



TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35100TN2008PLC069496)

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

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murugappa

NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("**SEBI (LODR) Regulations**"), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021 and General Circular No. 20/2021 dated 8th December, 2021 ("**MCA Circulars**") and other applicable laws and regulations, if any, to consider and pass the Special Resolution set out herein pursuant to Section 186 of the Companies Act, 2013 and its other applicable provisions and the Rules thereunder for the acquisition of controlling interest in the equity share capital of M/s. Cellesstial E-Mobility Private Limited ("Cellesstial") through purchase from its founders and existing shareholders as well as through primary infusion by way of subscription to new equity shares of the said company, together aggregating up to Rs.161 Crores and to further invest, lend or provide guarantee for a sum not exceeding Rs.139 Crores to Cellesstial as may be required in future, and matters connected therewith, through Postal Ballot by way of remote e-voting process ("**remote e-voting**").

As per the MCA Circulars and SEBI Circulars, the Company is sending Postal Ballot Notice along with e-voting instructions (the "Notice") only by way of e-mail to all its Members who have registered their email addresses with the Company or depository(ies)/depository participants and the communication of assent/dissent of the Members on the Special Resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. A detailed Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out the material facts concerning the Resolution in this Notice and instructions for e-voting are also annexed to this Notice for your consideration.

The Board of Directors has appointed Mr. R Sridharan (ICSI Membership CP No.3239-FCS No.4775) of M/s. R Sridharan & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot by way of remote e-voting process, in a fair and transparent manner.

The Company has engaged the services of M/s. KFin Technologies Private Limited ("KFinTech") to provide remote e-voting facility to all its Members. Please note in accordance with the MCA Circulars, the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members to cast their votes electronically. Please carefully read the instructions in the Notes to this Notice so as to cast the votes electronically not later than 5.00 P.M. I.S.T. on Thursday, 24th February, 2022 (the last day to cast votes electronically) to be eligible for being considered. The Scrutinizer will submit his report to the Chairman or the Managing Director of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Chairman or the Managing Director of the Company on or before Monday, 28th February, 2022. 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 be posted on the Company's website viz., www.tiindia.com and also in KFinTech's website viz., <https://evoting.kfintech.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.

PROPOSED RESOLUTION:

SPECIAL BUSINESS: ITEM NO.1 – To acquire controlling interest in M/s. Cellesstial E-mobility Private Limited To consider and, if deemed fit, to pass the following Resolution as a SPECIAL RESOLUTION:

RESOLVED that pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act

(including any modification or re-enactment thereof for the time being in force) and the Rules made thereunder and subject to such approval(s), consent(s), sanction(s) and permission(s), if any, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any director(s) or officer(s) authorized by the Board to exercise the powers conferred on the Board under this Resolution), to acquire controlling interest in the share capital of M/s. Celestial E-Mobility Private Limited (hereinafter referred to as "Celestial") by investing a sum not exceeding Rs.161 Crores (Rupees One Hundred and Sixty One Crores) towards the purchase of equity shares from the founders and other existing shareholders of Celestial and subscribe to fresh equity shares to be issued by Celestial, in one or more tranches and to further invest in, lend or provide guarantee for a sum not exceeding Rs.139 Crores (Rupees One Hundred and Thirty Nine Crores) to Celestial as may be required in future, notwithstanding that the proposed investment, loan or guarantee aggregating to Rs.300 Crores (Rupees Three Hundred Crores), taken together with the Company's existing investment(s), loan(s), security(ies) or guarantee(s) in all other body corporates, will be in excess of the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER that the Board be and is hereby authorised to make the proposed investment in Celestial, provide loan or guarantee as aforesaid either directly from the Company or through a Wholly Owned Subsidiary (hereinafter referred to "WoS") to be incorporated as a vehicle to carry on the electric vehicle business.

RESOLVED FURTHER that the Board be and is hereby authorised to perform all acts, deeds, matters or things and take such decisions/steps as may be necessary, expedient or desirable, and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, agreements, applications, documents, undertakings and writings that may be required including those in connection with formation of the WoS on behalf of the Company as aforesaid, to subscribe to requisite number of shares as original subscriber to the Memorandum and Articles of Association of the WoS and to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate, on behalf of the Company for the purpose of giving effect to the aforesaid Resolution, 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
24th January, 2022

S Suresh
Company Secretary

NOTES:

- (a) The Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 ("**Act**") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of the Postal Ballot Notice ("**Notice**").
- (b) In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circular No.14/2020 dated 8th April, 2020 read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, and General Circular No. 10/2021 dated 23rd June, 2021 General Circular No. 20/2021 dated 8th December, 2021 ("**MCA Circulars**") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("**SEBI Circulars**"), the Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") and Registrar and Share Transfer Agent of the Company i.e.

