



**Tube Investments of India Ltd.**

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India  
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404  
Website: www.tiindia.com CIN: L35921TN1949PLC002905

November 3, 2016

To  
Listing Department  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001  
**BSE Scrip Code: 504973**

Dear Sirs,

**Ref: Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015")**

**Sub: Scheme of Arrangement between Tube Investments of India Limited ("TIIL" or "the Demerged Company" or "the Company") and TI Financial Holdings Limited ("TIFHL" or "the Resulting Company") and their respective Shareholders ("Scheme" or "the Scheme") under Sections 391 to 394 read with Sections 100-103 and other applicable provisions of the Companies Act, 1956**

1. We refer to our letter dated November 3, 2016, intimating about our Board of Directors having approved the Scheme of Arrangement between the Company viz., Tube Investments of India Limited ("TIIL" or "the Demerged Company") and TI Financial Holdings Limited ("TIFHL" or "the Resulting Company") and their respective Shareholders ("Scheme" or "the Scheme"), for the demerger of Manufacturing Business Undertaking from TIIL, on a going concern basis, into TIFHL subject to requisite statutory and regulatory approvals.
2. Pursuant to Regulation 37 of SEBI (LODR) Regulations, 2015, we herewith submit, for your approval, the Scheme of Arrangement between TIIL and TIFHL for demerger of Manufacturing Business Undertaking from TIIL, on a going concern basis, into TIFHL, under Sections 391 to 394 read with Sections 100-103 and other applicable provisions of the Companies Act, 1956 / Companies Act 2013. The Scheme has been approved by the Board of Directors of TIIL and TIFHL at their meeting held on November 3, 2016. Copy of the resolutions are attached herewith and marked as **Annexure 'A1' – 'A2'** respectively.
3. The Scheme *inter alia* provides for the demerger of Manufacturing Business Undertaking from TIIL into TIFHL with Appointed Date as on 1st April, 2016. The Effective Date shall mean the later of the dates on which the certified copies of the Orders sanctioning the Scheme, passed by the Hon'ble High Court of Judicature at Madras, or such other competent authority, as may be applicable, are filed with the Registrar of Companies, Tamil Nadu at Chennai by TIIL and TIFHL.
4. Regulation 37 of SEBI (LODR) Regulations, 2015 requires a company to file a Scheme/ Petition, proposed to be filed before any Court/Tribunal with the Stock



Exchange for approval at least one month before it is presented to the Court/Tribunal.

5. With reference to the requirements of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("SEBI Scheme Circular"); the Company has decided to consider the BSE Limited as the Designated Stock Exchange for the purpose of coordinating with SEBI.
6. **Brief History of the Companies**

#### **Tube Investments of India Limited ('TIIL')**

TIIL was originally incorporated on 9th September, 1949 under the Indian Companies Act, 1913 in the State of Tamil Nadu with the name "T.I. Cycles of India Limited". On September 15, 1959, the name was changed from "T.I. Cycles of India Limited" to "Tube Investments of India Limited". The Corporate Identity Number of the Demerged Company is L35921TN1949PLC002905. The Registered Office of the Demerged Company is situated at Dare House, No 234, N S C Bose Road, Chennai – 600001, Tamilnadu. The equity shares of TIIL are listed on the BSE Limited and National Stock Exchange of India. As on November 3, 2016, TIIL has a paid up capital of Rs.37,48,21,246 divided into 18,74,10,623 equity shares of Rs.2 each, fully paid up.

#### **TI Financial Holdings Limited ('TIFHL')**

TIFHL was incorporated on October 6, 2008 under the Companies Act, 1956 in the State of Tamil Nadu. The Corporate Identity Number of TIFHL is U65999TN2008PLC069496. The Registered Office of TIFHL is situated at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600 001. TIFHL is a wholly owned subsidiary of TIIL.

#### **7. Rationale of the proposed Scheme**

- 7.1 Murugappa Group ('the Group') is amongst India's most renowned and admired corporate houses. Both the companies under this Scheme of Arrangement are part of the same Group.
- 7.2 TIIL is engaged in multiple businesses broadly classified into the following categories:
  - Manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for automobile sector and industrial applications, roll-formed sections, other metal formed products, industrial gears, designing and manufacturing of dies ("Manufacturing Business"). The Manufacturing Business is also carried out through subsidiaries (Shanthi Gears Limited, Financiere C10 SAS, SEDIS SAS, SEDIS Co Limited, TI Tsubamex Private Limited, etc.).
  - TIIL is also engaged in financial services business through subsidiaries, joint ventures, associates viz Non-Banking Financial Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business





(through Cholamandalam MS General Insurance Company Limited), Chola MS Risk Services Limited ("Financial Services Business").

- 7.3 TIFHL is a wholly owned subsidiary of TIIL.
- 7.4 In order to segregate the Manufacturing Business and Financial Services Business, it is intended to demerge the Manufacturing Business Undertaking on a going concern basis into a separate entity with a mirror image shareholding.
- 7.5 The proposed restructuring would result in better and efficient control by the management for the segregated businesses and promote their growth. Further, it would also result in the following benefits:
- Greater administrative efficiency;
  - Operational rationalization, organization efficiency and optimum utilisation of various resources;
  - Ability to leverage financial and operational resources of each business; and
  - Each business would be able to address independent business opportunities, pursue efficient capital allocation and attract different sets of investors, strategic partners, lenders and other stakeholders
- 7.6 The proposed restructuring is likely to be value accretive for the shareholders and would enable them to select investments best suited to their investment strategies. Further, the segregation is also expected to unlock the value of the businesses of TIIL.
8. Pursuant to Regulation 37 of the SEBI (LODR) Regulations, 2015 and SEBI Scheme Circular, we state / submit as under:
- a) Draft Certified copy of the Scheme proposed to be filed with the Hon'ble High Court of Judicature at Madras is enclosed as **Annexure 'B'**.
  - b) TIIL further undertakes that 3 copies of notices along with the explanatory statement and other annexures for the meetings to be convened pursuant to provisions of Section 391 of the Companies Act, 1956 shall be forwarded to the Stock Exchange at the same time as they are sent to the shareholders/creditors.
  - c) An undertaking from the Company Secretary of TIIL is attached herewith as **Annexure 'C'**;
  - d) Share Entitlement Report from M/s. SSPA & Co., Independent Chartered Accountants, applicable as per Para I(A)(4) of Annexure I of the SEBI Scheme Circular is enclosed herewith and marked as **Annexure 'D'**;
  - e) Report from the Audit Committee of TIIL recommending the Scheme is enclosed and marked as **Annexure 'E'**;
  - f) Fairness Opinion by M/s. Axis Capital Ltd., Merchant Banker in relation to the Scheme is enclosed and marked as **Annexure 'F'**;



- g) The shareholding pattern of TIIL and TIFHL, pre-scheme and post-scheme, are enclosed and marked as **Annexure 'G1'** and **Annexure 'G2'**;
- h) A synopsis of financials of TIIL and TIFHL for the last 3 years are enclosed and marked as **Annexure 'H1'** and **Annexure 'H2'**;
- i) Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (LODR), Regulations, 2015 marked as **Annexure 'I'**;
- j) The confirmation from the Director of TIFHL with respect to share capital and listing of shares of the Resulting Company enclosed and marked as **Annexure "J1"** and **"J2"** respectively;
- k) Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 as per **Annexure 'K'**;
- l) An undertaking certified by the Statutory Auditors of TIIL clearly stating the reasons for non-applicability of Sub Para 9(a) & Certified copy of Board of Director's resolution approving the aforesaid auditor certificate marked as **Annexure 'L'** and **'Annexure M'** respectively;
- m) Brief details of TIIL and TIFHL are enclosed and marked as **Annexure 'N'**;
- n) Net Worth certificate (excluding Revaluation Reserve) pre- and post- Scheme of Arrangement for Demerged company as well as the Resulting Company are enclosed and marked as **Annexure 'O1'** and **'O2'**;
- o) The capital evolution details of TIIL and TIFHL are enclosed and marked as **Annexure 'P1'** and **Annexure 'P2'**;
- p) A certificate from the Statutory Auditors of TIIL on accounting treatment in the Scheme has been obtained as required under the SEBI Scheme Circular and is enclosed and marked as **Annexure 'Q'**;
- q) Annual Report of TIIL & TIFHL for Financial Year 2015-16, 2014-15, 2013-14, limited review financials of TIIL for the three months ended September 30, 2016 and unaudited financials of TIFHL for the period ended September 30, 2016 are enclosed and marked as **Annexure 'R'** and **Annexure 'S'** respectively;
- r) The details of Directors of TIIL and TIFHL pre scheme are provided in **Annexure 'T1 and T2'** respectively. There will be no change in management/control of TIIL pursuant to the scheme. Further, no change in the Board of TIIL and TIFHL is contemplated pursuant to the proposed scheme. Presently, TIFHL is a wholly-owned and unlisted subsidiary of TIIL. Upon the Scheme becoming effective, the shares of the Resulting Company are proposed to be listed on the Stock Exchanges, which would necessitate a reconstitution of its Board in accordance with the SEBI (LODR) Regulations, 2015.



