



## TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35100TN2008PLC069496)

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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-2 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 8<sup>th</sup> April, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No.22/2020 dated 15<sup>th</sup> June, 2020, General Circular No.33/2020 dated 28<sup>th</sup> September, 2020, General Circular No.39/2020 dated 31<sup>st</sup> December, 2020, General Circular No.10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 and General Circular No.3/2022 dated 5<sup>th</sup> May, 2022 ("**MCA Circulars**") and other applicable laws and regulations, if any, to consider and pass the Resolutions as set out in the Notice of Postal Ballot proposed for passing by the Members of the Company by way of remote e-voting process ("**remote e-voting**").

As per the MCA 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 e-mail addresses with the Company or depository(ies)/depository participants and the communication of assent/dissent of the Members on the Resolutions 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 Resolutions 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 Limited ("KFin") 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 Sunday, 12<sup>th</sup> June, 2022 (the last day to cast votes electronically) to be eligible for being considered. The Scrutinizer will submit his report to the Executive Chairman or the Managing Director of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Executive Chairman or the Managing Director of the Company on or before Tuesday, 14<sup>th</sup> June, 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](http://www.tiindia.com) and also in KFin'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 RESOLUTIONS:

##### SPECIAL BUSINESS

##### ITEM NO.1 – To alter the Main Objects Clause of the Memorandum of Association

**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-clauses 11,12 and 13 after the existing sub-clause 10 thereunder:

11. To research, manufacture, trade or otherwise deal in all kinds of medical products, devices, equipment, appliances, apparatus, instruments and parts, components & accessories thereof, diagnostic equipment, reagents & other consumables and render manufacturing and other services in connection therewith.
12. To develop, design, manufacture, assemble, trade, or otherwise deal in all kinds of electronic products including components of mobile phones and smartphones, microprocessors, chips, communication devices, and components, parts, sub-assemblies thereof.

13. To develop, design, manufacture, trade or otherwise deal in all types of products, processes, and services in the field of generation, storage, transmission, and conservation of energy including alternative, renewable, environmentally sustainable energy/fuel of all kinds.

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 it shall be deemed to have been given all necessary approval thereto expressly by the authority of this Resolution.

**ITEM NO.2 – To appoint Mr. Tejpreet Singh Chopra as an Independent Director**

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

RESOLVED that pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, 161 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) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Tejpreet Singh Chopra (holding DIN 00317683), who was appointed as an Additional Director in the Independent Director category by the Board of Directors of the Company effective 16<sup>th</sup> March, 2022, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from 16<sup>th</sup> March, 2022 to 15<sup>th</sup> March, 2027 (both days inclusive).

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.

**ITEM NO.3 – To appoint Mr. Vellayan Subbiah as Executive Vice Chairman (Whole-time Director) of the Company and the terms of remuneration thereof**

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

RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. Vellayan Subbiah (holding DIN 01138759) as Whole-time Director (Key Managerial Personnel), designated as the Executive Vice Chairman of the Company, for a term of 5 (five) consecutive years, from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 (both days inclusive) and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Act.

RESOLVED FURTHER that subject to necessary approvals and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed under the Act, approval be and is hereby accorded for the following terms of remuneration to Mr. Vellayan Subbiah in respect of his aforementioned term of Office as Whole-time Director, designated as the Executive Vice Chairman of the Company:

<b>a. Salary</b>	Rs.16,77,210/- per month in the scale of Rs.8,00,000/- Rs.32,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.
<b>b. Allowances/ Perquisites/ Incentive</b>	<p>(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance;</p> <p>(b) Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities;</p> <p>(c) Incentive: As may be approved by the Nomination and Remuneration Committee from time to time subject to: - The allowances and perquisites not exceeding 200% of the Salary, and - Incentive (at 100% level) not exceeding twelve times of the monthly Basic Salary.</p>
<b>c. Retirement benefits</b>	<p>(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time.</p> <p>(ii) Encashment of leave as per rules of the Company in force from time to time.</p>

<p><b>d. General</b></p>	<ul style="list-style-type: none"> <li>(i) In the event of absence or inadequacy of profits in any financial year, Mr. Vellayan Subbiah shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.</li> <li>(ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite.</li> <li>(iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement benefits) for any financial year shall be subject to an overall ceiling of 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies Act, 2013.</li> <li>(iv) Mr. Vellayan Subbiah will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.</li> <li>(v) Mr. Vellayan Subbiah will not be entitled for grant of stock options under Employee Stock Option Scheme(s), if any.</li> <li>(vi) Mr. Vellayan Subbiah will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.</li> </ul>
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**ITEM NO.4 – To appoint Mr. Mukesh Ahuja as Managing Director of the Company and the terms of remuneration thereof**

**To consider and, if deemed fit, to pass 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 Act”) and the Rules made thereunder, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Mukesh Ahuja (holding DIN 09364667), who was appointed as Additional Director effective 1<sup>st</sup> April, 2022 by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 be and is hereby appointed as Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. Mukesh Ahuja (holding DIN 09364667) as the Managing Director (Key Managerial Personnel) of the Company, for a term of 5 (five) years, from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 (both days inclusive) and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Act.