KFin Technologies Private Limited (formerly known as KFinTech Private Limited) (“**RTA**”) as on 21st January, 2022 (“**Cut-Off Date**”) and who have or will register their email address with their Depository Participant(s) (“**DPs**”) or with RTA in accordance with the process outlined in this Notice.

- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
- (d) In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**SEBI (LODR) Regulations**”), Secretarial Standards–2 issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circulars, the Company is pleased to offer remote e-voting facility to its Members. The Company has engaged the services of KFinTech to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the “**remote e-voting**”). In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
- (e) Members may also note that the Postal Ballot Notice will also be available for download on the Company’s website and on the website of stock exchanges (where the shares of the Company are listed i.e. the BSE Limited and the National Stock Exchange of India Limited) and also on the website of KFinTech, <https://evoting.kfintech.com>
- (f) The remote e-voting period commences on Wednesday, 26th January, 2022 at 9.00 A.M. I.S.T. and ends on Thursday, 24th February, 2022 at 5.00 P.M. I.S.T. The remote e-voting module shall be disabled by KFinTech for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
- (g) The Board of Directors of the Company has appointed Mr. R Sridharan (ICSI Membership CP No.3239-FCS No.4775) of M/s. R Sridharan & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner.
- (h) The Scrutinizer will submit his report to the Chairman or the Managing Director of the Company after completion of the scrutiny of the e-voting. The Scrutinizer’s decision on the validity of votes cast will be final. The result of the Postal Ballot will be announced by the Chairman or the Managing Director of the Company on or before Monday, 28th February, 2022, i.e. not later than two working days from the conclusion of remote e-voting at the registered office of the Company.
- (i) The result of the Postal Ballot along with the Scrutinizer’s Report will be placed on the Company’s website and also on the website of KFinTech at <https://evoting.kfintech.com> and shall be communicated to the Stock Exchanges where the Company’s shares are listed.
- (j) The Resolution, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date of remote e-voting, i.e., 24th February, 2022.
- (k) Relevant documents relating to the Postal Ballot Notice and the Statement pursuant to Section 102 of the Act shall be made available for inspection by the Members in accordance with applicable statutory requirement based on requests received by the Company for inspection at investorservices@tii.murugappa.com up to 24th February, 2022.

ANNEXURE TO THE NOTICE

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

ITEM NO.1

The Company ("TII") has been exploring new growth opportunities within clean mobility. In line with this strategy, the Company has recently embarked on an electric 3-wheeler (electric 3W) initiative.

The Company is also looking further in seeding quicker growth by way of acquisition under the inorganic route, proposing presently to add electric tractors business as part of its product portfolio.

The Members may note in this regard that in terms of number of units sold, India is one of the largest tractor markets, globally, selling about 9 lakh tractors per annum in the domestic market, on an average. India remains a highly lucrative tractor market because of the decreasing availability of farm labour and increasing levels of mechanization of agricultural practices. Easy credit availability, fund access and high usage of tractors in farming operations have made India to be one of the largest markets for tractors globally. With the easing of lockdowns, there is an improved demand being witnessed for agricultural machinery including tractors, due to higher Kharif sowing, good cash flows to farmers, timely and normal monsoon in the country and continued higher rural spending by the government. In addition to the existing opportunities in the farm sector, there is also continuous demand for tractors in haulage sector from various other industries like horticulture & vineyard, airport ground handling and logistic & fleet handling.

TII is considering a proposal from M/s. Celestial E-mobility Private Limited (hereinafter referred to as "Celestial") for an investment in its electric tractor business. Celestial is a Hyderabad based start-up founded by Mr. Siddhartha Durairajan and Mr. Syed Mubasheer Ali (hereinafter referred to as "Founders"). Celestial was incorporated in April 2019 to design and manufacture smart electric tractors powered by renewable and non-renewable sources of energy, aviation ground support electric equipment and other electric machinery.

