



## TUBE INVESTMENTS OF INDIA LIMITED

(formerly, TI Financial Holdings Limited)

(CIN: L35100TN2008PLC069496)

Regd. Office: 'Dare House', 234 N S C Bose Road, Chennai - 600 001.

Tel.: 044-42177770-5, Fax: 044-42110404

Email id: [investorservices@tii.murugappa.com](mailto:investorservices@tii.murugappa.com); Website: [www.tiindia.com](http://www.tiindia.com)



### NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the said Act and the Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to consider and pass the Resolution set out herein for alteration to III(A) (Main Objects Clause) of the Memorandum of Association of the Company through insertion of a new Main Objects Clause as sub-clause 10 after the existing sub-clause 9, proposed to be passed by way of Postal Ballot and electronic voting ("e-voting")

As provided under Section 110 of the Companies Act, 2013, the consent of the Members, by means of a Special Resolution, is sought by way of Postal Ballot for the aforesaid purpose. The Special Resolution and the Statement setting out all the material facts and reasons for the proposal appended hereto are being sent to you herewith along with the Postal Ballot Form for casting your votes.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members may cast their votes either through Postal Ballot Form or through e-voting. Those Members opting for e-voting may follow the procedure as recommended by Karvy Fintech Private Ltd (formerly, Karvy Computershare Private Ltd) ("Karvy"), the e-voting agency appointed for the purpose, under E-VOTING INSTRUCTIONS of this Notice.

The Board of Directors has appointed Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process, including e-voting, in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed Business Reply envelope, so as to reach the Scrutinizer **on or before the close of working hours (5.00 P.M.) on Tuesday, 7th May, 2019**. Please note that any Postal Ballot Form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot (including e-voting) will be announced by the Chairman or any Director of the Company on Wednesday, 8th May, 2019 at 10.00 A.M. at the Registered Office of the Company at 'Dare House', 234, N S C Bose Road, Chennai – 600 001. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company's website viz., [www.tiindia.com](http://www.tiindia.com) and also in Karvy's website viz., [www.karvyfintech.com](http://www.karvyfintech.com) besides being communicated to the Stock Exchanges viz., BSE Ltd., and the National Stock Exchange of India Ltd., where the Company's shares are listed.

The Resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting i.e., Tuesday, 7th May, 2019. The Resolution, being Special Resolution, will be declared as passed if votes cast in favour of the Resolution are not less than three times the number of the votes, if any, cast against it by the Members so entitled and voting:

#### SPECIAL BUSINESS

##### ITEM NO.1

**To consider and, if deemed fit, to pass the following Resolution as a SPECIAL RESOLUTION:**

RESOLVED that in accordance with the provision of Section 13 of the Companies Act, 2013, or any amendment thereto or modification thereof, Clause III(A) [Main Objects Clause] of the Memorandum of Association of the Company be and is hereby altered / amended by insertion of the following new sub-clause 10 after the existing sub-clause 9 thereunder:

10. To manufacture, sell, trade and otherwise deal with vision/imaging systems, including cameras, radars, lasers and their parts, accessories, components, software and assemblies.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this Resolution.

By Order of the Board  
For Tube Investments of India Ltd

Chennai  
27th March, 2019

S Suresh  
Company Secretary

**Notes:**

1. The Statement pursuant to Section 102(2) of the Act stating all material facts and the reasons thereof for the proposal in respect of the Special Resolution as set out in the Postal Ballot Notice is annexed.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on Friday, 29th March, 2019. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 29th March, 2019 will be considered for the purpose of voting. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
4. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. Members who have received the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form and in case a Member is desirous of obtaining a duplicate Postal Ballot Form, such Member may send an email to [investorservices@tii.murugappa.com](mailto:investorservices@tii.murugappa.com) The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolution through the e-voting facility provided by Karvy. The instructions for e-voting are annexed to this Notice.
8. A Member cannot exercise his/her vote by proxy on the Postal Ballot.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Tuesday, 7th May, 2019 (5:00 PM IST). The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after close of working hours on Tuesday, 7th May, 2019 (5:00 PM IST), it will be considered that no reply has been received from the Member.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced on Wednesday, 8th May, 2019 (10:00 AM IST) at the Registered Office of the Company at 'Dare House', 234, N S C Bose Road, Chennai – 600 001. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company's website viz., [www.tiindia.com](http://www.tiindia.com) and also on the website of Karvy viz., [www.karvyfintech.com](http://www.karvyfintech.com) besides being communicated to the Stock Exchanges where the Company's shares are listed viz., BSE Ltd., and the National Stock Exchange of India Ltd.

11. The draft of the revised Memorandum of Association reflecting the said change will be available for inspection by the Members at the Registered Office of the Company on all working days except Saturday & Sunday (from 11.00 A.M. to 4.00 P.M.) upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms.

## ANNEXURE TO THE NOTICE

### STATEMENT IN RESPECT OF ITEM NO.1 UNDER THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company has been constantly exploring a variety of opportunities in the automotive sector to increase content in cars. In this regard, the business of manufacturing of automotive vision and other vision systems and components is identified by the Company as one of the potential opportunities for future growth. This will be a new line of business for the Company as and when entered into.

To facilitate the Company to engage in the above business, the Board of Directors, at the meeting held on 27th March, 2019 approved the seeking approval of the Members by way of a Special Resolution under Section 13 and the other applicable provisions of the Companies Act, 2013 and the Rules thereunder for insertion of a new Objects Clause no.10 under III(A) viz, the Main Objects in the Memorandum of Association of the Company as per details provided in the Resolution under the Notice.

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

The Board recommends the Resolution for Members' approval and accordingly, the Members are requested to accord their approval to the Special Resolution as set out in the Notice.

By Order of the Board  
For Tube Investments of India Ltd.

Chennai  
27th March, 2019

S Suresh  
Company Secretary

- Encl: 1) Postal Ballot Form  
2) Postage pre-paid self-addressed envelope

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### INSTRUCTIONS FOR ELECTRONIC VOTING [e-voting]

In compliance with the provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the Members the facility to exercise their right to vote on the Resolution proposed for consideration set out in the Postal Ballot Notice by electronic means and the same may be transacted through e-voting services. The facility of casting the votes by the Members using an e-voting system ("e-voting") is being provided by M/s. Karvy Fintech Private Ltd.(formerly, Karvy Computershare Private Ltd.) ("Karvy").

- I. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- II. **The remote e-voting period commences on Monday, 8th April, 2019 (9.00 a.m. Indian Standard Time) and ends on Tuesday, 7th May, 2019 (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 Friday, 29th March, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
- III. The instructions for Shareholders for e-voting are as under:
  - (a) **In case of Shareholders' receiving e-mail from Karvy** (for Members whose e-mail IDs are registered with the Company/Depository Participant(s):
    - 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 Karvy 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 (no.4505) 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) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- xii) 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 Resolution.
- xiii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF format) of the board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).

**(b) In case of Shareholders’ receiving Postal Ballot Form by Post:**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD (PIN)

- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.
- c) In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy website) or call Karvy on 040-67162222 & Toll-free No.1-800-3454-001.