RESOLVED FURTHER that subject to necessary approvals and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed under the Act, approval be and is hereby accorded for the following terms of remuneration to Mr. Mukesh Ahuja in respect of his aforementioned term of Office as the Managing Director of the Company:

<p><b>a. Salary</b></p>	<p>Rs.6,75,000/- per month in the scale of Rs.4,50,000/- Rs.15,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.</p>
<p><b>b. Allowances/ Perquisites/ Incentive</b></p>	<ul style="list-style-type: none"> <li>(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance;</li> <li>(b) Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities;</li> <li>(c) Incentive: As may be approved by the Nomination and Remuneration Committee from time to time. Incentive (at 100% level) will be 25% of the annual pay (annual pay includes salary, perquisites, allowances, incentives &amp; retiral benefits); and</li> <li>(d) Allowances and perquisites shall not exceed 100% of the Salary.</li> </ul>

<b>c.</b>	<b>Retirement benefits</b>	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time. (ii) Encashment of leave as per rules of the Company in force from time to time.
<b>d.</b>	<b>General</b>	(i) In the event of absence or inadequacy of profits in any financial year, Mr. Mukesh Ahuja shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof. (ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite. (iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement benefits) for any financial year shall be subject to an overall ceiling of 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies Act, 2013. (iv) Mr. Mukesh Ahuja will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof. (v) Mr. Mukesh Ahuja will be entitled for grant of stock options under Employee Stock Option Scheme(s), if any. (vi) Mr. Mukesh Ahuja will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.

**ITEM NO.5 – To appoint Mr. M A M Arunachalam as Executive Chairman (Whole-time Director) of the Company and the terms of remuneration thereof**

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

RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. M A M Arunachalam (holding DIN 00202958) as Whole-time Director (Key Managerial Personnel) designated as the Executive Chairman of the Company, for a term of 5 (five) consecutive years, from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 (both days inclusive) and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Act.

RESOLVED FURTHER that subject to necessary approvals and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed under the Act, approval be and is hereby accorded for the following terms of remuneration to Mr. M A M Arunachalam in respect of his aforementioned term of Office as Whole-time Director, designated as the Executive Chairman of the Company:

<b>a.</b>	<b>Salary</b>	Rs.10,50,000/- per month in the scale of Rs.10,00,000/- Rs.30,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.
<b>b.</b>	<b>Allowances/ Perquisites/ Incentive</b>	(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance; (b) Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities; (c) Incentive: As may be approved by the Nomination and Remuneration Committee from time to time subject to : - The allowances and perquisites not exceeding 200% of the Salary, and - Incentive (at 100% level) not exceeding twelve times of the monthly Basic Salary.
<b>c.</b>	<b>Retirement benefits</b>	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time. (ii) Encashment of leave as per rules of the Company in force from time to time.

d.	<b>General</b>	<p>(i) In the event of absence or inadequacy of profits in any financial year, Mr. M A M Arunachalam shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.</p> <p>(ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite.</p> <p>(iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement benefits) for any financial year shall be subject to an overall ceiling of 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies Act, 2013.</p> <p>(iv) Mr. M A M Arunachalam will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.</p> <p>(v) Mr. M A M Arunachalam will not be entitled for grant of stock options under Employee Stock Option Scheme(s), if any.</p> <p>(vi) Mr. M A M Arunachalam will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.</p>
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RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

By Order of the Board  
For Tube Investments of India Ltd

Chennai  
12<sup>th</sup> May, 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 8<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 and General Circular No.3/2022 dated 5<sup>th</sup> May, 2022 (“**MCA Circulars**”), the Notice is being sent in electronic form only by e-mail 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 Limited (formerly, KFin Technologies Private Limited) (“**RTA**”) as on 9<sup>th</sup> May, 2022 (“**Cut-Off Date**”) and who have or will register their e-mail 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 Resolutions 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 Standard–2 issued by the Institute of Company Secretaries of India, MCA Circulars, the Company is pleased to offer remote e-voting facility to its Members. The Company has engaged the services of KFin Technologies

