



## TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35921TN1949PLC002905)

Registered Office: "Dare House", 234 N S C Bose Road, Chennai 600 001

Website: [www.tiindia.com](http://www.tiindia.com) - E-mail id: [investorservices@tii.murugappa.com](mailto:investorservices@tii.murugappa.com)

Phone: 044-42177770-5 – Fax: 044-421104054

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the SIXTY-SEVENTH ANNUAL GENERAL MEETING of the Members of Tube Investments of India Limited will be held on **Thursday, the 4th August, 2016 at 3.30 P.M.** at T T K Auditorium, The Music Academy, 168 (Old no. 306), T T K Road, Chennai - 600 014 to transact the following business:

#### **ORDINARY BUSINESS**

1. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.

2. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of the Auditors thereon, be and are hereby received and adopted.

3. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that out of the profits for the financial year ended 31st March, 2016, a Special Dividend at the rate of ₹3.50 (Rupees three and Paise fifty only) per share on the equity share capital of the Company, as recommended by the Board of Directors, be and the same is hereby declared for the financial year 2015-16 and that the said dividend be paid to the Members whose names appear on the Register of Members as on 4th August, 2016 or their mandatees, thus making a total dividend of ₹5 per equity share of ₹2 each for the financial year, including the interim dividend of ₹1.50 per share already paid.

RESOLVED FURTHER that in respect of shares held in electronic form, the Special Dividend be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

4. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, Mr. N Srinivasan (holding DIN 00123338), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

5. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S R Batliboi & Associates LLP (LLP Identity no. AAB-4295), Chartered Accountants (Firm registration no. 101049W/E300004) as the Statutory Auditors of the Company, to hold office from the conclusion of this (67th) Annual General Meeting until the conclusion of the next (68th) Annual General Meeting of the Company on a remuneration of ₹37 lakhs for the financial year, 2016-17 (including the expenses, if any, incurred by them in connection with the said audit but excluding service tax, as may be applicable).

#### **SPECIAL BUSINESS**

6. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, 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 re-appointment of Mr. L Ramkumar (holding DIN 00090089), as Managing Director of the Company, from 9th April, 2016 to the date of the Annual General Meeting of the Company in 2018 (both days inclusive).

RESOLVED FURTHER that in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, 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 in the Companies Act, 2013, approval be and is hereby accorded for the following terms of remuneration to Mr. L Ramkumar:

- a. Salary ₹8,59,800/- per month in the scale of ₹5,00,000/- - ₹15,00,000/-. The increments within the scale would be decided by the Nomination & Remuneration Committee.
- b. Allowances Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance as may be determined by the Nomination & Remuneration Committee from time to time.
- c. Incentive As may be determined by the Nomination & Remuneration Committee from time to time.
- d. Perquisites 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 as per the Company's scheme(s) in force from time to time.
- e. Retirement benefits
  - (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.
- f. General
  - (i) In the event of absence or inadequacy of profits in any financial year, Mr. L Ramkumar shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, 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/commission and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.
  - (iv) Mr. L Ramkumar will be entitled for grant of stock options under the Employees Stock Options Scheme(s), as decided by the Nomination & Remuneration Committee from time to time.
  - (v) Mr. L Ramkumar will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.
  - (vi) Mr. L Ramkumar 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.

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 they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

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

RESOLVED that pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with The Companies (Prospectus and Allotment of Securities) Rules, 2014 and/or other applicable Rules

[including any statutory modification(s) or re-enactment thereof for the time being in force] and further subject to such approvals, as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to offer, issue and allot Secured Redeemable Non-convertible Debentures (“NCDs”), in one or more series or tranches, on private placement basis, to eligible investors under the applicable laws, regulations, guidelines etc., in such manner, and wherever necessary or required, in consultation with merchant bankers/and or advisors or others, on such terms and conditions (including such coupon rates as may be negotiated) and for such purposes/objectives of the Company as the Board may, in its absolute discretion, decide at the time of issue of the NCDs, provided that the total amount so raised by the Company, through issuance of such NCDs (including the premium thereon, if any, as may be decided by the Board), shall not exceed, during the period commencing from the date of conclusion of the 67th Annual General Meeting till the date of conclusion of the next/immediately succeeding 68th Annual General Meeting, an aggregate sum of ₹400 crores.