- s) The shares issued by the Resulting Company pursuant to the Scheme of Arrangement are proposed to be listed on the stock exchanges where shares of the Demerged Company are already listed.
- t) The details of assets and liabilities of Manufacturing Business Undertaking, as on 30th September 2016, proposed to be transferred to the Resulting Company is enclosed and marked as **Annexure 'U'**;
- u) Details of percentage of Net Worth of the Company that is being transferred in the form of demerged undertaking and percentage wise contribution of the Demerged division to the total turnover and income of the Company in the last two years is enclosed and marked as **Annexure 'V'**;
- v) A cheque is enclosed as payment towards processing fees for this application.  
Cheque dated 4<sup>th</sup> November, 2016 drawn in favour of BSE Limited on HSBC bearing no.170863 for Rs.1,05,000/- (Rupees One lakh and five thousand only); &
- w) Name of Contact Person:- S Suresh  
Designation:- Company Secretary  
Telephone Number (Landline & Mobile):- +044 42286711/ 09840295895  
Email ID:- SureshS@tii.murugappa.com

We request to take the above on record and oblige. We request you to provide necessary **"No Objection"** at the earliest so as to enable us to file the Scheme with the Hon'ble High Court.

If you require any further clarifications/information, we would be glad to readily provide the same.

Thanking you,

Yours faithfully,  
For Tube Investments of India Limited

S Suresh  
Company Secretary  
Email ID:- SureshS@tii.murugappa.com  
Tel No: +91 44 4228 6711

Encl.: As above



November 3, 2016

To  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot no.C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**NSE Scrip Code: TUBEINVEST**

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- TIFL is also engaged in financial services business through subsidiaries, joint ventures, associates viz Non-Banking Financial Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business (through Cholamandalam MS General Insurance Company Limited), Chola MS Risk Services Limited ("Financial Services Business").
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  - d) Share Entitlement Report from M/s. SSPA & Co., Independent Chartered Accountants, applicable as per Para I(A)(4) of Annexure I of the SEBI Scheme Circular is enclosed herewith and marked as **Annexure 'D'**;
  - e) Report from the Audit Committee of TIFL recommending the Scheme is enclosed and marked as **Annexure 'E'**;







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- r) The details of Directors of TIIL and TIFHL pre scheme are provided in **Annexure 'T1 and T2'** respectively. There will be no change in management/control of TIIL pursuant to the scheme. Further, no change in the Board of TIIL and TIFHL is contemplated pursuant to the proposed scheme. Presently, TIFHL is a wholly-owned and unlisted subsidiary of TIIL.



Upon the Scheme becoming effective, the shares of the Resulting Company are proposed to be listed on the Stock Exchanges, which would necessitate a reconstitution of its Board in accordance with the SEBI (LODR) Regulations, 2015.

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- u) Details of percentage of Net Worth of the Company that is being transferred in the form of demerged undertaking and percentage wise contribution of the Demerged division to the total turnover and income of the Company in the last two years is enclosed and marked as **Annexure 'V'**;
- v) A cheque is enclosed as payment towards processing fees for this application.  
Cheque dated 4th November, 2016 drawn in favour of National Stock Exchange of India Limited on HSBC bearing no.170862 for Rs.2,10,000/- (Rupees Two lakhs and ten thousand only); &
- w) Name of Contact Person:- S Suresh  
Designation:- Company Secretary  
Telephone Number (Landline & Mobile):- +044 42286711/ 09840295895  
Email ID:- SureshS@tii.murugappa.com

We request to take the above on record and oblige. We request you to provide necessary "**No Objection**" at the earliest so as to enable us to file the Scheme with the Hon'ble High Court.

If you require any further clarifications/information, we would be glad to readily provide the same.

Thanking you,

Yours faithfully,  
For Tube Investments of India Limited

S Suresh  
Company Secretary  
Email ID:- SureshS@tii.murugappa.com  
Tel No: +91 44 4228 6711

Encl.: As above



**Tube Investments of India Ltd.**

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Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404  
Website: www.tiindia.com CIN: L35921TN1949PLC002905

**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF TUBE INVESTMENTS OF INDIA LIMITED HELD ON 3rd DAY OF NOVEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DARE HOUSE, 234 NSC BOSE ROAD, CHENNAI – 600 001**

“RESOLVED that pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of Companies Act, 1956 or any statutory modification or replacement thereof for the time being in force read with other applicable provisions of Companies Act 2013 or any amendment thereof and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s) of the shareholders and/or creditors of the Company and further subject to the requisite approvals, consents, sanctions and permissions of BSE Limited, National Stock Exchange of India Limited (NSE), Securities Exchange Board Of India (SEBI), Central Government, other concerned regulatory authorities and the sanction of the Hon’ble High Court of Judicature at Madras and/or such other appropriate authority, as may be applicable, the approval of the Board of Directors of the Company (‘Board’) be and is hereby accorded to a Scheme of Arrangement between Tube Investments of India Limited (“TIIL” or “the Demerged Company”) and TI Financial Holdings Limited (“TIFHL” or “the Resulting Company”) and their respective Shareholders (“Scheme” or “the Scheme”), as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.”

“RESOLVED FURTHER that the Share Entitlement Report dated November 3, 2016 of M/s. SSPA & Co., Chartered Accountants, as placed before the Board be and is hereby noted and accepted.”

“RESOLVED FURTHER that the Fairness Opinion dated November 3, 2016 issued by M/s. Axis Capital Ltd, Merchant Banker, on the Share Entitlement Report prepared by M/s. SSPA & Co., Chartered Accountants, as placed before the Board, be and is hereby accepted and taken on record.”

“RESOLVED FURTHER that the report from the Audit Committee recommending the Draft Scheme, taking into consideration, *inter alia* the Share Entitlement Report issued by M/s. SSPA & Co., Chartered Accountants and Fairness Opinion issued by M/s. Axis Capital Ltd, Merchant Banker, as placed before the Board, be and is hereby accepted and approved.”

“RESOLVED FURTHER that the certificate dated November 3, 2016 issued by M/s. S R Batliboi & Associates, Chartered Accountants, statutory auditors of the Company, certifying *inter-alia* that the Scheme is in compliance with all the Accounting Standards specified by the Central Government in section 133 of the Companies Act, 2013 as placed before the Board be and is hereby noted and accepted.”

“RESOLVED FURTHER that the certificate dated November 3, 2016 issued by M/s. S R Batliboi & Associates, Chartered Accountants, statutory auditors of the Company, certifying that non applicability of requirements prescribed in Para I(A)(9)(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (“SEBI Circular”) pursuant to Para I(A)(9)(c) of SEBI Circular as placed before the Board be and is hereby noted and accepted.”





**“RESOLVED FURTHER** that the Board has decided that BSE Limited (‘BSE’) be chosen as Designated Stock Exchange (‘DSE’) for co-ordinating with SEBI for obtaining approval of SEBI in accordance with Regulation 37 of the SEBI (LODR) Regulations, 2015.”

**“RESOLVED FURTHER** that pursuant to the provisions of Sections 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956, and enabling provisions in the Articles of Association of the Company and subject to obtaining such approvals, consents, permissions and sanctions as may be required and subject to approval of the shareholders and also subject to the confirmation by the Hon’ble High Court of Judicature at Madras the face value of equity shares of the Company be reduced from Rs.2 per share fully paid up to Re.1 per share fully paid up.”

**“RESOLVED FURTHER** that consequential amendments be made in the capital clause of the Memorandum of Association and the Articles of Association of the Company after the said reduction becomes operative and effective”

**“RESOLVED FURTHER** that the following Directors/Executives, namely, Messrs. M M Murugappan, Chairman (DIN-00170478), L Ramkumar, Managing Director (DIN-00090089), N Srinivasan, Director (DIN-00123338) and S Suresh, Company Secretary of the Company (collectively referred to as Authorized Representative(s) of the Company) for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alteration and changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by the High Court of Judicature at Madras or the National Company Law Tribunal or Stock Exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), the applicable SEBI guidelines, or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board meeting.”

