



TI FINANCIAL HOLDINGS LIMITED

(formerly, Tube Investments of India Limited)

(CIN: L65100TN1949PLC002905)

Registered Office: "Dare House", 234 N S C Bose Road, Chennai 600 001
Website: www.tifhl.com E-mail ID: investorservices@tifhl.murugappa.com
Phone: 044-42177770-5 Fax: 044-42110404

NOTICE TO MEMBERS

NOTICE is hereby given that the SIXTY-NINTH ANNUAL GENERAL MEETING (AGM) of the members of TI Financial Holdings Limited will be held at **3.00 PM** on **Tuesday, the 31st July, 2018** at T T K Auditorium, The Music Academy, No. 168 (Old no.306), T T K Road, Chennai - 600 014 to transact the following business:

ORDINARY BUSINESS

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

RESOLVED THAT the board's report, the statement of profit and loss and the cash flow statement for the year ended March 31, 2018 and the balance sheet as at that date, including the consolidated financial statements, together with the independent auditors' reports thereon be and are hereby considered, approved and adopted.

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

RESOLVED THAT the interim dividend of 60% approved by the Board of Directors on February 5, 2018 on the equity shares of Re. 1/- each of the company for the year ended March 31, 2018 and paid to those equity shareholders whose names appeared in the register of members as on February 19, 2018 being the record date fixed for this purpose, be and is hereby confirmed.

RESOLVED FURTHER THAT a final dividend of 65% as recommended by the Board of Directors, be and is hereby declared on the equity shares of ₹ 1/- each of the company for the year ended March 31, 2018 and be paid to those members, in case of shares held in physical form, whose names appear in the register of members as on July 31, 2018 and in case of beneficial holders whose shares are held in dematerialised form as on July 31, 2018, as per the details furnished by the depositories for this purpose.

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

RESOLVED THAT Mr. N Srinivasan (holding DIN 00123338), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the company, liable to retire by rotation.

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

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Firm registration no.101049W/E300004) as the Statutory Auditors of the Company, to hold office from the conclusion of this (69th) Annual General Meeting until the conclusion of the 71st Annual General Meeting of the Company on a remuneration of ₹ 7.40 lakhs for the financial year, 2018-19 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit and that the Board may decide the remuneration payable to the Statutory Auditors for the subsequent year based on the recommendation of the Audit Committee.

SPECIAL BUSINESS

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

RESOLVED THAT pursuant to 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 re-enactment thereof for the time being in force), and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. M M Murugappan (holding DIN 00170478), who was appointed as an additional director on November 11, 2017 by the Board pursuant to Section 161(1) of the Act and holds office up to the date of this Annual General Meeting be and is hereby appointed as a director liable to retire by rotation.

By Order of the Board

Place : Chennai
Date : May 10, 2018

E Krithika
Company Secretary

NOTES:

- 1. A member entitled to attend and vote at the annual general meeting (AGM) may appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the company. Proxy to be valid shall be deposited at the registered office of the company at least forty eight hours before the time for holding the meeting. A person shall not act as a proxy for more than fifty members and holding in the aggregate not more than 10% (ten percent) of the total share capital of the company carrying voting rights. A person holding more than 10% (ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxy form for the AGM is enclosed.**
2. The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice at the end.
3. Members / proxies are requested to bring their duly filled in attendance slips enclosed herewith to attend the meeting mentioning therein details of their DP and Client ID / Folio No.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
5. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of appointment / re-appointment of directors is furnished and forms part of the notice.
6. The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of businesses set out above in resolution nos. 5 is annexed.
7. Pursuant to the provisions of section 91 of the Act and the listing regulations, the register of members and share transfer books of the company will remain closed from Wednesday, July 25, 2018 to Tuesday, July 31, 2018 (both days inclusive).
8. The final dividend of ₹ 0.65 per equity share of the company, as recommended by the Board, if declared at the ensuing AGM, will be paid, subject to the provisions of Section 126 of the Act, to those members or their mandatees whose names stand registered in the company's register of members as on July 31, 2018. Members are encouraged to utilise the electronic clearing service (ECS) for receiving dividends by registering their bank mandates.
9. At the 66th AGM held on August 10, 2015, M/s. S R Batliboi & Associates LLP, Chartered Accountants were appointed as statutory auditors of the company from the conclusion of the 66th AGM till the conclusion of the 71st AGM subject to ratification of such appointment by the members at every AGM. Pursuant to the recent amendment to the Act, the requirement of ratification of statutory auditors appointment at every AGM is no more required. Therefore ratification of appointment of M/s. S R Batliboi & Associates as statutory auditors till the conclusion of 71st AGM is proposed.
10. All correspondence relating to change of address, change in the e-mail ID already registered with the company, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to Karvy Computershare Private Limited, the registrar and share transfer agent (RTA). The members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPs).
11. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form no. SH13, duly filled in, to the RTA. The prescribed form can be obtained from the RTA / DPs.
12. All dividends, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment and the underlying shares have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members wishing to claim dividends lying in the unpaid dividend account of the

Company, are advised to write to the Company's RTA immediately. Members attention is drawn to the "General Shareholders Information" section of the annual report in respect of unclaimed / unpaid dividend. Further, pursuant to the provisions of section 124 of the Act, the details of unpaid and unclaimed dividend amounts lying with the company as on September 25, 2017 (date of last AGM) have been uploaded on the company's website, www.tifhl.com.