Limited (formerly, KFin Technologies Private Limited) (“**KFin**”) 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, 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 [www.tiindia.com](http://www.tiindia.com) 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 KFin, <https://evoting.kfintech.com>.
- (f) The remote e-voting period commences on Saturday, 14<sup>th</sup> May, 2022 at 9.00 A.M. I.S.T. and ends on Sunday, 12<sup>th</sup> June, 2022 at 5.00 P.M. I.S.T. The remote e-voting module shall be disabled by KFin 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 Executive 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 Executive Chairman or the Managing Director of the Company on or before Tuesday, 14<sup>th</sup> June, 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 [www.tiindia.com](http://www.tiindia.com) and also on the website of KFin at <https://evoting.kfintech.com> and shall be communicated to the Stock Exchanges where the Company’s shares are listed.
- (j) The Resolutions, 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., 12<sup>th</sup> June, 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](mailto:investorservices@tii.murugappa.com) up to 12<sup>th</sup> June, 2022.

**ANNEXURE TO THE NOTICE**  
**STATEMENT IN RESPECT OF ITEM NOS.1 TO 5 UNDER THE NOTICE PURSUANT TO**  
**SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO.1**

As part of its strategy for business growth, the Company is constantly looking at various opportunities within as well as outside the Automotive industry space. The said approach is in line with the long-term business growth plans of the Company to create multiple lines of new business and revenue streams that would help in maintaining its growth trajectory even as the Company looks to further strengthen its existing business platforms viz., engineering, metal formed products, mobility solutions and others. Further, in continuation of its efforts to launch eco-friendly products like Electrical Vehicles (EVs), the Company is trying to explore opportunities in areas like conversion of waste into fuel and usage of alternative fuels for power generation etc. In this regard, the Company has identified certain new lines of business with good market potential like medical devices and instruments, electronic products and components including components for mobile telephony, energy related products etc., as offering good scope for future profitable growth and helping the environment. Each of these identified lines will be a new line of business for the Company as and when it is decided to enter into the same, which the Company may embark on, either directly or by way of acquiring existing businesses through appropriate investment/holding vehicles in the form of one or more wholly-owned subsidiaries/subsidiaries.

The Members may note the following with regard to the identified lines of new business. The size of med-tech market in India is at about USD 8-9 billion and is expected to grow at > 9% Compounded Annual Growth Rate (CAGR), backed by Government initiatives and increasing healthcare awareness. This sector is also highly import-dependent with nearly 60 – 65% of the total demand being met by imports. The Company sees good business growth and revenue potential for the future in venturing into this space. With regard to the identification of electronic products for business pursuit, electronic goods and parts have emerged as a major component in India's merchandise imports and have been driven by telecom instruments. The recent policy initiatives and global changes are likely to give significant impetus to localization in this area. As regards energy products as a business pursuit, Members may note that the Municipal Solid Waste (MSW) generated in India is about 133 million tons per year of which > 85% ends up in landfills. Recovering energy from MSW offers significant business opportunities, besides helping the country reduce its import bill on account of crude oil imports. Similarly, ample opportunities exist in India for micro-grids and power generators which can use biofuels. In addition to the growth opportunity, these businesses will also contribute significantly to the environment.

To facilitate the Company engaging in the above lines of new business, at the appropriate time as may be decided, the Board of Directors, at the meeting held on 12<sup>th</sup> May, 2022, decided to seek the approval of the Members by way of a Special Resolution under Section 13 and the other applicable provisions of the Act and the Rules thereunder for insertion of new Objects Clause nos.11 to 13 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 for altering the Main Objects Clause of the Memorandum of Association of the Company as per details set out in Item no.1 of the Notice.

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

**ITEM NO.2**

The Board of Directors of the Company at the meeting held on 16<sup>th</sup> March, 2022, based on the recommendations of the Nomination and Remuneration Committee ("N&R Committee"), appointed Mr. Tejpreet Singh Chopra, 52 years, holding DIN 00317683, as an Additional Director and Independent Director of the Company in accordance with Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), to hold office for a term of 5 (five) consecutive years from 16<sup>th</sup> March, 2022 to 15<sup>th</sup> March, 2027 (both days inclusive), not liable to retire by rotation, subject to the approval of the shareholders.

Mr. Tejpreet Singh Chopra graduated from The Lawrence School, Sanawar and holds an MBA degree from the Cornell University, USA, a B.A. Honors degree in Economics from St. Stephen's College, Delhi University and attended an Executive Program at the Harvard Kennedy School. Mr. Tejpreet Singh Chopra is the Founder & CEO of Bharat Light & Power Group (BLP) Group. Until 2010, Mr. Tejpreet Singh Chopra was the President & CEO of General Electric in India, Sri Lanka & Bangladesh. Prior to that, he had served as President & CEO of GE Commercial Finance in India.