**“RESOLVED FURTHER** that the following Directors/Executives of the Company, namely, Messrs. M M Murugappan, Chairman (DIN-00170478), L Ramkumar, Managing Director (DIN-00090089), N Srinivasan, Director (DIN-00123338) and S Suresh, Company Secretary for the purpose of giving effect to this resolution, be and are hereby authorised jointly or severally on behalf of the Board, inter alia, to:

- a) Filing the Scheme and/or any other information/ details with the concerned stock exchange or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
- b) Represent the Company before the Stock Exchanges, SEBI, as required, High Court/National Company Law Tribunal and such other authorities or bodies for filing and making applications and for that purpose to sign, execute and verify the Scheme, petitions, applications, undertakings, affidavits, all other documents and deeds as may be required for the purpose and to make such modifications/alterations as may be required by the aforesaid authorities or as may be thought fit and expedient by the said authorised persons, severally;
- c) Filing of applications with the High Court or other appropriate authority seeking directions as to holding/ dispensing with the meetings of the shareholders and/ or creditors of the Company, for issuing necessary notices and holding the meeting of the shareholders / creditors of the Company as may be directed by the High Court to give effect to the Scheme;



- d) Finalize and settle the draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Section 102 of the Companies Act, 2013, SEBI Circulars, or any such applicable provisions under the Companies Act, 2013, in terms of the directions of the High Courts, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- e) Filing of petitions for confirmation of the Scheme by the High Court of Judicature at Madras or such other competent authority;
- f) Filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices;
- g) To sign all applications, petitions, affidavits, pleadings, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- h) Obtaining approval from such other authorities and parties including the shareholders, term loan lenders, financial institutions, creditors as may be considered necessary, to the Scheme;
- i) To apply for and obtain requisite approval of the Central Government and any other authority or agency, whose consent is required including those of any Lenders / Creditors;
- j) To appoint the merchant bankers, Scrutineers, Registrars and such others professionals / agencies as may be required to give effect to the Scheme;
- k) To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;
- l) To convene general meeting of the shareholders and/or Creditors of the Company, as may be directed by the Court, with regard to implementation of the Scheme;
- m) To do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- n) Decide upon, make modifications, changes, variations, amendments, revision in and bring into effect the Scheme from time to time or give such directions as they may consider necessary to settle any question or difficulty arising thereunder or in regard to and of the meaning or interpretation thereof or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law) or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or they may *suo moto* decide in their absolute discretion and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as they may deem fit in their absolute discretion.”

**“RESOLVED FURTHER** that the Common Seal of the Company, if required, be affixed to the relevant documents in the presence any of the Director of the Company in terms of the provisions of the Articles of Association of the Company.”



**“RESOLVED FURTHER** that this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.”

**“RESOLVED FURTHER** that a copy of this resolution duly certified as true by any Director of the Company or the Company Secretary be furnished to the concerned persons.”

**“RESOLVED FURTHER** that the following Directors/Executives of the Company, namely, Messrs. M M Murugappan, Chairman (DIN-00170478), L Ramkumar, Managing Director (DIN-00090089), N Srinivasan, Director (DIN-00123338), and S Suresh, Company Secretary be and are hereby severally authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution.”

**“RESOLVED** that a Committee of the Board, known as ‘Demerger Committee’, be and is hereby constituted comprising of the following Directors viz., Mr. M M Murugappan, Chairman (DIN-00170478), S Sandilya, Director (DIN-00037542), N Srinivasan, Director (DIN-00037542) and L Ramkumar, Managing Director (DIN-00090089) for the purpose of considering, guiding and approving all matters relating to the proposed demerger and capital reduction of the Company and incidental thereto.”

**TO CONVENE EXTRA-ORDINARY GENERAL MEETING:**

**“RESOLVED THAT** the power to convene an Extra-Ordinary General Meeting of the Company for the purpose of reduction in face value of equity share of the Company from Rs.2 each fully paid up to Re.1 each fully up upon coming into effect of the Scheme and the power to approve the draft Notice and explanatory statement in respect thereof and all the matters incidental thereto be granted to the Demerger Committee of the Company at such time as they may deem appropriate.”

**//CERTIFIED TRUE COPY//**

For TUBE INVESTMENTS OF INDIA LIMITED

S Suresh  
Company Secretary

Place: Chennai  
Date: 3rd November, 2016



## TI Financial Holdings Limited

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

Tel: +91 44 4217 7770 Fax: +91 44 4211 0404

CIN: U65999TN2008PLC069496



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF TI FINANCIAL HOLDINGS LIMITED HELD ON 3<sup>rd</sup> DAY OF NOVEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DARE HOUSE, 234 NSC BOSE ROAD, CHENNAI - 600 001**

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**"RESOLVED** that pursuant to the provisions of Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of Companies Act, 1956 or any statutory modification or replacement thereof for the time being in force read with other applicable provisions of Companies Act 2013 or any amendment thereof and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s) of the shareholders and/or creditors of the Company and subject to the sanction of the High Court of Judicature at Madras or such other competent authority, the consent of the Board be and is hereby accorded to the Scheme of Arrangement between Tube Investments of India Limited ("TIIL" or "the Demerged Company") and TI Financial Holdings Limited ("TIFHL" or "the Resulting Company") and their respective Shareholders ("Scheme" or "the Scheme"), as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman of the meeting for the purposes of identification."

**"RESOLVED FURTHER** that the Share Entitlement Report dated November 3, 2016 of M/s. SSPA & Co., Chartered Accountants, as placed before the Board be and is hereby noted and accepted."

**"RESOLVED FURTHER** that pursuant to the provisions of Sections 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956, and enabling provisions in the Articles of Association of the Company and subject to requisite approval of the shareholders of the Company and subject to the confirmation by the Hon'ble High Court of Judicature at Madras, the issued, subscribed and paid up equity share capital of the Company shall be reduced pursuant to the Scheme to the extent of the equity shares held by TIIL in the Company in the manner provided in the Scheme."

**"RESOLVED FURTHER** that consequential amendments be made in the capital clause of the Memorandum of Association and the Articles of Association of the Company after the said reduction becomes operative and effective."

**"RESOLVED FURTHER** that the following persons namely Mr. L Ramkumar, Director (DIN:00090089), Mr. S Suresh, Director (DIN:00137164), and Mr. N Prasad, Director (DIN:07594678) for the purpose of giving effect to this resolution, be and is hereby authorized jointly or severally on behalf of the Board, *inter alia*, to:

- a) Finalise and settle the Scheme;
- b) Filing of applications with the High Court of Judicature at Madras or such other competent authority, if required, and sending notices holding meeting of the shareholders/creditors of the Company as may be directed by the Court to give effect to the Scheme;
- c) Filing of petitions for confirmation of the Scheme with the High Court of Judicature at Madras or such other competent authority, if required;
- d) Filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute Vakalatnama wherever necessary, and sign and issue public advertisements and notices;
- e) Obtaining approval from such other authorities and parties including the shareholders, financial institution, as may be considered necessary, to the said Scheme;
- f) To apply for and obtain requisite approval of the Central Government and any other authority or agency, whose consent is required including those of any Lenders/Creditors;
- g) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- h) To make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme particularly for satisfying the requirements or conditions imposed by the Central Government or the Court of competent jurisdiction or any other authority;
- i) To suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion.
- j) To sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney; and
- k) To do all further acts, deeds, matters and things as may be considered necessary and expedient for or in connection with the Scheme.

**“RESOLVED FURTHER** that the Common Seal of the Company, if required, be affixed to the relevant documents in the presence any of the Director of the Company in terms of the provisions of the Articles of Association of the Company.

**“RESOLVED FURTHER** that this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

**“RESOLVED FURTHER** that any one Director of the Company or the Company Secretary be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.





**“RESOLVED FURTHER** that Mr. L Ramkumar, Director (DIN:00090089), Mr. S Suresh, Director (DIN:00137164), and Mr. N Prasad, Director (DIN:07594678) be and are hereby severally authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/ they may, in its/ their absolute decision, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution.”