Celestial is conceived by a team of highly experienced professionals in the areas of automotive design, manufacturing and battery technology. Celestial has already designed and manufactured the e-tractors prototype – developed two tractor prototypes for production. It expects to begin commercial production by start of financial year 2023. They already have an order book of 1400 orders for the supply of e-tractors through exclusive dealership/dealer network and it is expected to grow further in the coming months.

The electric tractors developed/being developed by Celestial offer several advantages like a swappable battery and lower total cost of ownership compared to the current IC tractors. Besides, these electric tractors will also result in lower CO2 emissions, promote green farming and help take a step towards a circular economy.

The Company has, after consideration and careful evaluation of the proposal, decided that venturing into e-tractors would be a significant long-term growth opportunity for the Company.

Taking into account the above, the Board of Directors of the Company, at its meeting held on 12th January, 2022, subject to successful negotiation with the Founders and existing shareholders of Celestial, approved to acquire a controlling interest of up to 70% in the equity share capital of Celestial, at an aggregate consideration not exceeding Rs.161 Crores, through a combination of secondary and primary purchase of shares. The proposed investment will result in secondary purchase of 97,647 equity shares of the face value of Rs.10/- each from the Founders and existing investors and primary subscription to 44,030 equity shares to be issued by Celestial, as per details contained in the Resolution under the Notice.

The Company anticipates there may be a requirement for further infusion of funds in the form of loan or investment or provision of guarantee to the tune of Rs.139 Crores for Celestial's operation.

With regard to the said acquisition of controlling interest in Celestial, after successful negotiation and finalization thereof with the Founders and existing shareholders of Celestial, a Share Subscription and Purchase Agreement, Shareholders' Agreement, and other definitive agreements ("hereinafter referred to as "the Agreements") have also been executed on 24th January, 2022 with Celestial, its founders and existing investors. The acquisition transaction would be completed on obtaining of the Members' approval, by means of the Special Resolution as set out under Item no.1 of the accompanying Notice for the investment, and on satisfactory completion of the other Conditions Precedents as contained in the Agreements executed by the Company with the said Founders of Celestial.

The Members may note that the proposed investment comes at an attractive valuation compared to the revenue-multiples witnessed in the Indian EV sector in recent times. Considering that Celestial has already developed prototypes which have been tested for technical feasibility, the time-to-market lead time is also expected to be short. Further work on improvements to the products and other launch-related activities are underway for commercial launch in the coming months. Celestial electric tractors would also support the ESG (Environmental, Social and Governance) initiatives of the Company by ensuring zero carbon emission from its products and encourage green farming by the farming community.

The Members may note that the proposed investment in, loan or guarantee to Celestial will be made either directly or through a Wholly Owned Subsidiary (hereinafter referred to "WoS") to be incorporated as a vehicle to carry on clean mobility business including electric 3W and other electric vehicle ventures.

The Board of Directors of the Company, at its meeting held on 12th January, 2022, subject to successful culmination of the acquisition of controlling interest in Celestial, approved incorporation of WoS as a vehicle to carry on clean mobility business including electric 3W and other electric vehicle ventures, investment in Celestial, subject to the approval of the Members.

The Company would be an original subscriber to the Memorandum and Articles of Association of the said WoS and it in turn, would acquire controlling interest in Celestial. It is considered that if done through the WoS route, the same would ensure creation of a separate, specialized platform for better focus on clean mobility business, without cluttering the existing business platform of TII.

The Members may note in this regard that the acquisition of controlling interest in Celestial by the Company will be funded through internal accruals and a small portion of debt raising may be resorted to for the funding, only if it is considered absolutely necessary.

The proposed investment by the Company for the acquisition of Celestial, hence, will not add to or result in any significant stress on the financial position of TII, whether on a standalone or consolidated basis.

In terms of Section 186 of the Companies Act, 2013 ("Act"), a Company can *inter alia* invest or provide loans or give guarantees/securities up to 60% (sixty per cent) of its paid up share capital, free reserves, and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more.

The Members may note in the aforesaid regard that pursuant to their approval granted on 30th November, 2020, the Company had executed a guarantee agreement in favour of State Bank of India for an aggregate amount of Rs.1,365 Crores towards fund-based facilities granted to the Company's subsidiary, M/s. CG Power and Industrial Solutions Limited ("CG Power"). As of 31st December, 2021, the outstanding amount towards the relevant credit facilities availed by CG Power was only Rs.335 Crores.