Mr. Tejpreet Singh Chopra does not hold any shares of the Company. He has not resigned as a Director on listed entities in the past three years. He holds the following other Directorships and memberships in Committees:

<b><u>Director</u></b>	<b><u>Committee Memberships</u></b>
Gujarat Pipavav Port Limited	<u>Stakeholders Relationship Committee</u>
Indian Energy Exchange Limited	<u>Chairman</u>
SRF Limited	Gujarat Pipavav Port Limited
Bharat Light and Power Private Limited	SRF Limited
BLP Industry AI Private Limited	<u>Nomination and Remuneration Committee</u>
BLP Renewable Services Private Limited	<u>Chairman</u>
Clean AF India Foundation	SRF Limited
	<u>Member</u>
	Gujarat Pipavav Port Limited

As regards attendance at Board meetings, Mr. Tejpreet Singh Chopra attended the meetings held on 16<sup>th</sup> March, 2022 and 12<sup>th</sup> May, 2022. As a Director, he is entitled to payment of sitting fees for attending the Board meetings and, also the meetings of the Board Committee(s) on which he is a member, and further, to a Commission on the net profits of the Company, as may be approved by the Board within the limits prescribed under the Act and approved by the Members of the Company.

In terms of the Act, as an Additional Director, Mr. Tejpreet Singh Chopra holds office up to the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders. However, in terms of the amendments to Regulations 17 and 25 of the SEBI Listing Regulations, a listed entity shall ensure that approval of the shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an independent director, such approval shall be taken by means of a special resolution. Accordingly, the appointment of Mr. Tejpreet Singh Chopra is being proposed for the approval of the Members by this Notice of Postal Ballot, as a Special Resolution. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Tejpreet Singh Chopra for the office of Director of the Company. Mr. Tejpreet Singh Chopra has provided necessary consents and disclosures to the Company with regard to his proposed appointment. He is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board of Directors, he fulfils the criteria/conditions specified under the Act and the Rules made thereunder and the SEBI Listing Regulations for an independent director and he is independent of the Management.

The N&R Committee assessed his suitability vis-a-vis the balance of skills, knowledge and experience already available on the Board on the basis of the key criteria identified earlier by the Board viz., the qualifications, skills and attributes essential for a Director of the Company in order to effectively discharge the role in overseeing its varied business interests i.e., (a) proficiency in financial management, (b) a diverse business environment perspective, (c) business leadership experience, (d) appreciation of technology, (e) assessing merger & acquisition decisions and (f) board insights assimilated through serving listed-company Boards, and recommended the appointment of Mr. Tejpreet Singh Chopra as an Additional Director and Independent Director. The Committee was of the opinion that Mr. Tejpreet Singh Chopra has the requisite experience, skills and attributes required to lend his expertise, objectivity and independent view to the Board and Board-Committees' proceedings. The appointment of Mr. Tejpreet Singh Chopra will hence bring further strength and add value to the Board.

A copy of draft letter of appointment of Mr. Tejpreet Singh Chopra setting out the terms and conditions of his appointment is uploaded on the Company's website viz., [www.tiindia.com](http://www.tiindia.com).

The Board of Directors, based on recommendation of the N&R Committee, hence, takes pleasure in proposing the appointment of Mr. Tejpreet Singh Chopra as an Independent Director of the Company and recommends the Special Resolution as set out under Item no.2 of the Notice for the Members' approval.

The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2.

Mr. Tejpreet Singh Chopra is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Mr. Tejpreet Singh Chopra viz., the appointee, 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 Special Resolution.



### ITEM NO.3

The Company has embarked on various growth avenues to sustain and grow its revenue and profits. Taking into account, the growth aspirations in the existing businesses, the number of new initiatives/businesses in the anvil, the long-term succession planning and to provide necessary thrust and balance among various priorities, the Company has proposed to evolve and realign the senior management team at the level of the Board of Directors as per details set out under this Item no.3 (relating to the appointment of Mr. Vellayan Subbiah as Whole-time Director designated as the Executive Vice Chairman) as well as under Item no.4 (relating to the appointment of Mr. Mukesh Ahuja as the Managing Director) and Item no. 5 (relating to the appointment of Mr. M A M Arunachalam as Whole-time Director designated as the Executive Chairman) of the Notice read together with the Explanatory Statement.