**//CERTIFIED TRUE COPY//**

**For TI Financial Holdings Limited**



**S Suresh  
Director**

**DIN: 00137164**

**Place: CHENNAI**

**Date : November 3, 2016**

**SCHEME OF ARRANGEMENT****BETWEEN****TUBE INVESTMENTS OF INDIA LIMITED (“TIIL” OR “THE DEMERGED  
COMPANY”)****AND****TI FINANCIAL HOLDINGS LIMITED (“TIFHL” OR “THE RESULTING  
COMPANY”)****AND****THEIR RESPECTIVE SHAREHOLDERS**


**S. SURESH**  
Company Secretary

**I. PREAMBLE**

The Scheme of Arrangement (“the Scheme”) is presented under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 (“the Act”), for demerger of the Manufacturing Business Undertaking of Tube Investments of India Limited (“TIIL” or “the Demerged Company”), on a going concern basis, into TI Financial Holdings Limited (“TIFHL” or “the Resulting Company”). The Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

The Demerged Company was originally incorporated on 9<sup>th</sup> September, 1949 under the Indian Companies Act, 1913 in the State of Tamil Nadu with the name “T.I. Cycles of India Limited”. On September 15, 1959, the name was changed from “T.I. Cycles of India Limited” to “Tube Investments of India Limited”. The Corporate Identity Number of the Demerged Company is L35921TN1949PLC002905. The Registered Office of the Demerged Company is situated at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu-600001.



The shares of the Demerged Company are listed on BSE Limited and National Stock Exchange.

The Resulting Company was incorporated on October 6, 2008 under the Companies Act, 1956 in the State of Tamil Nadu. The Corporate Identity Number of the Resulting Company is U65999TN2008PLC069496. The Registered Office of the Resulting Company is situated at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600 001. The Resulting Company is a wholly owned subsidiary of the Demerged Company.

## **II. RATIONALE OF THE SCHEME**

- 1.1. Murugappa Group ('the Group') is amongst India's most renowned and admired corporate houses. Both the companies under this Scheme of Arrangement are part of the same Group.
- 1.2. The Demerged Company, is engaged in multiple businesses broadly classified into the following categories:
  - Manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for automobile sector and industrial applications, roll-formed sections, other metal formed products, industrial gears, designing and manufacturing of dies ("Manufacturing Business"). The Manufacturing Business is also carried out through subsidiaries (Shanthi Gears Limited, Financiere C10 SAS, SEDIS SAS, SEDIS Co Limited, TI Tsubamex Private Limited, etc.)
  - The Demerged Company is also engaged in financial services business through subsidiaries, joint ventures, associates viz Non-Banking Financial



Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business (through Cholamandalam MS General Insurance Company Limited), Chola MS Risk Services Limited (“Financial Services Business”).

- 1.3. The Resulting Company is a wholly owned subsidiary of the Demerged Company.
- 1.4. In order to segregate the Manufacturing Business and Financial Services Business, it is intended to demerge the Manufacturing Business Undertaking on a going concern basis into a separate entity with a mirror image shareholding.
- 1.5. The proposed restructuring would result in better and efficient control by the management for the segregated businesses and promote their growth. Further, it would also result in the following benefits:
  - Greater administrative efficiency;
  - Operational rationalization, organization efficiency and optimum utilisation of various resources;
  - Ability to leverage financial and operational resources of each business; and
  - Each business would be able to address independent business opportunities, pursue efficient capital allocation and attract different sets of investors, strategic partners, lenders and other stakeholders.
- 1.6. The proposed restructuring is likely to be value accretive for the shareholders and would enable them to select investments best suited to their investments



strategies. Further, the segregation is also expected to unlock the value of the businesses of the Demerged Company.

### **III. PARTS OF THE SCHEME**

The Scheme of Arrangement is divided into the following parts:

**Part A**– Deals with the Definitions, Interpretation and Share Capital;

**Part B** –Deals with the demerger of Manufacturing Business Undertaking from the Demerged Company into the Resulting Company and the reduction of share capital of the Resulting Company;

**Part C** –Deals with the Reduction of equity share capital of the Demerged Company; and

**Part D**- Deals with the General Terms and Conditions that will be applicable to the Scheme

#### **PART A**

#### **DEFINITIONS, INTERPRETATION AND SHARE CAPITAL**

##### **1. DEFINITIONS**

In this Scheme of Arrangement, unless inconsistent with the subject or context, the following expression shall have the meanings respectively assigned against them:

- 1.1 **“Act” or “the Act”** means the Companies Act, 1956, the rules and regulations made thereunder and will include any statutory modification or re-enactment thereof for the time being in force and also mean and refer to corresponding sections of the Companies Act, 2013 the rules and regulations made thereunder, as and when such corresponding sections are notified by the Central Government;



- 1.2 **“Appointed Date”** means April 1, 2016 or such other date as may be fixed or approved by the High Court of Judicature at Madras or National Company Law Tribunal (NCLT), if and when made operational or such other competent authority;
- 1.3 **“Board” or “Board of Directors”** means the Board of Directors or any committee thereof of the Demerged Company or the Resulting Company or both as the context may require and shall include a committee duly constituted and authorized thereby for the purpose of matters pertaining to the Scheme and/or any other consequential or incidental matter in relation thereto;
- 1.4 **“Court” or “High Court”** means the High Court of Judicature at Madras and shall include the National Company Law Tribunal, if and when made operational;
- 1.5 **“Demerged Company GDRs”** means global depository receipts issued and outstanding as of the Record Date, by the Demerged Company pursuant to the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable law, and where relevant shall include the underlying equity shares relating thereto;
- 1.6 **“Depository”** shall mean Bank of New York Mellon, being the depository for the Demerged Company GDRs;
- 1.7 **“Effective Date”** means the date on which the authenticated copies or certified copies of the Orders of High Court of Judicature at Madras under Sections 391 to 394 of the Act sanctioning the Scheme are filed with the Registrar of



Companies, Tamil Nadu, Chennai by the Demerged Company and the Resulting Company;

1.8 **"Existing Stock Option Schemes"** means all the Stock Option Schemes subsisting in the Demerged Company;

1.9 **"Manufacturing Business Undertaking"** or **"the Demerged Undertaking"** means and includes, but not limited to, manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for automobile sector and industrial applications, roll-formed sections, other metal formed products industrial gears, designing and manufacturing of dies, on a going concern basis, and shall mean and include, without limitation, the following:

- i. all properties and assets, whether moveable or immovable (the indicative list of which is given in **Schedule I**), including all rights (whether freehold, leasehold or license), title, interest, cash and bank balances, bills of exchange, covenant and undertakings of the Demerged Company pertaining to Manufacturing Business Undertaking.
- ii. all assets (whether moveable or immovable, real or personal, corporeal or incorporeal, in possession, or in reversion, leasehold or otherwise, present, future, contingent, tangible or intangible), investments of the Demerged Company pertaining to Manufacturing Business Undertaking including but not limited to investments in Shanthi Gears Limited, Financiere C10 SAS, SEDIS SAS, SEDIS Co Limited, SEDIS Gmbh, TI Tsubamex Private Limited, etc. and not limited to the plant and machinery, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, vehicles, all stocks, sundry debtors, deposits including deposits or outstanding in litigations or paid under protest, provisions, advances,



receivables, funds, leases, licenses, tenancy rights, premises, hire purchase and lease arrangements including benefits of agreements, contracts and arrangements, powers, authorities, industrial and other licenses, registrations, quotas, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the rights, title, interests, benefits, entitlement and advantages, contingent rights or benefits belonging to or in the ownership, power, possession or the control of or vested into or granted in favour of or held for the benefit of or enjoyed by the Demerged Company pertaining to the Manufacturing Business Undertaking.

iii. all debts, borrowings, obligations and liabilities, whether present or future, whether secured or unsecured, of the Demerged Company pertaining to the Manufacturing Business Undertaking comprising of:

- a) all the debts, duties, obligations and liabilities, including contingent liabilities which arise out of the activities or operations of the Demerged Company pertaining to the Manufacturing Business Undertaking;
- b) the specific loans or borrowings raised, incurred and utilised solely for the activities and operations of the Demerged Company pertaining to the Manufacturing Business Undertaking; and
- c) liabilities other than those referred to in Sub-Clauses (a) and (b) above, if any, and not directly relatable to the Manufacturing Business Undertaking, being the amounts of any general or multipurpose borrowings of the Demerged Company as stand in the same proportion which the value of assets, transferred under this Clause, of the Manufacturing Business Undertaking bears to the total value of the assets of the Demerged Company immediately on the Appointed Date.