13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their DPs. Members holding shares in physical form are required to submit their details to the RTA.
14. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form to the e-mail address provided by you. Members holding shares in dematerialized form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to RTA.
15. Copies of the annual report for 2018, notice of the 69th AGM along with attendance slip and proxy form are being sent to all the members whose e-mail IDs are registered with the company / DPs for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail IDs, physical copies of the aforesaid documents are being sent in the permitted mode.
16. Members may also note that the notice of the 69th AGM and the annual report for 2018 will also be available on the company's website, www.tifhl.com for their download. The physical copies of the aforesaid documents including the relevant documents referred to in the notice and the explanatory statement will also be available for inspection at the company's registered office during normal business hours on working days up to the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the company's e-mail id: investorservices@tifhl.murugappa.com.

By Order of the Board

Place : Chennai
Date : May 10, 2018

E Krithika
Company Secretary

ANNEXURE TO THE NOTICE

A. Details of the Director seeking re-appointment at the 69th Annual General Meeting vide Item no. 3

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

Item No.3

Mr. N. Srinivasan (DIN 00123338) aged 60 years, has been a director of the company since January, 2007. He is liable to retire by rotation at this AGM and being eligible has offered himself for re-appointment.

Profile of Mr. Srinivasan is provided in the Annual Report. He is a member of the Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Board.

Details of his qualification, experience and other information pursuant to Regulation 36 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished under section C of the notice for consideration of members.

Memorandum of Interest

Except Mr. N Srinivasan, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives, is concerned or interested, financially or otherwise, in the resolution relating to his re-appointment as Director of the Company.

B. Explanatory Statement in respect of the Special Business under Item no. 5

[Pursuant to Section 102 of the Companies Act, 2013]

Item No.5

Mr. M M Murugappan (DIN: 00170478) aged 62 years, was appointed as an Additional Director by the Board on November 11, 2017 pursuant to Section 161(1) of the Companies Act, 2013 and holds office upto the date of this AGM. The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature as a director.

Mr. M M Murugappan, Executive Chairman - Murugappa Group, has played pivotal role in developing businesses falling under the Engineering sector of the Murugappa Group i.e. Tube Investments of India Ltd. and Carborundum Universal Ltd. His profile is provided in the annual report.

Mr. Murugappan is a member of the Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Board. Details of his qualification, experience and other information pursuant to Regulation 36 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished under section C of the notice for consideration of members.

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

Memorandum of Interest

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

C. Disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings

Name of the Director	Mr. N Srinivasan	Mr. M M Murugappan
DIN	00123338	00170478
Date of Birth	6 th October 1957	12 th November 1955
Date of Appointment (Initial appointment)	29 th January 2007	11 th November, 2017 Had served as a non-executive director from March 2002 till July 2017.
Qualification	Graduate in Commerce, Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.	Degree in Bachelor of Technology in Chemical Engineering from University of Madras and a Master of Science Degree in Chemical Engineering from University of Michigan, USA.
Expertise in specific functional areas	Has 34 years of experience in the areas of corporate finance, legal, projects and general management.	Has 40 years of experience in diverse areas of technology, R&D strategy & business development and human resources.
Number of meetings of the board attended during the year	Refer corporate governance report.	Refer corporate governance report.
Directorships in other companies (including foreign companies)	<ol style="list-style-type: none"> 1. Cholamandalam Investment and Finance Company Limited (CIFCL) 2. Cholamandalam MS General Insurance Company Limited (Chola MS) 3. Cholamandalam MS Risk Services Limited 4. Cholamandalam Health Insurance Limited 5. White Data Systems India Private Limited 	<ol style="list-style-type: none"> 1. Tube Investments of India Limited (TII) 2. Cholamandalam MS General Insurance Company Limited (Chola MS) 3. Wendt India Limited (Wendt) 4. Carborundum Universal Limited (CUMI) 5. Cholamandalam Health Insurance Limited 6. Mahindra & Mahindra Limited (M&M) 7. Cyient Limited (Cyient) 8. Coromandel International Limited (CIL) 9. Ambadi Investments Limited (AIL)