Mr. Vellayan Subbiah was originally appointed as the Managing Director of the Company for a period of five years from 19<sup>th</sup> August, 2017 to 18<sup>th</sup> August, 2022 [as Managing Director (Designate) from 19<sup>th</sup> August, 2017 to 14<sup>th</sup> August, 2018].

As Managing Director, Mr. Vellayan Subbiah has been playing a major role in driving the growth of the existing businesses of the Company, apart from providing strategic direction for acquisitions and step outs into new lines of business. He was instrumental in the acquisition of M/s. CG Power and Industrial Solutions Limited in 2020 and recently, M/s. Celestial E-Mobility Private Limited. The experienced and long-standing senior management/ leadership team has been ably supporting Mr. Vellayan Subbiah in his function.

During the term of Office of Mr. Vellayan Subbiah as Managing Director, the Company's revenue on consolidated basis has increased from Rs.5,116.28 Cr. in 2017-18 to Rs. 12,060.40 Cr. in 2021-22, net profits from Rs.155.51 Cr. to Rs. 991.04 Cr. in the same period.

Considering the Company's growth plans for its existing businesses and for entering into new lines of business, the Board, as part of the long-term succession planning for the senior management, appointed Mr. Vellayan Subbiah, 52 years, holding DIN 01138759, belonging to the promoter and promoter group of the Company as a Whole-time Director (Key Managerial Personnel), designated as Executive Vice Chairman of the Company for a term of five years, with effect from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 (both days inclusive), at its meeting held on 16<sup>th</sup> March, 2022.

Mr. Vellayan Subbiah holds a Bachelor of Technology in Civil Engineering from IIT Madras and an MBA degree from University of Michigan, USA. He has over two decades of experience in varied fields viz., consulting, technology, projects and financial services. He has worked with McKinsey and Company, 24/7 Customer Inc. and Sundram Fasteners Ltd. He held the position of Managing Director of Cholamandalam Investment and Finance Company Limited prior to joining the Company.

In his new role as the Executive Vice Chairman of the Company, it is envisaged that Mr. Vellayan Subbiah would take the initiative for providing the overall leadership, identifying the growth vectors for the Company and look at the long-term opportunities, organic as well as inorganic. While doing so, Mr. Vellayan Subbiah will also continue to give the tactical direction, guide and support the business teams and its leaders in strategic and operational matters.

Mr. Vellayan Subbiah is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He does not hold any equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company. He is presently on several other Boards as the Chairman and as Director as per details provided herein and also part of Board Committees. His other Directorships and Membership of Board Committees are as follows:

<b><u>Chairman</u></b> Cholamandalam Investment and Finance Company Limited CG Power and Industrial Solutions Limited	<b><u>Committee Memberships</u></b>
<b><u>Director</u></b> Ambadi Investments Limited SRF Limited Cholamandalam Financial Holdings Limited TI Clean Mobility Private Limited Cherrytin Online Private Limited DOT IOT Technologies Private Limited CG Power Americas, LLC QEI, LLC	<b><u>Audit Committee</u></b> <b><u>Member</u></b> CG Power and Industrial Solutions Limited SRF Limited
	<b><u>Nomination and Remuneration Committee</u></b> <b><u>Member</u></b> CG Power and Industrial Solutions Limited Cholamandalam Investment and Finance Company Limited
	<b><u>Stakeholders Relationship Committee</u></b> <b><u>Chairman</u></b> CG Power and Industrial Solutions Limited

	<p><b><u>Corporate Social Responsibility Committee</u></b></p> <p><u>Chairman</u> Cholamandalam Investment and Finance Company Limited</p> <p><b><u>Risk Management Committee</u></b></p> <p><u>Chairman</u> CG Power and Industrial Solutions Limited</p> <p><b><u>IT Strategy Committee</u></b></p> <p><u>Member</u> Cholamandalam Investment and Finance Company Limited</p> <p><b><u>Business Committee</u></b></p> <p><u>Chairman</u> Cholamandalam Investment and Finance Company Limited</p>
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The appointment of Mr. Vellayan Subbiah as Whole-time Director, designated as the Executive Vice Chairman and the terms of remuneration payable to him are subject to the approval of the Shareholders of the Company.

The remuneration payable to Mr. Vellayan Subbiah is in compliance with the provisions of Sections 196, 197, 203, the rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and the SEBI Listing Regulations. The overall ceiling on the aggregate remuneration (including salary, allowances, perquisites, incentive and retirement benefits) for any financial year proposed for payment to the Executive Vice Chairman will be at 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Act. For the information of Members, In the immediately preceding financial year 2021-22, though the overall ceiling was approved by the shareholders at 5% of the net profits for his term of Office, the aggregate remuneration paid/payable to him was Rs.7.89 Cr. only, which is about 1.3% of the net profits of the Company. Hence, the remuneration proposed for his term of Office as Executive Vice Chairman may be considered fair, reasonable and justified, commensurate with the roles and responsibilities associated with the position.