iv. All entitlements, licenses, permissions, approvals, clearances, authorisations, consents, brands, trademarks, copyrights, patents, other





intellectual property rights registrations and no-objection certificates obtained by Demerged Company for the operations of the Manufacturing Business Undertaking and/or to which Demerged Company is entitled to in relation to the Manufacturing Business Undertaking in terms of the various statutes/ schemes/ policies, etc. of the Overseas, Union and State Governments, local authorities, local bodies and other statutory authorities and bodies, shall be available to and vest in the Resulting Company, without any further act or deed and shall be mutated by the statutory authorities concerned therewith in favour of the Resulting Company. Since the Manufacturing Business Undertaking will be transferred to and vested in the Resulting Company as a going concern without any break or interruption in the operations thereof, the Resulting Company shall be entitled to enjoy the benefit of all such entitlements, licenses, permissions, approvals, clearances, authorizations, consents, intellectual property rights, registrations and no-objection certificates as enjoyed by the Demerged Company and to carry on and continue the operations of the Manufacturing Business Undertaking on the basis of the same upon this Scheme becoming effective;

- v. all books, records, files, papers, engineering and process information, computer programmes, software licenses (whether proprietary or otherwise), drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to Manufacturing Business Undertaking;
- vi. all employees employed by the Demerged Company pertaining to the Manufacturing Business Undertaking, as identified by the Board of Directors of the Demerged Company, as on the Effective Date;



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- vii. all earnest monies, security deposits, or other entitlements, if any, in connection with or relating to the Demerged Company pertaining to Manufacturing Business Undertaking;
- viii. all existing and future incentives, unavailed credits and exemptions and other statutory benefits, including in respect of Income Tax for the period commencing on and from the Appointed Date, Excise (including Modvat / Cenvat), Customs, VAT, Sales Tax, Entry Tax, Octroi, Service Tax and other taxes, incentives and duties to which the Demerged Company is entitled in relation to the Manufacturing Business Undertaking in terms of the various Statutes/ Schemes/ Policies, etc. of Overseas, Union and State Governments (including exemption in Uttarakhand under Notification No.50/2003-CE and in Tamil Nadu under G.O. (Ms) No.202 dated 26-11-2012) shall be available to and vest in the Resulting Company upon this Scheme becoming effective;
- ix. Any question that may arise as to whether a specific asset (tangible or intangible), any liability or any borrowings, loan or debt pertains or does not pertain to the Manufacturing Business Undertaking or whether it arises out of the activities or operations of the Manufacturing Business Undertaking or not, shall be decided by the Board of Directors of the Demerged Company or the Resulting Company or any committee thereof.

1.10 “**RBI**” means Reserve Bank of India;

1.11 “**Record Date**” means the date to be fixed jointly by the Board of Directors of the Demerged Company and the Resulting Company for the purposes of determining the equity shareholders of the Demerged Company to whom shares would be issued in accordance with Clause 6 of this Scheme (as defined hereinafter);



- 1.12 **“Remaining Business Undertaking”** means the financial services business carried out by the Demerged Company through subsidiaries, joint ventures or associates viz Non-Banking Financial Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business (through Cholamandalam MS General Insurance Company Limited), Chola MS Risk Services Limited and includes all the undertakings, businesses, activities and operations of the Demerged Company, other than those comprised in the Manufacturing Business Undertaking (as defined in Clause 1.9 hereof);
- 1.13 **“SEBI”** means Securities and Exchange Board of India Act, 1992 and rules and regulations framed thereunder;
- 1.14 **“Scheme of Arrangement” or “this Scheme” or “the Scheme”** shall mean this Scheme of Arrangement in its present form and with such modifications and amendments as may be made from time to time with the appropriate approvals and sanctions of the Court and other relevant regulatory/statutory/governmental authorities, as may be required under the Act, and/or any other applicable laws;
- 1.15 **“Stock Exchanges”** means the BSE Limited and National Stock Exchange;
- 1.16 **“TIIL” or “the Demerged Company”** means Tube Investments of India Limited (CIN: L35921TN1949PLC002905), a company incorporated under the Act and having its registered office at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600001;
- 1.17 **“TIFHL” or “the Resulting Company”** means TI Financial Holdings Limited (CIN: U65999TN2008PLC069496), a company incorporated under the Act and having its registered office at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600001;



1.18 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time;

1.19 Reference to Clauses, recitals and schedules, unless otherwise provided, are to Clauses, recitals and schedules of and to this Scheme. The singular shall include the plural and vice versa.

## 2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Court, shall be effective from the Appointed Date but shall be operative from the Effective Date.

## 3. SHARE CAPITAL

3.1 The share capital of the Demerged Company as on November 2, 2016 is as under:

Share Capital	Amount (In Rs.)
<u>Authorized Share Capital</u>	
21,50,00,000 Equity Shares of Rs.2 each	43,00,00,000
<b>TOTAL</b>	<b>43,00,00,000</b>
<u>Issued, subscribed and paid-up Share Capital</u>	
18,74,10,623* Equity Shares of Rs.2 each, fully paid up	37,48,21,246
<b>TOTAL</b>	<b>37,48,21,246</b>



\* The issued and paid up share capital includes 42,30,630 equity shares represented by 42,30,630 Demerged Company GDRs as on November 2, 2016.

3.2 The share capital of the Resulting Company as on November 2, 2016 is as under:

<b>Share Capital</b>	<b>Amount (In Rs.)</b>
<u>Authorized Share Capital</u>	
2,00,00,000 Equity shares of Re.1 each	2,00,00,000
<b>TOTAL</b>	<b>2,00,00,000</b>
<u>Issued, subscribed and paid-up Share Capital</u>	
11,00,000 Equity shares of Re.1 each, fully paid up	11,00,000
<b>TOTAL</b>	<b>11,00,000</b>

## PART B

### TRANSFER AND VESTING OF MANUFACTURING BUSINESS UNDERTAKING FROM THE DEMERGED COMPANY INTO THE RESULTING COMPANY

#### 4. VESTING OF MANUFACTURING BUSINESS UNDERTAKING

4.1 With effect from the Appointed Date and upon the Scheme becoming effective, the Manufacturing Business Undertaking of the Demerged Company shall, under the provisions of Section 391 to 394 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand vested in, and/or be deemed to be vested in, the Resulting Company as a going concern so as to become, as and from the Appointed Date, the assets and liabilities of the Resulting Company and there shall be vested in the Resulting Company, all the rights, titles, interests or obligations of the said



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Manufacturing Business Undertaking therein and shall be free from all encumbrances.

- 4.2 Any and all assets relating to the Manufacturing Business Undertaking, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recorded pursuant to this Scheme shall stand transferred and vested by the Demerged Company to the Resulting Company and shall become the property and an integral part of the Resulting Company. The vesting pursuant to this Sub-Clause shall be deemed to have occurred by manual delivery or endorsement, as appropriate to the property being vested and title to the property shall be deemed to have been transferred and vested accordingly.
- 4.3 Any and all movable properties of the Demerged Company relating to the Manufacturing Business Undertaking, other than those specified in Sub-Clause 4.2 above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, be transferred and vested as the property of the Resulting Company. The investments held in dematerialized form will be transferred to the Resulting Company by issuing appropriate delivery instructions to the depository participant with whom the Demerged Company have an account.
- 4.4 The immovable properties pertaining to Manufacturing Business Undertaking shall stand transferred to the Resulting Company automatically without requirement of execution of any further documents for registering the name of the Resulting Company as owner thereof and the regulatory authorities,



including Sub-registrar of Assurances, Talati, Tehsildar etc. may rely on the Scheme along with the copy of the Order passed by the High Court, to make necessary mutation entries and changes in the land or revenue records to reflect the name of the Resulting Company as owner of the immovable properties. For the purpose of vesting of immovable properties to the Resulting Company, the Demerged Company is hereby empowered/authorized to execute any documents/enter into any arrangements for and on behalf of the Resulting Company.

- 4.5 The Manufacturing Business Undertaking of the Demerged Company, as defined in Clause 1.9, shall stand transferred to and vested in or deemed to be transferred to and vested in the Resulting Company, as a going concern, in compliance with Section 2(19AA) of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961.
- 4.6 With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, permissions, registrations or approvals or consents held by the Demerged Company required to carry on operations in the Manufacturing Business Undertaking shall stand vested in or transferred to the Resulting Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents shall vest in and become available to the Resulting Company pursuant



to the Scheme. In so far as the various incentives, subsidies, rehabilitation Schemes, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by the Demerged Company relating to the Manufacturing Business Undertaking, are concerned, the same shall vest with and be available to the Resulting Company on the same terms and conditions.