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

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

RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration payable during the financial year 2015-16 to Mr. V Kalyanaraman, Cost Accountant (holding Registration No. 778) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company in respect of the applicable products for the financial year 2015-16, amounting to ₹3,00,000 in addition to reimbursement of out-of-pocket expenses incurred in connection with the said audit but excluding service tax, as may be applicable, be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By Order of the Board

Chennai  
3rd May, 2016

S Suresh  
Company Secretary

**NOTES:**

- 1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member. The proxy form is annexed herewith. The duly completed proxy form must be sent so as to reach the Company not less than 48 hours before the commencement of the meeting.**
- 2. A person shall not act as proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Explanatory Statement of material facts in respect of the Special Business under Item nos.6 to 8 (pursuant to Section 102 of the Companies Act, 2013) is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 22nd July, 2016 to Thursday, 4th August, 2016 (both days inclusive).
5. Members are requested to intimate the Registrar and Transfer Agent viz., Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (RTA), not later than 22nd July, 2016, of any change in their address/details about their Bank account number, name of the Bank, Bank's branch name and address to enable the Company to remit the dividend electronically or alternatively, for incorporating in the dividend warrants. For shares held in dematerialised form, change in address/Bank account particulars may be intimated directly to the Member's Depository Participant(s).

6. As per the requirements of Sections 205A and 205C of the Companies Act, 1956, the Company has transferred unclaimed dividends up to 2007-08 to the Investor Education and Protection Fund constituted by the Central Government.
7. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members on request, by the RTA.
8. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/transposition of shares in the physical form.
9. Electronic (soft) copy of the Notice of the 67th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2015-16 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 67th Annual General Meeting of the Company *inter alia* including the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2015-16 are being sent in the permitted mode.

## ANNEXURE TO THE NOTICE

### Details of the Director seeking re-appointment at the 67th Annual General Meeting vide Item no. 4 of the Notice dated 3rd May, 2016

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

The resume of Mr. N Srinivasan, in brief and other details required to be provided pursuant to Regulation 36 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below for the consideration of the Members:

#### **Mr. N Srinivasan**

Mr. N Srinivasan is a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He joined the Board on 29th January, 2007. He has over three decades of rich experience in the areas of Corporate Finance, Legal, Projects and General Management.

Mr. N Srinivasan is a Member of the Audit Sub-Committee and Stakeholders Relationship Committee of the Company. Details of other Directorships and memberships in Audit and Stakeholders Relationship Committees held by him are as follows:

<p><b>Vice Chairman</b> Cholamandalam Investment and Finance Company Ltd. <i>(listed entity)</i></p> <p><b>Director</b> Cholamandalam MS General Insurance Company Ltd. Cholamandalam MS Risk Services Ltd.</p>	<p><b><u>Committee Membership</u></b></p> <p><b>Audit Committee</b> <b>Member</b> Cholamandalam Investment and Finance Company Ltd.</p>
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Mr. N Srinivasan holds 69,467 equity shares of the Company.

Mr. N Srinivasan is not related to the other Directors and Key Managerial Personnel of the Company, and their relatives. Except Mr. N Srinivasan, none of the Directors and Key Managerial Personnel, and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his re-appointment.

The other details relating to Mr. N Srinivasan pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

**Explanatory Statement in respect of the Special Business under  
Item nos. 6 to 8 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 3rd May, 2016**

**Item no.6**

Mr. L Ramkumar was originally appointed as Managing Director of the Company by the Board of Directors (“Board”) and by the shareholders in general meeting for the period from 1st February, 2008 to 8th April, 2013 (both days inclusive). Subsequently, on 31st January, 2013, he was re-appointed by the Board and the shareholders in general meeting from 9th April, 2013 to 8th April, 2016 (both days inclusive). At its meeting held on 30th March, 2016, the Board of Directors has re-appointed him as Managing Director of the Company, subject to the approval of the shareholders, for a further term from 9th April, 2016 till the date of the Annual General Meeting of the Company in 2018 (both days inclusive).

Mr. L Ramkumar (60 years) is a Cost Accountant and holds Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He joined the Board on 1st February, 2008. He has over 33 years of rich and varied experience in Management including 24 years in the Company itself in different capacities.

Mr. L Ramkumar is a Member of the Stakeholders Relationship, Risk Management and Corporate Social Responsibility Committees of the Company.