The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2.

Accordingly, the approval of the shareholders is sought for the appointment of Mr. Vellayan Subbiah as Whole-time Director, designated as Executive Vice Chairman and also for payment of remuneration to him as detailed in the Ordinary Resolution set out in Item no.3 of the Notice. The Board recommends the Resolution for approval by the shareholders of the Company.

Except Mr. Vellayan Subbiah, being the appointee, 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 Resolution.

#### **ITEM NO.4**

Mr. Mukesh Ahuja, holding DIN 09364667, was appointed as Additional Director and as the Managing Director of the Company by the Board of Directors ("Board") with effect from 1<sup>st</sup> April, 2022 as part of the overall long-term succession planning for the senior management. The appointment of Mr. Mukesh Ahuja is for a term of 5 (five) years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 (both days inclusive) and subject to the approval of the shareholders of the Company.

Mr. Mukesh Ahuja, 49 years is a graduate in Production Engineering from the Dr BA Marathwada University and an MBA in Marketing. He has completed Executive General Management Program in IIM-Bangalore and Advance Management Program in the Harvard Business School, Boston. He has over two decades of experience in managing operations, strategy, business development and sales & marketing. He started his career as Graduate Trainee Engineer in Production Planning & Control with LPS Ltd, Rohtak.

Joining the Company in 1997 in the junior management cadre as an Executive at Tube Products of India (TPI), a business division of the Company at Shirwal, Mr. Mukesh Ahuja has risen up the ranks over the years, serving the Company in various capacities, across the operations, sales and marketing functions pre- as well as post-the demerger. Immediately prior to his appointment as the Managing Director of the Company, Mr. Mukesh Ahuja was the President of the Engineering Business (TPI). Under his able leadership and guidance, TPI has risen to be the largest business unit of the Company, clocking a revenue of Rs.3,868 Crores, profit before Interest and Tax of Rs.376 Crores in 2021-22, as an acknowledged market leader and also as the most preferred supplier of high quality precision tubes, Electric Resistance Welded (ERW) and Cold Drawn Welded (CDW) to major automotive companies in India and abroad.

The Members may note that the remuneration proposed for payment to Mr. Mukesh Ahuja as the Managing Director of the Company is in compliance with the provisions of Sections 196, 197, 203 of the Act, the rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and the SEBI Listing Regulations and the same is also considered fair, reasonable and justified, in line with those paid by peers in the industry, commensurate with his accomplishments in the Company and also the new position considering the roles and responsibilities to be discharged by the appointee. The overall ceiling on the aggregate remuneration (including salary, allowances, perquisites, incentive and retirement benefits) for any financial year proposed for payment to the Managing Director will be at 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Act.

For the appointment of Mr. Mukesh Ahuja as Director, the Company has received 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 along with the requisite deposit amount.

Mr. Mukesh Ahuja is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. He holds 10,000 equity shares of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The other Directorships and Memberships of Board Committees of Mr. Mukesh Ahuja are as follows:

<b><u>Director</u></b>	<b><u>Committee Memberships</u></b>
Shanthi Gears Limited Aerostrovilos Energy Private Limited Cellestial E-Mobility Private Limited Cellestial E-Trac Private Limited	Nil

The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2.

Approval of the shareholders is sought for the appointment of Mr. Mukesh Ahuja as Director and also for his appointment and payment of remuneration as the Managing Director (Key Managerial Personnel) as detailed in the Ordinary Resolution set out in Item no.4 of the Notice. The Board recommends the Resolution for approval by the shareholders of the Company.

Except Mr. Mukesh Ahuja, being the appointee, 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 Resolution.

#### **ITEM NO.5**

Considering the Company's growth plans for its existing businesses and for entering into new lines of business, an enlargement of the non-executive role of the Chairman to an executive position to facilitate a more active, full time participation in guiding the Company's existing business interests, helping in identifying new business interests, actively promoting good governance, nurturing business relationships and other corporate affairs including representing the Company at various forums, interacting with the Government for active promotion of the Company's business interests etc., assumes high and immediate significance in order to provide the right direction and momentum to the senior Management team led by the Managing Director.