- 4.7 The transfer and vesting of Manufacturing Business Undertaking as aforesaid shall be subject to the existing securities, charges, mortgages and other encumbrances if any, subsisting over or in respect of the property and assets or any part thereof relating to Manufacturing Business Undertaking to the extent such securities, charges, mortgages, encumbrances are created to secure the liabilities forming part of the Manufacturing Business Undertaking.
- 4.8 In relation to other assets belonging to Manufacturing Business Undertaking, which require separate documents for vesting in the Resulting Company, or which the Demerged Company and/or the Resulting Company otherwise desire to be vested separately, the Demerged Company and the Resulting Company each will execute such deeds, documents or such other instruments or writings or create evidence, if any, as may be necessary.

## **5. TRANSFER OF DEBTS AND LIABILITIES**

- 5.1 With effect from the Appointed Date and upon the Scheme becoming effective:
- (a) All debts, liabilities, contingent liabilities, non-convertible debentures, duties and obligations of every kind, nature and description attributable to the Manufacturing Business Undertaking shall, without any further act or deed, be





transferred to, or be deemed to be transferred to the Resulting Company so as to become from the Appointed Date, the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company and the Resulting Company undertakes to meet, discharge and satisfy the same. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Sub-Clause.

- (b) Where any of the liabilities and obligations attributed to the Manufacturing Business Undertaking on the Appointed Date has been discharged by the Demerged Company on behalf of the Manufacturing Business Undertaking after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of the Resulting Company.

5.2 All loans raised and used, and liabilities incurred, if any, by the Demerged Company after the Appointed Date, but prior to the Effective Date, for the operations of the Manufacturing Business Undertaking shall be transferred to and discharged by the Resulting Company.

5.3 The vesting of the Manufacturing Business Undertaking as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Manufacturing Business Undertaking, provided however, any reference in any security documents or arrangements, to which the Demerged Company is a party, wherein the assets of the Manufacturing Business Undertaking have been or are offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Manufacturing Business Undertaking as are vested in the Resulting Company



by virtue of this Scheme, to the end and intent that such security, charge, hypothecation and mortgage shall not extend or be deemed to extend, to any of the other assets of the Demerged Company or any of the assets of the Resulting Company, provided further that the securities, charges, hypothecation and mortgages if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages shall not extend or be deemed to extend, to any of the assets of the Manufacturing Business Undertaking vested in the Resulting Company, provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company in relation to the Manufacturing Business Undertaking which shall vest in the Resulting Company by virtue of the vesting of the Manufacturing Business Undertaking with the Resulting Company and the Resulting Company shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

- 5.4 All the loans, advances and other facilities sanctioned to the Demerged Company in relation to the Manufacturing Business Undertaking by its bankers and financial institutions prior to the Appointed Date, which are partly drawn or utilized shall be deemed to be the loans and advances sanctioned to the Resulting Company and the said loans and advances shall be drawn and utilized either partly or fully by the Demerged Company from the Appointed Date till the Effective Date.
- 5.5 Subject to provisions of sub-para 5.6 below, any contingent liability pertaining to the Manufacturing Business Undertaking as on the Appointed Date shall be assumed by the Resulting Company and accordingly, the contingent liabilities of Demerged Company, on any date after the Appointed Date shall be deemed



to have been reduced to the extent of contingent liabilities taken over by the Resulting Company as aforesaid.

- 5.6 As regards any tax Liability arising in connection with Income Tax, Excise, Customs, VAT, etc in relation to the Manufacturing Business Undertaking, the Resulting Company undertakes to settle the liability directly or reimburse to the Demerged Company, if discharged by the Demerged Company directly.

It is hereby clarified that, for the purpose of this para 5.6, the term "Liability" shall include duty, penalty, interest or any amount paid on composition.

## 6. ISSUE OF SHARES

- 6.1 Upon this Scheme becoming effective and upon vesting of the Manufacturing Business Undertaking of the Demerged Company in the Resulting Company, in terms of this Scheme, the Resulting Company shall, without any further application or deed, issue and allot equity shares credited as fully paid-up, to the extent indicated below, to the members of the Demerged Company, holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as may be recognized by the Board of Directors of the Resulting Company in the following manner:

Issue of shares of the Resulting Company to the Equity Shareholders of the Demerged Company:

*“1 (One) fully paid up Equity Share of Re.1 (Rupee One Only) each of the Resulting Company shall be issued and allotted for every 1 (One) fully paid up equity share of Rs.2 (Rupees Two) each held in the Demerged Company”*



- 6.2 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the Board of Directors of the Demerged Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in the Demerged Company, after the effectiveness of this Scheme.
- 6.3 The equity shares shall be issued in dematerialized form to those shareholders who hold shares of the Demerged Company in dematerialized form, into the account in which the Demerged Company shares are held or such other account as is intimated by the shareholders to the Demerged Company and / or its Registrar before the Record Date. All those shareholders who hold shares of the Demerged Company in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Demerged Company and / or its Registrar before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form.
- 6.4 The Board of Directors of the Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned Government /Regulatory authorities and undertake necessary compliance for the issue and allotment of equity shares to the members of the Demerged Company pursuant to Clause 6.1 of the Scheme.



- 6.5 Upon coming into effect of this Scheme, the Resulting Company shall issue its shares in accordance with the provisions of Clause 6.1 above to a depository appointed by the Resulting Company (“the Resulting Company Depository”). The Resulting Company Depository shall hold such shares of the Resulting Company on behalf of the holders of the Demerged Company GDRs.
- 6.6 The Resulting Company shall enter into appropriate arrangements with the Resulting Company Depository pursuant to a deposit agreement to be entered into between the Resulting Company and the Resulting Company Depository (“Resulting Company Depository Agreement”), for issuance of GDRs representing such shares (“Resulting Company GDRs”), subject to the provisions of Clauses 6.8, on pro-rata basis to holders of Demerged Company GDRs, in accordance with the deposit agreement entered into between the Demerged Company and Depository (“Deposit Agreement”).
- 6.7 The Resulting Company, the Resulting Company Depository, the Demerged Company and/or the Depository shall execute such further documents and take such further actions as may be deemed necessary or appropriate.
- 6.8 The Resulting Company GDRs shall not be listed on any exchange unless required by any regulation(s) or law(s) in which event, the Resulting Company shall take such additional steps and do all such acts, deeds and things as may be necessary for purposes of listing the Resulting Company GDRs.
- 6.9 The Resulting Company GDRs and the equity shares underlying the Resulting Company GDRs may not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and the Resulting Company may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other



exemption that the Resulting Company may elect to rely upon. In the event the Resulting Company elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the High Court to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the Resulting Company GDRs and the equity shares of the Resulting Company, including, without limitation, the equity shares underlying the Resulting Company GDRs, for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.

- 6.10 The shares issued by the Resulting Company pursuant to the provisions of Clause 6.1 above in lieu of the shares of the Demerged Company held in the unclaimed suspense account shall be issued to a new unclaimed suspense account created for shareholders of the Resulting Company.
- 6.11 The equity shares to be issued and allotted by the Resulting Company to the equity shareholders of the Demerged Company shall be subject to the Scheme and the Memorandum and Articles of Association of the Resulting Company.
- 6.12 The equity shares to be issued by the Resulting Company to the members of the Demerged Company pursuant to Clause 6.1 of this Scheme will be listed and/or admitted to trading in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 on all the Stock Exchanges on which shares of the Demerged Company are listed on the Effective Date. The Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for the Resulting Company with the formalities of the said Stock Exchanges. The equity shares of the Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the



designated Stock Exchange(s). There shall be no change in the shareholding pattern or control in the Resulting Company between the Record Date and the listing which may affect the status of approvals received from the Stock Exchange(s).

- 6.13 The Resulting Company shall and to the extent, if required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme.
- 6.14 The Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of equity shares by the Resulting Company to the non-resident equity shareholders of the Demerged Company. The Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable the Resulting Company to issue and allot equity shares to the non-resident equity shareholders of the Demerged Company.
- 6.15 The approval of this Scheme by the shareholders of the Resulting Company shall be deemed to be the due compliance of the provisions of Section 42 read with 62 of the Companies Act, 2013, and the other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme.
- 6.16 The approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company shall be deemed to have the approval for the purpose of effecting the above amendments under Sections 13, Section 14 and



other applicable provisions of the Act and no further resolutions would be required to be separately passed in this regard.

