner for remote e-voting** are as under:
 - i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com/>
 - ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be the EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, click on “LOGIN”.
 - iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the e-voting event.
 - vii) Select the EVENT of Tube Investments of India Limited and click on “SUBMIT”.
 - viii) Now you are ready for e-voting as “Cast Vote” page opens.
 - ix) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - x) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - xi) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - xii) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
 - xiii) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
 - xiv) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy of representative(s), to the Scrutiniser at e-mail rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “TII - 12th AGM”.

Other instructions related to remote e-voting:

- i) In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> (KFinTech website) or call KFinTech on 040-67162222 & Toll-free No.1-800-3454-001.

- ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date viz., 17th July 2020. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently or cast the vote again.
- iv) Any person who acquires shares of the Company and becomes a Member of the Company after serving of the Notice to the shareholders and holding shares as on the cut-off date of 17th July 2020, may obtain the login ID and password by sending a request at einward.ris@kfintech.com However, if you are already registered with KFintech for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.karvy.com>
- v) Since the Company is required to provide the Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date and who have not cast their votes by remote e-voting, may cast their votes during the e-AGM. Facility will be available during the e-AGM (please see details in Section C below).
- vi) Members who have cast their votes through remote e-voting may also attend the e-AGM. However, those Members are not entitled to cast their vote again in the e-AGM.
- vii) A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the e-AGM. Thus, voting facility at the e-AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- viii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix) The results of voting declared along with the Scrutinizer's Report shall be placed on the Company's website www.tiindia.com and on the website of KFintech immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

B. INSTRUCTIONS FOR THE MEMBERS ATTENDING THE 12TH AGM THROUGH VC/OAVM

- I. The Company has appointed M/s KFin Technologies Private Limited to provide Video Conferencing facility for conduct of the 12th AGM as an e-AGM (referred herein as "e-AGM") and the attendant enablers for conduct of the e-AGM.
- II. Pursuant to the provisions of the circulars of AMC on the VC/OAVM:
 - (a) Members can attend the e-AGM through log in credentials provided to them to connect to the Video Conference. Physical attendance of the Members at a common Meeting venue is not required nor available for the e-AGM.
 - (b) Appointment of proxy to attend and cast vote on behalf of the Member is not available for the e-AGM.
 - (c) Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- III. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the e-AGM by logging into <https://emeetings.kfintech.com> and clicking on the "Video Conference" icon. MEMBERS CAN USE THE SAME CREDENTIALS VIZ., USER ID AND PASSWORD FOR ACCESSING THE E-VOTING WEBSITE (<https://evoting.karvy.com>) AS WELL AS THE E-AGM VC WEBSITE (<https://emeetings.kfintech.com>). The link for e-AGM will be available in Shareholders/Members login where the EVENT and the name of the Company can be selected.
- IV. Members are encouraged to participate in the e-AGM through laptops or desktops with Google Chrome for better experience. Members are also required to allow camera, if any, and use internet with good speed to avoid any disturbance during the meeting. Members may further note that connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may face audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable wi-fi or LAN connection to avoid such issues.
- V. Please note:
 - (a) Up to 1,000 Members of the Company will be able to join on a "first in first out" basis to the e-AGM through VC/OAVM.
 - (b) No restrictions on account of "first in first out" entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
 - (c) The attendance of the Members (Members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

VI. **AGM queries to be sent in prior to the e-AGM**

Shareholders who would like to express their views/raise queries on the official business before the e-AGM during the e-AGM, may please log into <https://emeetings.kfintech.com> and click on the 'Post Your Queries' icon and post their queries/views/questions in the window provided therein by mentioning their name, demat account number/folio number, e-mail id and mobile number. Members may note that their queries will be answered only if they continue to hold shares of the Company as of the cut-off date (17th July 2020). The posting of queries/questions/views will commence on 17th July 2020 at 9 a.m. and close on 21st July 2020 at 5 p.m.

VII. **Registration as speaker at the e-AGM**

Members who wish to speak at the e-AGM may log into <https://emeetings.kfintech.com> and click on the 'Speaker Registration' icon by mentioning their name, demat account number/folio number, city, e-mail id and mobile number. The speaker registration will commence on 17th July 2020 at 9 a.m. and close on 21st July 2020 at 5 p.m.

VIII. **Speaker registration during e-AGM**

Please note that due to transmission and coordination related limitations during the Q&A session, the Company may dispense with speaker registration during the e-AGM. In case of decision to allow speaker registration in the e-AGM, interested Members may log into <https://emeetings.kfintech.com> and click on "Speaker Registration" by mentioning their demat account number/folio number, city, email id, mobile number and submit.

C. **INSTRUCTIONS FOR THE MEMBERS WHO WISH TO DO E-VOTING AT THE 12TH AGM**

- (i) Please note that only Members, participating in the e-AGM, who have not cast their votes through the remote e-voting facility already, will be eligible to vote through e-voting at the e-AGM.
- (ii) Members who have already voted through remote e-voting are eligible to attend the e-AGM. They cannot vote again.
- (iii) **E-voting during e-AGM:**
 - (a) The e-voting "Thumb" sign on the left hand corner of the video conferencing screen shall become activated on the instructions of the Chairman of the e-AGM during the e-AGM proceedings. Members can then click on the same and they will be taken to the "Instapoll" page for casting their votes.
 - (b) On clicking the "Instapoll" icon, Members will reach the Resolutions page. Please follow the instructions given and vote on the Resolutions.

REGISTRATION OF E-MAIL ADDRESS BY SHAREHOLDERS WITH THE RTA & DETAILS FOR OBTAINING/ DOWNLOADING ELECTRONIC COPY OF ANNUAL REPORT AND AGM NOTICE

On account of the continuing threat posed by COVID-19 pandemic and in terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered e-mail addresses of the Shareholders. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address registered by following the procedure given below:

- (a) Those Shareholders who have registered/not registered their e-mail address and mobile number including address and bank details may please contact and validate/update their details with their Depository Participant in case of shares held in electronic form and with the Company's Registrar and Transfer Agent, KFin Technologies Private Ltd. in case the shares are held in physical form.
- (b) Shareholders who have not registered their e-mail address and in consequence thereof, the Annual Report, Notice of e-AGM and e-voting instructions could not be served, may temporarily provide their e-mail address and mobile number to the Company's Registrar and Transfer Agent, KFin Technologies Private Ltd. by writing to the e-mail id einward.ris@kfintech.com for sending the soft copy of the Annual Report, Notice of e-AGM and e-voting instructions along with the User ID and password. In case of any queries, Shareholders may write to einward.ris@kfintech.com
- (c) Shareholders may also visit the website of the Registrar and Transfer Agent <https://evoting.karvy.com/public/Downloads.aspx> for downloading the Annual Report and Notice of the e-AGM.
- (d) Alternatively, Shareholders may send an e-mail request at the e-mail id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy, in case of electronic folio and copy of share certificate, in case of physical folio for sending electronically the Annual Report, Notice of e-AGM and the e-voting instructions. Shareholders may also access the link https://ris.kfintech.com/email_registration/ and directly register their e-mail address and mobile number for receiving a soft copy of the said documents relating to the e-AGM.