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

<p><b>Chairman</b> TI Financial Holdings Ltd. Financiere C10 SAS</p> <p><b>Managing Director</b> TI Tsubamex Private Ltd.</p> <p><b>Director</b> Cholamandalam MS Risk Services Ltd. Shanthi Gears Ltd. (<i>listed entity</i>)</p>	<p><b><u>Committee Membership</u></b></p> <p><b>Stakeholders Relationship Committee</b></p> <p><b>Chairman</b> Shanthi Gears Ltd.</p>
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Mr. L Ramkumar holds 1,50,650 equity shares of the Company.

The other details relating to Mr. L Ramkumar pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors’ Profile, Board’s Report, Corporate Governance Report and annexure thereto.

Approval of the shareholders is sought for the re-appointment of and the remuneration payable to Mr. L Ramkumar as Managing Director and for the other terms and conditions as detailed in the Ordinary Resolution set out in Item No.6 of the Notice. The Board recommends the Resolution for approval by the Members of the Company.

Mr. L Ramkumar is not related to the other Directors and Key Managerial Personnel of the Company, and their relatives.

Except Mr. L Ramkumar, 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 Ordinary Resolution.

**Item no.7**

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

The Company in the ordinary course of business raises long-term borrowings, either by way of term loans, inter-corporate deposits, external commercial borrowing(s) or debentures for meeting capital expenditure, debt re-financing and general corporate purpose. It is estimated that the Company will be resorting to an aggregate long-term borrowing of ₹400 crores in the coming months, which may be in any one mode (or) in a combination of modes, including through issue of secured redeemable non-convertible debentures (NCDs) on private placement basis. If the Company proposes to raise long-term borrowing by such issue of NCDs on private placement basis, the Act mandates that the Company shall obtain prior approval of its shareholders by means of a Special Resolution in respect of such borrowing through NCDs during the year.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Act and the Rules thereunder for issue of NCDs on private placement basis for a maximum sum of ₹400 crores, including such premium thereon, if any, as may be decided by the Board and at such coupon rates as may be negotiated, as part of the long-term borrowing programme of the Company, during the period commencing from the date of conclusion of the 67th Annual General Meeting till the date of conclusion of the next/immediately succeeding 68th Annual General Meeting. The Board recommends the Resolution for approval by the shareholders of the Company.

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

**Item no.8**

Under the Companies (Cost Records and Audit) Amendment Rules, 2014 notified by the Ministry of Corporate Affairs, Government of India on 31st December, 2014, Steel Products, Metal Formed Products and parts & accessories of auto components of the Company get covered under the requirement of conduct of audit of the cost records for the financial year, 2015-16.

The Board of Directors, on the recommendation of the Audit Committee, appointed Mr. V Kalyanaraman, Cost Accountant as the Cost Auditor to conduct an audit of the cost records in respect of the aforementioned products of the Company for the financial year, 2015-16 and fixed his remuneration as per details furnished under Item no.8 of the Notice of the Annual General Meeting.

In terms of Section 148 of the Companies Act, 2013, read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the Resolution for approval by the shareholders of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