## **7. REDUCTION OF SHARE CAPITAL HELD BY DEMERGED COMPANY IN THE RESULTING COMPANY**

- 7.1 Upon the Scheme becoming effective and upon the issue of shares by the Resulting Company in accordance with Clause 6.1 above, the existing 11,00,000 (Eleven Lakh) equity shares of Re.1 each of the Resulting Company held by the Demerged Company, as on the Effective Date shall, without any application or deed, stand cancelled without any payment.
- 7.2 The cancellation of share capital shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 100 to 103 of the Companies Act, 1956 and the Order of the High Court sanctioning the Scheme shall be deemed to be also the Order under Section 102 of the Act for the purpose of confirming the reduction of capital. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital and the provisions of Section 101 of the Act will not be applicable. Notwithstanding the reduction in the equity share capital of the Resulting Company, the Resulting Company shall not be required to add "And Reduced" as suffix to its name.
- 7.3 The approval of this Scheme by the shareholders of the Resulting Company shall be deemed to have the approval for the purpose of effecting the capital reduction in the Resulting Company under Sections 101 to 103 and other applicable provisions of the Act and no further resolutions would be required to be separately passed in this regard.





## 8. ACCOUNTING TREATMENT

### In the books of the Demerged Company

Upon the coming into effect of this Scheme and with effect from the Appointed Date:

- 8.1. The Demerged Company, as on the Appointed Date, shall reduce the book value of assets and liabilities pertaining to the Manufacturing Business Undertaking, transferred to and vested in the Resulting Company from the book value of assets and liabilities as appearing in its books.
- 8.2. The Demerged Company, as on the Appointed Date, shall transfer the balances in Debenture Redemption Reserve and Hedge Reserve (“Transferred Reserves”) to the Resulting Company and shall reduce such balances in its books. The Securities Premium Account, the Capital Redemption Reserve and the Capital Reserve (“Retained Reserves”) shall be retained by the Demerged Company. The General Reserve of the Demerged Company, as on the Appointed Date, shall be apportioned between the Resulting Company and Demerged Company on the basis of Net Assets transferred to the Resulting Company and Net Assets retained by the Demerged Company. Surplus in statement of Profit & Loss Account of the Demerged Company, as on the Appointed Date, shall be apportioned between the Resulting Company and the Demerged Company in such manner that the total of paid up capital and reserves of the Demerged Company, as on the Appointed Date, is allocated between the Resulting Company and the Demerged Company in the ratio of Net Assets transferred to the Resulting Company and Net Assets retained by the Demerged Company.



- 8.3. The difference, if any, between the Net Assets and Transferred Reserves, General Reserve and Profit & Loss Account transferred to the Resulting Company pursuant to Clause 8.2 shall be adjusted against the Capital Reserve or General Reserve.
- 8.4. Investments in the equity share capital of the Resulting Company as on the Appointed Date will stand cancelled and be debited to Capital Reserve.
- 8.5. Loans and advances and other dues outstanding as of the Appointed Date between the Demerged Company and the Resulting Company relating to the Manufacturing Business Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf.

*For the purpose of this Clause, Net Assets would mean difference between the book value of assets and liabilities as on the Appointed Date.*

**In the books of the Resulting Company**

Upon the coming into effect of this Scheme and with effect from the Appointed Date:

- 8.6. The Resulting Company, as on the Appointed Date, shall record the assets and liabilities pertaining to the Manufacturing Business Undertaking, transferred to and vested in it pursuant to this Scheme at their respective book values, excluding revaluation, if any, as appearing in the books of the Demerged Company.
- 8.7. The Resulting Company shall preserve the identity of the reserves pertaining to the Manufacturing Business Undertaking of the Demerged Company transferred and vested in it pursuant to Clause 8.2 above and shall record in its



books in the same form in which they appear in the books of the Demerged Company.

- 8.8. Upon coming into effect of the Scheme, the shareholding of the Demerged Company in the Resulting Company pre-demerger shall be cancelled and the amount of such share capital, as stands cancelled, be credited to Capital Reserve.
- 8.9. The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the new equity shares issued by it to the members of the Demerged Company pursuant to this Scheme.
- 8.10. The Net Assets transferred pursuant to Clause 8.2, as reduced by the share capital issued pursuant to Clause 8.9, the Transferred Reserves, General Reserve, Profit & Loss Account transferred to the Resulting Company pursuant to Clause 8.2 shall be adjusted against Capital Reserve or General Reserve of the Resulting Company.

*For the purpose of this Clause, Net Assets would mean difference between the book value of assets and liabilities as on the Appointed Date.*

## **9. PROFITS, DIVIDEND**

- 9.1. The Demerged Company and the Resulting Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date but only consistent with the past practice, or in the ordinary course.
- 9.2. The Boards of the Demerged Company and the Resulting Company or any of the committee(s) thereof, if any, shall take such actions as may be necessary or



desirable for the purpose of giving effect to the provisions of this Clause of the Scheme.

9.3. Upon the Scheme becoming effective, on and from the Appointed Date, the profits of the Manufacturing Business Undertaking shall belong to and be the profits of the Resulting Company and will be available to Resulting Company for being disposed of in any manner as it thinks fit.

9.4. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of Demerged Company and/or Resulting Company to demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Demerged Company and Resulting Company respectively, subject to such approval of the shareholders, as may be required.

## **10. CONDUCT OF MANUFACTURING BUSINESS UNDERTAKING OF THE DEMERGED COMPANY TILL THE EFFECTIVE DATE**

With effect from the Appointed Date and upto and including the Effective Date:

10.1 The Demerged Company shall be deemed to have been carrying on and shall carry on its business and activities relating to the Manufacturing Business Undertaking and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets pertaining to the Manufacturing Business Undertaking for and on account of and in trust for the Resulting Company. The Demerged Company hereby undertakes to hold its said assets with utmost prudence until the Effective Date.



- 10.2 The Demerged Company shall carry on and be deemed to have carried on its business and activities relating to the Manufacturing Business Undertaking with reasonable diligence, business prudence and shall not, except in the ordinary course of business or without prior written consent of the Resulting Company, alienate charge, mortgage, encumber or otherwise deal with or dispose of the Manufacturing Business Undertaking or part thereof.
- 10.3 The Demerged Company shall be entitled to use all entitlements, licenses, permissions, approvals, clearances, authorisations, consents, brands, trademarks, copyrights, patents, other intellectual property rights, registrations and no-objection certificates for the operations of the Manufacturing Business Undertaking or part thereof.
- 10.4 All the profits or income accruing or arising to the Demerged Company or expenditure or losses arising or incurred or suffered by the Demerged Company pertaining to the Manufacturing Business Undertaking shall for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure as the case may be of the Resulting Company.
- 10.5 The Demerged Company shall not vary the terms and conditions of employment of any of the employees of the Demerged Company pertaining to the Manufacturing Business Undertaking except in the ordinary course of business or without the prior consent of the Resulting Company or pursuant to any pre-existing obligation undertaken by the Demerged Company, as the case may be, prior to the Appointed Date.
- 10.6 The Demerged Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such



consents, approvals and sanctions, which the Resulting Company may require to carry on the Manufacturing Business Undertaking of the Demerged Company.

## 11. EMPLOYEES

- 11.1 On the Scheme becoming operative, all staff and employees of the Demerged Company pertaining to Manufacturing Business Undertaking in service on the Effective Date shall be deemed to have become staff and employees of the Resulting Company without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to their employment in the Demerged Company.
- 11.2 It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, Superannuation Fund, Employee State Insurance Scheme or any other Special Fund or Trusts, if any, created or existing for the benefit of the staff and employees of the Demerged Company pertaining to Manufacturing Business Undertaking or all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Demerged Company in relation to Manufacturing Business Undertaking in relation to such Fund or Funds shall become those of the Resulting Company. It is clarified that the services of the staff and employees of the Demerged Company pertaining to Manufacturing Business Undertaking will be treated as having been continuous for the purpose of the said Fund or Funds.