Accordingly, Mr. M A M Arunachalam, 54 years, holding DIN 00202958, belonging to the promoter and promoter group of the Company, was appointed as a Whole-time Director (Key Managerial Personnel), designated as the Executive Chairman, effective 1<sup>st</sup> April, 2022, by the Board at its meeting held on 16<sup>th</sup> March, 2022, for a term of 5 (five) years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027 (both days inclusive) and subject to the approval of the shareholders of the Company.

Mr. M A M Arunachalam holds a Master of Business Administration degree from the University of Chicago, USA. A senior member of the Murugappa family, he is an Industrialist and has over 25 years' experience in varied industrial activities. He was the Managing Director of M/s. Parry Enterprises India Limited, from January, 2008 to March, 2021, actively driving its business development and strategic initiatives.

Mr. M A M Arunachalam was earlier appointed to the Board on 11<sup>th</sup> November, 2020 as non-executive Director and was also elected as the Chairman of the Board on 11<sup>th</sup> February, 2021. He had attended all the six meetings of the Board conducted in the previous financial year 2021-22 and also the one Board meeting conducted in the current financial year 2022-23. As a non-executive Director like the other non-executive Directors of the Company, in 2021-22, he was paid sitting fees for attending the Board meetings and also the various Board Committee meetings, as fixed by the Board (total sitting fees in paid in 2021-22: Rs.8.10 lakhs). Up to 31<sup>st</sup> March, 2022 when he was a non-executive Director, he is also eligible for a Commission on the net profits of the Company for 2021-22. In the said regard, considering the additional time and efforts put in by Mr. M A M Arunachalam for the business affairs of the Company during the financial year 2021-22 as the non-executive Chairman up to 31<sup>st</sup> March, 2022, the Board at the meeting held on 12<sup>th</sup> May, 2022, on the recommendations of the Nomination and Remuneration Committee, has proposed, in accordance with the Company's policy on remuneration, that a higher remuneration of Rs.2 Crores, by way of Commission, be paid to him, subject to the approval of the Members by means of a Special Resolution at the ensuing 14<sup>th</sup> Annual General Meeting.

In his new role as the Executive Chairman, Mr. M A M Arunachalam, given the increased complexities and overall size of the organization, would *inter alia* focus on stakeholder management, closer co-ordination and relationship with the governments since, as the Company expands the scope of its operations, it would involve a significant and closer interaction with the governments and also look at overseas business development and growth opportunities for the Company and its subsidiaries.

Further, Mr. M A M Arunachalam will also be holding periodic meetings with the senior management team to review and provide inputs, feedback and the Board's perspective on a range of issues including leadership talent management, and succession planning, executive performance evaluation, stakeholder relations, corporate social responsibility, interface with subsidiaries and joint ventures and the mentoring of leaders.

The Members may note that as the Executive Chairman, Mr. M A M Arunachalam will be playing a key role full time in actively guiding the Company which is steadily coming to hold diverse business interests as it seeks to grow across multiple product segments, in developing and forging business relationships for the Company in India and abroad and in other corporate affairs, identifying opportunities for business growth of the Company through expansions and acquisitions, representing the Company at various forums including interactions with the Government, providing right direction and momentum to the senior management team led by the Managing Director and actively promoting the interests of the Company.

The Members may further note that the remuneration proposed for payment to Mr. M A M Arunachalam as the Executive Chairman is in compliance with the provisions of Sections 196, 197, 203 of the Act, the rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and the SEBI Listing Regulations and the same is also considered as fair, reasonable and justified, commensurate with the new executive position considering the roles and responsibilities to be discharged by the appointee. The overall ceiling on the aggregate remuneration (including salary, allowances, perquisites, incentive and retirement benefits) for any financial year proposed for payment to the Executive Chairman will be at 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies Act, 2013.

Mr. M A M Arunachalam is not disqualified from being appointed as a Director of the Company under Section 164 of the Act. Mr. M A M Arunachalam holds 4,70,160 equity shares (0.25% of the paid up share capital) of the Company. He is not related to any of the Directors or Key Managerial Personnel of the Company.