		10. Murugappa Organo Water Solutions Private Limited 11. M M Muthiah Research Foundation 12. IIT Madras Research Park 13. Idea Lab (India) Private Limited 14. Volzhsky Abrasive Works
Memberships in Board committees of other companies	<p>Chairman</p> <ol style="list-style-type: none"> Investment Committee - Chola MS Business Committee - Chola MS <p>Member</p> <ol style="list-style-type: none"> Audit Committee - Chola MS Stakeholders Relationship Committee - CIFCL Nomination & Remuneration Committee - Chola MS Corporate Social Responsibility Committee - CIFCL Risk Management Committee - CIFCL & Chola MS Business Committee - CIFCL Management Committee - Chola MS Policyholders' Protection Committee - Chola MS 	<p>Chairman</p> <ol style="list-style-type: none"> Audit Committee - Cyient Stakeholders Relationship Committee - TII, CUMI, Wendt Governance Nomination & Remuneration Committee - M&M Corporate Social Responsibility Committee - Chola MS Risk Management Committee - Cyient Management Committee - Chola MS Shares and Debentures Committee - TII R&D Committee - M&M Loans Committee - TII <p>Member</p> <ol style="list-style-type: none"> Audit Committee - M&M, AIL Stakeholders Relationship Committee - AIL Nomination & Remuneration Committee - TII, Cyient Risk Management Committee - Chola MS, M&M Investment Committee - CUMI, Chola MS Business Committee - Chola MS Corporate Social Responsibility Committee - AIL Borrowing Committee - AIL
No. of shares held in the Company	69467 equity shares of ₹ 1/- each.	1730535 equity shares of ₹ 1/- each.
Inter-se relationship with any other directors or KMP of the company	Nil	Nil
Details of remuneration	Refer corporate governance report.	Refer corporate governance report.

By Order of the Board

Place : Chennai
Date : May 10, 2018

E Krithika
Company Secretary

INSTRUCTIONS FOR ELECTRONIC VOTING [E-VOTING]

VOTING THROUGH ELECTRONIC MEANS - INSTRUCTIONS

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the listing regulations as amended from time to time, the company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the 69th annual general meeting (AGM) scheduled to be held on Tuesday, the July 31, 2018 at 3.00 p.m.

The company has engaged the services of Karvy Computershare Private Limited (Karvy) to provide remote e-voting facility to enable members to provide their votes in a secure manner.

The Board of directors of the company has appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, practicing company secretary, Chennai as the scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made there under, the company has fixed Tuesday, July 24, 2018 as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. July 24, 2018.

The remote e-voting facility begins on Thursday, the July 26, 2018 (9:00 a.m. Indian Standard Time) and ends on Monday, July 30, 2018 (5:00 p.m. Indian Standard Time). During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 24, 2018, are entitled to avail the facility to cast their vote electronically / voting in the general meeting, as the case may be.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.

The instructions for members voting electronically are as under:

- A. For members receiving an e-mail from Karvy, e-voting service provider [for members whose e-mail addresses are registered with the company / DP(s)]:
- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number-3848 (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the E-Voting event.
 - (vii) Select the EVENT of TI Financial Holdings Limited and click on "SUBMIT".
 - (viii) Now you are ready for e-voting as "Cast Vote" page opens.
 - (ix) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - (x) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.

- (xi) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (xii) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - (xiii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
 - (xiv) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the 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) or alternatively to e-mail, to the scrutiniser at e-mail, rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "TIFHL - 69th AGM".
- B. Members holding shares in dematerialised form whose e-mail IDs are not registered with the company / DPs [for members holding shares in physical form as well as those members who have received physical copy of the notice of the AGM]:
- (i) E-Voting Event Number-3848 (EVEN), User ID and Password is provided in the Attendance Slip.
 - (ii) Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast your vote by electronic means.
- C. Voting at AGM:
- The members who have not cast their vote electronically, can exercise their voting rights at the AGM. The company will make necessary arrangements in this regard at the AGM Venue.

Other instructions:

- (i) In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> or call Karvy on 040-67162222 & Toll-free No. 1800 3454 001
- (ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of July 24, 2018.
- (iv) Any person who acquires shares of the company and becomes a member of the company after dispatch of the notice to the members and holding shares as on the cut-off date of July 24, 2018, may obtain the login ID and password by sending a request at evoting@karvy.com. On receipt of user ID and password, please follow the steps from sl. no. (i) to sl. no. (xiv) mentioned in point A above to cast your vote by electronic means. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details / Password" option available on <https://evoting.karvy.com>.
- (v) Members who have cast their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again in the AGM.
- (vi) A member can opt for only one mode of voting i.e., either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- (vii) The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutiniser's report on or before August 1, 2018 of the total votes cast in favour or against, if any, to the chairman of the company or person authorised by him in writing who shall countersign the same.
- (viii) The results shall be declared after the AGM of the company. The results declared along with the scrutiniser's report shall be placed on the company's website, www.tifhl.com and on the website of Karvy, <https://evoting.karvy.com> after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

Route Map for AGM Venue