The Members may note that as the proposed investment/funding aggregating to Rs.300 Crores in Celestial, as more specifically mentioned in the Resolution forming part of the Notice, together with the investments, loans and guarantees already made by the Company will exceed the limits prescribed under the said Section 186 of the Act, a prior approval of the Members of the Company is accordingly being sought by way of a Special Resolution for the present proposal.

The proposed acquisition in the manner as elaborated above is not a related party transaction for the Company and none of the promoter(s)/promoter group/group companies of the Company holds or has any interest whatsoever in the target company viz., Celestial. Further, none of the Directors and Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

The Board, accordingly, recommends the Resolution set out under Item No.1 for approval by the Members of the Company as a Special Resolution.

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

Chennai
24th January, 2022

S Suresh
Company Secretary

INSTRUCTIONS FOR VOTING THROUGH REMOTE E-VOTING

1. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular dated 9th December, 2020 issued by SEBI on E-voting facility provided by Listed Entities, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto, Members are provided with the facility to cast their votes electronically, through the E-voting services provided by M/s. KFin Technologies Private Limited (“KFinTech”) on the Resolution set forth in this Notice of Postal Ballot, through Remote E-voting.

Members are requested to note that the Company is providing facility for Remote E-voting and the business is to be transacted through electronic voting system only.

I. Information relating to Remote E-voting:

- i. Day, date and time of commencement of voting through electronic means: Wednesday, 26th January, 2022 at 9.00 A.M. (IST).
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: Thursday, 24th February, 2022 till 5.00 P.M. (IST).
- iii. Details of Website: <https://evoting.kfintech.com>
- iv. Details of person to be contacted for issues relating to e-voting: Mr. G Vasanth Rao Chowdari, Manager – Corporate Registry, KFin Technologies Private Limited, Unit: Tube Investments of India Limited, Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032; Toll Free No.: 1800-309-4001; E-mail: evoting@kfintech.com
- v. Details of Scrutinizer: Mr. R Sridharan (ICSI Membership CP No.3239-FCS No.4775), M/s. R Sridharan & Associates, Company Secretaries.

II. Instructions relating to Remote E-voting:

The manner of voting by (i) Individual Shareholders holding shares of the Company in Demat mode, (ii) Shareholders other than Individuals holding shares of the Company in Demat mode, and (iii) Shareholders holding shares of the Company in Physical mode, is explained in the instructions given hereinbelow:

A. Individual Shareholders holding Shares of the Company in Demat mode:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Entities”, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also the ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

- ❖ **Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):**

	NSDL		CDSL
1.	Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:	1.	Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:
i.	Visit URL: https://eservices.nsdl.com	i.	Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com

	NSDL		CDSL
ii.	Click on the “Beneficial Owner” icon under “Login “ under “IDeAS” section.	ii.	Click on “New System Myeasi” icon/Login to Myeasi option under Quick Login.
iii.	On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-voting”.	iii.	Login with your Registered User ID and Password.
iv.	You will see Company Name: “Tube Investments of India Limited” on the next screen. Click on the e-voting link available against “Tube Investments of India Limited” or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the remote e-voting period.	iv.	You will see Company Name: “Tube Investments of India Limited” on the next screen. Click on the e-voting link available against “Tube Investments of India Limited” or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the remote e-voting period.
2.	Users not registered for IDeAS e-Services facility of NSDL:	2.	Users not registered for Easi/Easiest facility of CDSL:
i.	To register click on the link: https://eservices.nsd.com	i.	Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration
ii.	Select “Register Online for IDeAS” or click on the link: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp	ii.	Proceed with completing the required fields.
iii.	Proceed with completing the required fields.	iii.	After successful registration, please follow steps given in Point No.1 above to cast your vote.
iv.	After successful registration, please follow steps given in Point No. 1 above to cast your vote.		
3.	Users may directly access the e-voting module of NSDL as per the following procedure:	3.	Users may directly access the e-voting module of CDSL as per the following procedure:
i.	Visit URL: https://www.evoting.nsd.com	i.	Visit URL: www.cdslindia.com
ii.	Click on the “Login” icon which is available under “Shareholder/Member” section.	ii.	Provide your Demat Account Number and PAN.
iii.	On the Login page, enter User ID (that is, your 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.	iii.	System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.
iv.	On successful authentication, you will enter the e-voting module of NSDL. Click on “Active E-voting Cycles/VC or OAVMs” option under E-voting. You will see Company Name: “Tube Investments of India Limited” on the next screen. Click on the e-voting link available against Tube Investments of India Limited or select e-voting service provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.	iv.	On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against “Tube Investments of India Limited” or select E-Voting Service Provider “KFintech” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication.

