



TUBE INVESTMENTS OF INDIA LIMITED

(formerly, TI Financial Holdings 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: 044-4217770-5 – Fax: 044-42110404

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the TENTH ANNUAL GENERAL MEETING of the Members of Tube Investments of India Limited (formerly, TI Financial Holdings Limited) will be held on **Monday, the 13th August, 2018 at 3.30 P.M.** at T T K Auditorium, The Music Academy, 168 (Old no. 306), T T K Road, Chennai - 600 014 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, 2018, 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, 2018 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 out of the profits for the financial year ended 31st March, 2018, a final dividend at the rate of ₹ 0.50 (fifty paise) only per share on the equity share capital of the Company, as recommended by the Board of Directors, be and the same is hereby declared for the financial year, 2017-18 and that the said dividend be paid to the Members whose names appear on the Register of Members as on 13th August, 2018 or their mandatees, in case the shares are held in physical form, thus making a total dividend of ₹ 1.75 per equity share of ₹ 1 each for the financial year, including the interim dividend of ₹ 1.25 per share already paid.

RESOLVED FURTHER that in respect of shares held in electronic form, the dividend be paid to the beneficial holders of the dematerialised shares as on 13th August, 2018 as per details furnished by the depositories for this purpose.

4. To consider and if deemed fit, to pass, with or without modification, 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) of re-enactment thereof for the time being in force), Mr. M M Murugappan (holding DIN 00170478), Chairman, who retires by rotation, be and is hereby re-appointed as a 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), the Company hereby ratifies the appointment of Messrs. S R Batliboi & Associates LLP (LLP Identity no. AAB-4295), Chartered Accountants (Firm registration no.101049W/E300004) as the Statutory Auditors of the Company to hold office from the conclusion of this (10th) Annual General Meeting until the conclusion of the next (11th) Annual General Meeting of the Company on a remuneration of ₹33 lakhs for the financial year, 2018-19 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit.

SPECIAL BUSINESS

6. 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 Sections 152, 161 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) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended from time to time, Mr. Ramesh K B Menon (holding DIN 05275821), Additional Director, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a non-executive Director of the Company, liable to retire by rotation.

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

RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof, for the time being in force, and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for the alteration of existing sub-clause 10 under III(B) of the Memorandum of Association of the Company by inclusion of the words “or for political purposes” immediately after the word “institutions” occurring in the said sub-clause 10 and also for deletion of the existing words “but not to any political purposes” occurring at the end of the said sub-clause 10, such that after the aforesaid alterations, the amended sub-clause 10 to read as under:

10. To give donations or subscriptions to any religious, charitable or social institutions or for political purposes or to give any charity incidental or conducive to any business that may be carried on by the Company.

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.

8. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED that pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and/or other applicable Rules [including any statutory modification(s) or re-enactment thereof for the time being in force] and further subject to such approvals, as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to offer, issue and allot Secured Redeemable Non-convertible Debentures (“NCDs”), in one or more series or tranches, on private placement basis, to eligible investors under the applicable laws, regulations, guidelines etc., in such manner, and wherever necessary or required, in consultation with merchant bankers/and or advisors or others, on such terms and conditions (including such coupon rates as may be negotiated) and for such purposes/objectives of the Company as the Board may, in its absolute discretion, decide at the time of issue of the NCDs, provided that the total amount so raised by the Company, through issuance of such NCDs (including the premium thereon, if any, as may be decided by the Board), shall not exceed, during the period commencing from the date of conclusion of the 10th Annual General Meeting till the date of conclusion of the next/immediately succeeding 11th Annual General Meeting, an aggregate sum of ₹500 crores.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings, as may be necessary or proper or expedient for the purpose of giving effect to this resolution including creation of security in favour of the lenders as may become necessary, intimating the concerned authorities or such other regulatory body/ies and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of the Directors or any Director(s) or Officer(s) of the Company to the extent permitted under the Act and the Rules thereunder.

9. 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 2019-20 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 2018-19, 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.