Mr. M A M Arunachalam is presently a Member of the Audit Committee, the Corporate Social Responsibility Committee and the Stakeholders Relationship Committee of the Company. He is also Chairman of the Shares and Debentures Committee and the Loans Committee of the Company. He is presently on several other Boards as the Chairman and as Director as per details provided herein and also part of Board Committees. His other Directorships and Memberships of Board Committees are as follows:

<p><b><u>Chairman</u></b> Parry Enterprises India Limited TI Clean Mobility Private Limited</p> <p><b><u>Director</u></b> Ambadi Investments Limited Cholamandalam Investment and Finance Company Limited CG Power and Industrial Solutions Limited Cholamandalam Home Finance Limited Shanthi Gears Limited New Ambadi Estates Private Limited AR Lakshmi Achi Trust (Section 8 company) Creative Cycles (Private) Limited, Sri Lanka Great Cycles (Private) Limited, Sri Lanka</p>	<p><b><u>Committee Memberships</u></b></p> <p><b><u>Audit Committee</u></b></p> <p><u>Member</u> Parry Enterprises India Limited Cholamandalam Investment and Finance Company Limited</p> <p><b><u>Nomination and Remuneration Committee</u></b></p> <p><u>Member</u> Parry Enterprises India Limited</p>
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	<p><b><u>Stakeholders Relationship Committee</u></b></p> <p><u>Chairman</u> Cholamandalam Investment and Finance Company Limited</p> <p><u>Member</u> CG Power and Industrial Solutions Limited</p> <p><b><u>Corporate Social Responsibility Committee</u></b></p> <p><u>Member</u> Cholamandalam Investment and Finance Company Limited</p> <p><b><u>Risk Management Committee</u></b></p> <p><u>Member</u> Cholamandalam Investment and Finance Company Limited</p> <p><b><u>Business Committee</u></b></p> <p><u>Member</u> Cholamandalam Investment and Finance Company Limited</p>
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The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard-2.

Approval of the shareholders is therefore sought for the appointment of Mr. M A M Arunachalam as Whole time Director, designated as Executive Chairman (Key Managerial Personnel) and also for payment of remuneration as detailed under Item no.5 of the Notice. The Board recommends the Resolution for approval by the shareholders of the Company.

Except Mr. M A M Arunachalam, being the appointee, 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 Resolution.

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

Chennai  
12<sup>th</sup> May, 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 9<sup>th</sup> 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 Limited (“KFin”) on the Resolutions 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: Saturday, 14<sup>th</sup> May, 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: Sunday, 12<sup>th</sup> June, 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 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](mailto: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 9<sup>th</sup> 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”):**

	<b>NSDL</b>		<b>CDSL</b>
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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>	i.	Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
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.

	NSDL		CDSL
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 "KFin" and you will be re-directed to the e-voting page of KFin 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 "KFin" and you will be re-directed to the e-voting page of KFin 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>	i.	Option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
ii.	Select "Register Online for IDeAS" or click on the link: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>	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: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a>	i.	Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
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 "KFin" and you will be re-directed to the e-voting page of KFin 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 "KFin" and you will be re-directed to the e-voting page of KFin 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 – KFin.
iv.	You will be redirected to e-voting website of KFin 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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**

<b>a.</b>	Members whose email IDs are registered with the Company/Depository Participants, will receive an email from KFin which includes details of E-Voting Event Number (EVEN), USER ID and password:
i.	Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>
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 KFin 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., 9 <sup>th</sup> May, 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: <a href="mailto:rsaevoting@gmail.com">rsaevoting@gmail.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> and to the Company at <a href="mailto:investorservices@tii.murugappa.com">investorservices@tii.murugappa.com</a> . 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 Sunday, 12 <sup>th</sup> June, 2022 (5.00 P.M. IST).
<b>b.</b>	<b>In case of Members who have not registered their email addresses with the Company/Depository Participant(s):</b>
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 KFin by accessing the link <a href="https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx</a> or by sending an email request at the email ID <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> with a copy to <a href="mailto:investorservices@tii.murugappa.com">investorservices@tii.murugappa.com</a> 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.
<b>c.</b>	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, KFin 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 KFin 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 KFin's toll-free numbers 1800-309-4001 [from 9:00 P.M. (IST) to 6:00 P.M. (IST) on all working days].
- iv. Member may send an e-mail request to [evoting@kfintech.com](mailto: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 KFin'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 KFin's website <https://evoting.kfintech.com/public/Downloads.aspx> or send an email at [investorservices@tii.murugappa.com](mailto:investorservices@tii.murugappa.com) or contact Mr. G Vasanth Rao Chowdari, Manager – Corporate Registry, KFin Technologies 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](mailto:evoting@kfintech.com) or call KFin's Toll free No. 1800-309-4001, for any further clarifications.

The Remote E-voting period commences on Saturday, 14<sup>th</sup> May, 2022 at 9.00 A.M. (IST) and ends on Sunday, 12<sup>th</sup> June, 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., Monday, 9<sup>th</sup> May, 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 a 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 Resolutions proposed under the Notice shall be deemed to have been passed on the last date of voting, i.e., Sunday, 12<sup>th</sup> June, 2022, subject to receipt of the requisite number of votes in favour of each of the Resolutions.