❖ **Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:**

i.	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.
ii.	An option for “e-voting” will be available once you have successfully logged-in through your respective logins. Click on the option “e-voting” and you will be redirected to e-voting modules of NSDL/CDSL (as may be applicable).
iii.	Click on options available against the Company’s Name: Tube Investments of India Limited or E-Voting Service Provider – KFintech.
iv.	You will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important Note:

Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Shareholders holding Shares of the Company in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free nos.: 1800 1020 990 and 1800 22 44 30.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

B. Login method for e-voting for Shareholders other than Individual Shareholders holding Shares of the Company in Demat mode and Shareholders holding Shares in Physical mode

a.	Members whose email IDs are registered with the Company/Depository Participants, will receive an email from KFintech which includes details of E-Voting Event Number (EVEN), USER ID and password:
i.	Launch internet browser by typing the URL: https://evoting.kfintech.com/
ii.	Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event 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, email 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 Number for Tube Investments of India Limited.
vii.	On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e., 21 st January, 2022 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.

	viii.	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.
	ix.	Members holding multiple folios/demat accounts shall vote separately for each folio/demat account.
	x.	You may then cast your vote by selecting an appropriate option and click on "Submit".
	xi.	A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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.
	xii.	Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, 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 ID: rsaevoting@gmail.com with a copy to evoting@kfintech.com and to the Company at investorservices@tii.murugappa.com . They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "TII - Postal Ballot". It should reach the Scrutinizer and the Company by email not later than Thursday, 24 th February, 2022 (5.00 P.M. IST).
b.	In case of Members who have not registered their email addresses with the Company/Depository Participant(s):	
	i.	Members holding shares in Demat form can get their email ID registered by contacting their respective Depository Participant.
	ii.	Members holding shares in physical form may register their email address and mobile number with KFintech by accessing the link https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx or by sending an email request at the email ID einward.ris@kfintech.com with a copy to investorservices@tii.murugappa.com along with the copy of the signed request letter mentioning the Name, Address, Folio No., Email address and Mobile number of the Member, self-attested scanned copy of the PAN Card and self-attested scanned copy of any document (such as Driving License, Election Identity Card, Passport, etc.) in support of the address of the Member, for registering their email address and receiving the Notice of Postal Ballot and the e-voting instructions.
c.	Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/the Company's Registrar & Transfer Agent, KFintech to enable servicing of notices/documents/Annual Reports electronically to their email address.	

Any Member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFintech in the manner as mentioned below:

- i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to **9212993399**.
 1. **Example for NSDL:**
MYEPWD <SPACE> XXXXIN12345612345678
 2. **Example for CDSL:**
MYEPWD <SPACE> XXXX1402345612345678
 3. **Example for Physical:**
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address and mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call on KFinTech's toll-free numbers 1800-309-4001 [from 9:00 A.M. (IST) to 6:00 P.M. (IST) on all working days].
- iv. Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
- v. If the Member is already registered with KFintech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, please refer the Help & Frequently Asked Questions (FAQs) section and E-voting user manual available at the download Section of KFinTech's website <https://evoting.kfintech.com/public/Downloads.aspx> or send an email at investorservices@tii.murugappa.com or contact Mr. G Vasanth Rao Chowdari, Manager – Corporate Registry, KFin Technologies Private Limited, Unit: Tube Investments of India Limited, Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or at the email ID evoting@kfintech.com or call KFinTech's Toll free No. 1800-309-4001, for any further clarifications.

The Remote E-voting period commences on Wednesday, 26th January, 2022 at 9.00 A.M. (IST) and ends on Thursday, 24th February, 2022 at 5.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Friday, 21st January, 2022 may cast their votes electronically by way of Remote E-voting only. The Remote E-voting module shall be disabled for voting thereafter. Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members and hence, the Special Resolution proposed under the Notice shall be deemed to have been passed on the last date of voting, i.e., Thursday, 24th February, 2022, subject to receipt of the requisite number of votes in favour of the Resolution.