Place : Chennai
Date : 7th May, 2018

By Order of the Board
S Suresh
Company Secretary

NOTES:

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member. The proxy form is annexed herewith. The duly completed proxy form must be sent so as to reach the Company not less than 48 hours before the commencement of the meeting.**
2. **A person shall not act as proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Statement of material facts in respect of the Special Business under Item nos.6 to 9 (pursuant to Section 102 of the Companies Act, 2013) is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 1st August, 2018, to Monday, 13th August, 2018 (both days inclusive).
5. Members are requested to intimate the Registrar and Transfer Agent viz., **Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032** (RTA), not later than 1st August, 2018, of 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 remit the dividend electronically or alternatively, for incorporating in the dividend warrants. For shares held in dematerialised form, change in address/Bank account particulars may be intimated directly to the Member's Depository Participant(s).
6. 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.
7. SEBI has recently directed all companies and their RTAs to immediately seek from shareholders, who hold shares in physical mode and have not furnished their PAN and Bank account details, details of the same. Hence, such Members are advised to furnish a self-attested copy of their PAN card and cancelled cheque leaf relating to their Bank account to the Company/RTA at the earliest.
8. All Members who hold their shares in physical mode are further advised to dematerialise their shares at the earliest as SEBI has decided that securities of listed companies can be transferred only in the dematerialised form from 4th December, 2018.
9. Electronic (soft) copy of the Notice of the 10th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2017-18 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 10th Annual General Meeting of the Company *inter alia* including the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2017-18 are being sent in the permitted mode.
10. All documents referred in the accompanying Notice and the Statement shall be open for inspection in physical or in electronic form at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting and also at the meeting.

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment at the 10th Annual General Meeting vide Item no.4 of the Notice dated 7th May, 2018

[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 Masters degree in Chemical Engineering from the University of Michigan. He was appointed as a Director of the Company with effect from 1st August, 2017 and he is the Chairman of the Company.

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

<p>Chairman Carborundum Universal Ltd (listed company) Coromandel International Ltd (listed company) TI Financial Holdings Ltd (listed company) Cholamandalam MS General Insurance Co. Ltd Wendt India Ltd (listed company) Cholamandalam Health Insurance Ltd Volzhsky Abrasive Works, Russia</p>	<p>Director Mahindra and Mahindra Ltd (listed company) Cyient Ltd (listed company) 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</p>
Committee Memberships / Chairmanships	
<p><u>Audit Committee</u> Chairman Cyient Ltd Member Mahindra & Mahindra Ltd Ambadi Investments Ltd <u>Stakeholders Relationship Committee</u> Chairman Tube Investments of India Ltd TI Financial Holdings Ltd Wendt India Ltd Carborundum Universal Ltd Member Ambadi Investments Ltd <u>Nomination and Remuneration Committee</u> Chairman (Governance) Mahindra and Mahindra Ltd Member Tube Investments of India Ltd Cyient Ltd TI Financial Holdings Ltd <u>Risk Management Committee</u> Chairman Cyient Ltd Member 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> Member Carborundum Universal Ltd Cholamandalam MS General Insurance Co. Ltd <u>Shares & Debentures Committee</u> Chairman Tube Investments of India Ltd. <u>Corporate Social Responsibility Committee</u> Chairman TI Financial Holdings Ltd Cholamandalam MS General Insurance Co. Ltd Member Ambadi Investments Ltd <u>R & D Committee</u> Chairman Mahindra & Mahindra Ltd <u>Borrowing Committee</u> Member Ambadi Investments Ltd <u>Management Committee</u> Chairman Cholamandalam MS General Insurance Co. Ltd <u>Business Committee</u> Member Cholamandalam MS General Insurance Co. Ltd</p>

Mr. M M Murugappan holds 18,90,385 equity shares of the Company.

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 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 re-appointment as Director of the Company.

Statement in respect of the Special Business under Item nos. 6 to 9 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 7th May, 2018

Item no.6

Mr. Ramesh K B Menon, holding DIN 05275821 was appointed as an Additional Director of the Company with effect from 16th November, 2017 pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act in respect of Mr. Ramesh K B Menon’s appointment.

Mr. Ramesh K B Menon is a graduate in Science from Jai Hind College, Mumbai and an alumnus of XLRI, Jamshedpur. Mr. Menon had earlier worked with Madura Coats as its Director - HR, South Asia and his experience with Madura Coats spanned twenty-seven years where he had handled several HR leadership assignments including as the HR Head for South Asia & Africa Regions, consisting of thirteen countries.

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

<p>Director E.I.D. Parry (India) Ltd (listed company) Ambadi Enterprises Ltd Parry Enterprises India Ltd Parry Murray and Company Ltd Parry Agro Industries Ltd Triumph Electoral Trust</p>	<p>Committee Memberships <u>Audit Committee</u> Member Ambadi Enterprises Ltd Parry Enterprises India Ltd Parry Agro Industries Ltd <u>Stakeholders Relationship Committee</u> Member E.I.D Parry India Ltd <u>Nomination and Remuneration Committee</u> Member E.I.D Parry India Ltd</p>
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Mr. Ramesh K B Menon does not hold any shares of the Company.