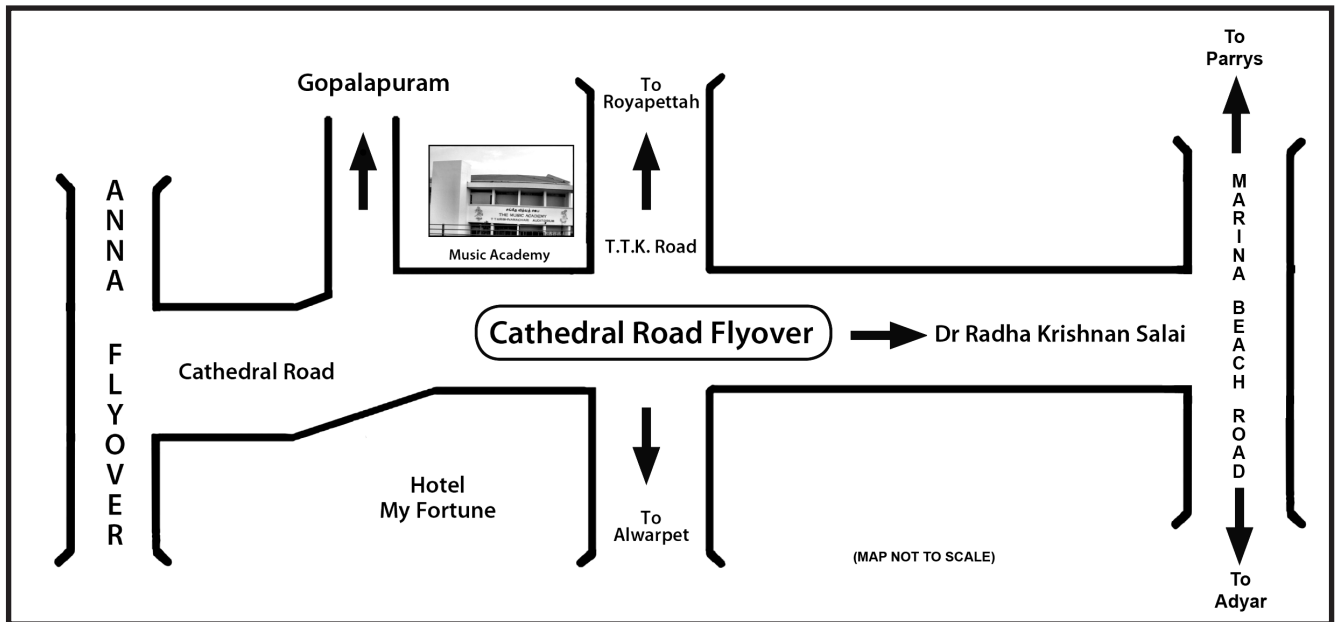
By Order of the Board

S Suresh  
Company Secretary

Chennai  
3rd May, 2016

*Please see overleaf for instructions on electronic voting (e-voting)*

**Route Map for AGM Venue**



## INSTRUCTIONS FOR ELECTRONIC VOTING [e-voting]

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (“Amended Rules 2015”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”), the Company is pleased to provide the Members the facility to exercise their right to vote on the resolutions proposed for consideration at the 67th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an e-voting system from a place other than the venue of the AGM (“remote e-voting”) is being provided by M/s. Karvy Computershare Private Limited (“Karvy”).
- II. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will be act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- III. **The remote e-voting period commences on Saturday, 30th July, 2016 (9.00 a.m. Indian Standard Time) and ends on Wednesday, 3rd August, 2016 (5.00 p.m. Indian Standard Time). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Thursday, 28th July, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
- IV. The process and manner for remote e-voting are as under:
  - A. **In case of Members receiving e-mail from Karvy** (for Members whose e-mail IDs are registered with the Company/Depository Participant(s):
    - (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
    - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be the EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - (iii) After entering these details appropriately, click on “LOGIN”.
    - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, 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.
    - (vii) Select the EVENT of Tube Investments of India Limited and click on “SUBMIT”.
    - (viii) Now you are ready for e-voting as “Cast Vote” page opens.
    - (ix) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
    - (x) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
    - (xi) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
    - (xii) You may then cast your vote by selecting an appropriate option and click on “Submit”.
    - (xiii) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

(xiv) Corporate/institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "TII – 67th AGM".

**B. In case of Members receiving physical copies of the Notice of AGM** (for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):

- i. E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
- ii. Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.

**C. Voting at AGM:**

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

**Other instructions:**

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy website) or call Karvy on 040-67162222 & Toll-free No.1-800-3454-001.
  - ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - iii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date viz., 28th July, 2016. However, a person who is not a Member as on the cut off date should treat this Notice for information purpose only. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently or cast the vote again.
  - iv. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice to the shareholders and holding shares as on the cut-off date of 28th July, 2016, may obtain the login ID and password by sending a request at [inward.ris@karvy.com](mailto:inward.ris@karvy.com). However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.karvy.com>
  - v. Since the Company is required to provide the Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.
  - vi. Members who have cast their votes through remote e-voting may also attend the AGM. However, those Members are not entitled to cast their vote again in the AGM.
  - vii. Voting facility will be provided to the Members through electronic voting system or through ballot/polling paper at the AGM venue. A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
  - viii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser, by use of e-voting for all those members who are present at the AGM who have not cast their votes by availing the remote e-voting facility.
  - ix. The Scrutiniser shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company who shall make, within forty-eight hours of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - x. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.tiindia.com](http://www.tiindia.com) and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).
- V. All documents referred in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM.