



TI Financial Holdings Limited

(Formerly known as Tube Investments of India Limited)

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India

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Website: www.tifhl.com CIN:L65100TN1949PLC002905

January 11, 2018

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C-1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

BSE Limited
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort, Mumbai 400 001

Dear Sirs,

Sub : Submission of Corporate Governance Report for the quarter ended December 31, 2017

We enclose corporate governance report for the quarter ended December 31, 2017, in terms of regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take this on record.

Thanking you,

Yours faithfully,
for TI FINANCIAL HOLDINGS LIMITED
(Formerly Tube Investments of India Ltd)


E KRITHIKA
COMPANY SECRETARY

Encl: As above

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : TI Financial Holdings Limited
 2. Quarter ending : December 31, 2017

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN\$	DIN	Category (Chairperson/ Executive/ Non-Executive /Independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure* ^ (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	A Vellayan	AACPV2231L	00148891	Non-Executive - Non Independent Director	01-08-2017		1	2	1
Mrs	SHUBHALAKSHMI PANSE	AFEP0393L	02599310	Non-Executive - Independent Director	01-08-2017	60	6	5	0
Mr	N Srinivasan	AIQPS8127A	00123338	Non-Executive - Non Independent Director	25-09-2017		0	4	0
Mr	M B N Rao	AADPN0586D AAGPM1775L	00287260 00170478	Non-Executive - Independent Director	01-08-2017	12	5	5	3
Mr	M M Murugappan			Non-Executive - Non Independent Director	11-11-2017		2	3	4



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) §	Chairperson / Member
Audit Committee	Mr. M B N Rao	Non-Executive - Independent Director	Chairperson
Audit Committee	Ms. Shubhalakshmi Panse	Non-Executive - Independent Director	Member
Audit Committee	Mr. N Srinivasan	Non-Executive - Non Independent Director	Member
Nomination and remuneration committee	Mr. M B N Rao	Non-Executive - Independent Director	Chairperson
Nomination and remuneration committee	Mr. A Vellayan	Non-Executive - Non Independent Director	Member
Nomination and remuneration committee	Ms. Shubhalakshmi Panse	Non-Executive - Independent Director	Member
Stakeholders Relationship Committee	Mr. A Vellayan	Non-Executive - Non Independent Director	Chairperson
Stakeholders Relationship Committee	Mr. N Srinivasan	Non-Executive - Non Independent Director	Member
Corporate Social Responsibility Committee	Mr. A Vellayan	Non-Executive - Non Independent Director	Chairperson
Corporate Social Responsibility Committee	Mr. M B N Rao	Non-Executive - Independent Director	Member
Corporate Social Responsibility Committee	Mr. N Srinivasan	Non-Executive - Non Independent Director	Member

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
20-07-2017	-	19
09-08-2017	11-11-2017	93



IV. Meeting of Committees

1. Audit Committee:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
-	Yes	09-08-2017	46
11-11-2017	Yes	25-09-2017	47

The Committee has been reconstituted with effect from August 3, 2017.

2. Nomination & Remuneration Committee:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
-	Yes	20-07-2017	19
11-11-2017	Yes	09-08-2017	93

The Committee has been reconstituted with effect from August 3, 2017.

3. Corporate Social Responsibility Committee:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
-	-	09-08-2017	-

The Committee has been reconstituted with effect from August 3, 2017.

4. Stakeholders' Relationship Committee:

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
11-11-2017	-	-	-

The Committee has been reconstituted with effect from August 3, 2017.

V. Related Party Transactions

Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
a. Audit Committee
b. Nomination and Remuneration Committee
c. Stakeholders Relationship Committee
d. Risk Management Committee (applicable to the top 100 listed entities) - not applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The previous report on corporate governance has been placed before the Board at its meeting held on November 11, 2017. This report will be placed at the ensuing Board meeting scheduled in February 2018.

Name: E Krithika

Designation: Company Secretary & Compliance Officer



ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I. Annual Affirmations				
Broad heading	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes		
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	Mr. M B N Rao, Chairman of the Audit Committee, was unable to attend the Annual General Meeting (AGM). Therefore in terms of Para 4.1 of Secretarial Standard on General Meetings, Mr. N Srinivasan, Director was authorised by the Chairman to represent him at the AGM and answer queries of shareholders.	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	Remuneration Committee, was unable to attend the Annual General Meeting (AGM). Therefore in terms of Para 4.1 of Secretarial Standard on General Meetings, Ms. Shubhalakshmi Panse, Director was authorised by the Chairperson to represent him at the AGM and answer queries of shareholders.	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes		