The other details relating to Mr. Ramesh K B Menon pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors’ Profile, Corporate Governance Report and annexure thereto.

The Board recommends his appointment as a Director liable to retire by rotation for approval by the Members of the Company.

Mr. Ramesh K B Menon is not related to the other directors and Key Managerial Personnel of the Company and their relatives.

Except Mr. Ramesh K B Menon, 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.

Item no.7

Section 182 of the Companies Act, 2013 provides that a company other than a government company and a company which has been in existence for less than three financial years may contribute any amount directly or indirectly to any political party.

sub-clause 10 under III(B) viz, Objects Incidental or Auxiliary to the Attainment of Main Objects in the Memorandum of Association (MoA) of the Company expressly stipulates that the Company cannot contribute to any political purposes.

To remove the impediment in contributing for political purposes, as and when proposed, it is proposed that the aforesaid Sub-clause 10 under III(B) of the MoA be altered by insertion of words to provide for making of political contributions. Such alteration to the MoA would require the approval of the Members in general meeting.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Act and the Rules thereunder for alteration of the existing sub-clause 10 under III(B) viz, Objects Incidental or Auxiliary to the Attainment of Main Objects in the MoA as per details provided in the resolution under the Notice. The Board recommends 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 Special Resolution.

Item no.8

The Companies Act, 2013 ("the Act") stipulates that private placement offer/invitation of securities, not made in compliance with the provisions of the said Act and Rules framed thereunder shall be treated as a public offer requiring compliance with the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992.

The Company in the ordinary course of business raises long-term borrowings, either by way of term loans, inter-corporate deposits, external commercial borrowing(s) or debentures. It is estimated that the Company will be resorting to an aggregate long-term borrowing of ₹500 Cr. in the coming months, which may be in any one mode (or) in a combination of modes, including through issue of secured redeemable non-convertible debentures (NCDs) on private placement basis. If the Company proposes to raise long-term borrowing by such issue of NCDs on private placement basis, the Act mandates that the Company shall obtain prior approval of its shareholders by means of a Special Resolution in respect of such borrowing through NCDs during the year.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Act and the Rules thereunder for issue of NCDs on private placement basis for a maximum sum of ₹500 Cr, including such premium thereon, if any, as may be decided by the Board and at such coupon rates as may be negotiated and also creation of necessary security therefore, as part of the long-term borrowing programme of the Company, during the period commencing from the date of conclusion of the 10th Annual General Meeting till the date of conclusion of the next/ immediately succeeding 11th Annual General Meeting. The Board recommends 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 Special Resolution.

Item no.9

In terms of the Companies (Cost Records and Audit) Rules, 2014, as amended, 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 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 aforementioned products of the Company for the financial year, 2018-19 on the remuneration payable to them as per details furnished under Item no.9 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, as amended, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends 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.

Place : Chennai
Date : 7th May, 2018

By Order of the Board
S Suresh
Company Secretary

INSTRUCTIONS FOR ELECTRONIC VOTING [e-voting]

- 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 10th Annual General Meeting (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. Karvy Computershare Private Limited ("Karvy").
- 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 Wednesday, 8th August 2018 (9.00 a.m. Indian Standard Time) and ends on Sunday, 12th August 2018 (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 6th August 2018, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy 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:
 - A. In case of Members 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 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 resolution(s).
 - xiv) 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 Scrutiniser at e-mail rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "TII - 10th AGM".
 - B. In case of Members receiving physical copies of the Notice of AGM** (for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):
 - i) E-Voting Event Number (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii) Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.
 - C. Voting at AGM:**

The Members who have not cast their vote electronically can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM venue.

Other instructions:

- i) 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.
 - 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., 6th August, 2018. 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 Karvy 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 dispatch of the Notice to the shareholders and holding shares as on the Cut-off Date of 6th August, 2018, may obtain the login ID and password by sending a request at einward.ris@karvy.com. However, if you are already registered with Karvy 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 not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.
 - vi) Members who have cast their votes through remote e-voting may also attend the AGM. However, those Members are not entitled to cast their vote again in the AGM.
 - vii) Voting facility will be provided to the Members through electronic voting system or through ballot/polling paper at the AGM venue. A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
 - viii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser, by use of e-voting for all those Members who are present at the AGM who have not cast their votes by availing the remote e-voting facility.
 - ix) The Scrutiniser shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company who shall make, within forty-eight hours of the conclusion of the AGM, a consolidated Scrutiniser'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.
 - x) The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.tiindia.com and on the website of Karvy 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).
- V. All documents referred in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM.

Route Map to AGM Venue