### 11.3 Stock Options:

- (a) Upon the coming into effect of the Scheme, the Resulting Company shall take necessary steps to formulate stock option schemes by adopting the Existing Stock Option Schemes of the Demerged Company.
- (b) With respect to the stock options granted by the Demerged Company to the employees of the Demerged Company (irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company pursuant to the Scheme) under the Existing Stock Option Schemes; and upon the Scheme becoming effective, the said employees shall be issued one stock option by the Resulting Company under the new scheme(s) for every stock option held in the Demerged Company, whether the same are vested or not on terms and conditions similar to the relevant Existing Stock Option Schemes.
- (c) The stock options granted by the Demerged Company under the relevant Existing Stock Option Schemes would continue to be held by the employees concerned (irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company). Upon coming into effect of the Scheme, the Demerged Company shall take necessary steps to modify the Existing Stock Option Schemes in a manner considered appropriate and in accordance with the SEBI (Share based Employee Benefits) Regulations, 2014 (earlier SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999) in order to enable the continuance of the same in the hands of the employees who become employees of the Resulting Company, subject to the approval of the Stock Exchanges and the relevant regulatory authorities, if any under applicable law.



- (d) The existing exercise price of the stock options of the Demerged Company shall stand suitably adjusted in an appropriate manner as determined by the Nomination and Remuneration Committee of the Demerged Company and the balance of the exercise price shall become the exercise price of the stock options issued by the Resulting Company.
- (e) While granting stock options, the Resulting Company shall take into account the period during which the employees held stock options granted by the Demerged Company prior to the issuance of the stock options by the Resulting Company, for determining the minimum vesting period required for stock options granted by the Resulting Company, subject to applicable laws.
- (f) The Demerged Company as well as the Resulting Company shall reimburse each other for cost debited to the Profit & Loss account or any suspense/ subsidy account subsequent to the Appointed Date, in relation to stock options issued to employees of the other company.
- (g) Approval granted to the Scheme by the shareholders shall also be deemed to be approval granted to any modifications made to the Existing Stock Option Schemes with respect to the period within which the employees transferred to the Resulting Company would be entitled to exercise their vested options.
- (h) The Boards of the Demerged Company and the Resulting Company or any of the committee(s) thereof, if any, shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this Clause 11.3 of the Scheme.





## 12. LEGAL PROCEEDINGS

- 12.1 If any suit, appeal or other proceeding of whatever nature by or against the Demerged Company in relation to Manufacturing Business Undertaking is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Resulting Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company in relation to Manufacturing Business Undertaking as if this Scheme had not been made.
- 12.2 After the Appointed Date, if any proceedings are taken against the Demerged Company in respect of the matters referred to in the Clause 12.1 above, the Demerged Company shall defend the same at the cost of the Resulting Company and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by it in respect thereof and further reimburse all amounts including interest, penalties, damages, costs etc. which the Demerged Company may be called upon to pay or secure in respect of any liability or obligation relating to Manufacturing Business Undertaking.
- 12.3 The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company referred to in Clause 12.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company to the extent legally permissible after the Scheme being



effective. To the extent such proceedings cannot be taken over by the Resulting Company, the proceedings shall be pursued by the Demerged Company for and on behalf of the Resulting Company as per the instructions of and entirely at the cost and expenses of the Resulting Company.

- 12.4 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Demerged Company in relation to Manufacturing Business Undertaking including litigations, suits, recovery proceedings relating to excise duty and labour issues, the Resulting Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Resulting Company. Any other litigation, suit, recovery proceedings of excise duty or labour matters pertaining to Manufacturing Business Undertaking that may, arise after the Appointed Date, shall also stand transferred to the Resulting Company and no liability shall ever be vested in the Demerged Company.

### **13. TREATMENT OF TAXES**

- 13.1 With effect from the Appointed Date and upon the Scheme becoming effective, all taxes, duties, cess payable by the Demerged Company relating to the Manufacturing Business Undertaking including all advance tax payments, tax deducted at source or any refunds / credit / claims relating thereto shall, for all purposes, be treated as advance tax payments, tax deducted at source or refunds / credit / claims, as the case may be, of the Resulting Company, provided however that any direct and indirect taxes that cannot specifically be earmarked as the liability or refunds / credit / claims relating to the Manufacturing Business Undertaking shall continue to be borne by the Demerged Company. It is specifically provided that if the Demerged Company



or their successor(s) receives any refunds / credit / claims or incurs any liability in respect of the Manufacturing Business Undertaking, the same shall be on behalf of and as a trustee of the Resulting Company and the same shall be refunded to / paid by the Resulting Company.

- 13.2 With effect from the Appointed Date and upon the Scheme becoming effective, all unavailed credits and exemptions, margin money, retention money, deposit with statutory authorities, other deposits and benefit of carried forward losses and other statutory benefits, including in respect of income tax (including MAT credit remaining after utilization of the same by the Demerged Company), Cenvat, customs, VAT, sales tax, service tax etc. relating to the Manufacturing Business Undertaking to which the Demerged Company is entitled to shall be available to and vest in the Resulting Company, without any further act or deed.
- 13.3 Upon this Scheme becoming effective, the Demerged Company and the Resulting Company are permitted to revise and file their respective income tax returns, including tax deducted at source certificates, sales tax/ value added tax returns, service tax returns and other tax returns for the period commencing on and from the Appointed Date, and to claim refunds/ credits, pursuant to the provisions of this Scheme.
- 13.4 The Board of Directors of the Demerged Company shall be empowered to determine if any specific tax liability or any tax proceeding relates to the Manufacturing Business Undertaking and whether the same would be transferred to the Resulting Company.

#### 14. **CONTRACTS, DEEDS, ETC.**



14.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature pertaining to Manufacturing Business Undertaking to which the Demerged Company is a party and which is subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Resulting Company and may be enforced by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto.

14.2 The Resulting Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Demerged Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme. The Resulting Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Demerged Company for the Manufacturing Business Undertaking and to implement or carry out all formalities required to give effect to the provisions of this Scheme.

## **15. REMAINING BUSINESS UNDERTAKING**

15.1 It is clarified that the Remaining Business Undertaking of the Demerged Company shall continue with the Demerged Company as follows:

- (a) The Remaining Business Undertaking of the Demerged Company and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Demerged Company.
- (b) All legal and other proceedings by or against the Demerged Company under any statute, whether pending and / or arising on or before the



Appointed Date and relating to the Remaining Business Undertaking of the Demerged Company (including those relating to any property, investments, right, power, liability, obligation or duty, of the Demerged Company in respect of the Remaining Business Undertaking) shall be continued and enforced by or against the Demerged Company.

- (c) With effect from the Appointed Date and including the Effective Date –
- i. The Demerged Company shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Remaining Business Undertaking for and on its own behalf;
  - ii. All income or profit accruing to the Demerged Company or expenditure or losses arising or incurred by it relating to the Remaining Business Undertaking are and shall for all purposes, be treated as the income or profit or expenditure or losses, as the case may be, of the Demerged Company;
- (d) The Demerged Company, as may be necessary, make an application to RBI for registering itself as a Systemically Important Non-Deposit Accepting Core Investment Company (CIC-ND-SI).

## 16. SAVING OF CONCLUDED TRANSACTIONS

The transfer of the Manufacturing Business Undertaking from the Demerged Company to the Resulting Company under Clause 4 above and the continuance of proceedings by or against the Resulting Company under Clause 12 above shall not affect any transaction or proceedings already concluded by the Demerged Company or after the Appointed Date till the Effective Date, to the end and intent that the Resulting Company accept and adopts all acts, deeds and things done and executed by the Demerged Company for the



Manufacturing Business Undertaking in respect thereto as done and executed on behalf of itself.

## 17. CHANGE OF NAME OF THE DEMERGED COMPANY AND THE RESULTING COMPANY

- 17.1 Upon sanction of this Scheme, the name of the Resulting Company shall automatically stand changed without any further act, instrument or deed on the part of the Resulting Company, to **“Tube Investments of India Limited”** and the Memorandum of Association and Articles of Association of the Resulting Company shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Section 13 and Section 16 of the Companies Act, 2013 or any other applicable provisions of the Act, would be required to be separately passed.
- 17.2 Upon sanction of this Scheme, the name of the Demerged Company shall automatically stand changed without any further act, instrument or deed on the part of Tube Investments of India Limited to **“TI Financial Holdings Limited”** or such other name as may be approved by Registrar of Companies, Tamil Nadu, Chennai and the Memorandum of Association and Articles of Association of the Demerged Company shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Section 13 and Section 16 of the Companies Act, 2013 or any other applicable provisions of the Act, would be required to be separately passed.



## 18. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE RESULTING COMPANY

Upon coming into effect of the Scheme, the following Clauses shall be inserted as the Main Objects in place of the existing Main Objects of the Memorandum of Association of the Resulting Company:

*III. The objects for which the company is established are as follows:*

*(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY:*

- 1. To carry on the business of manufacturers, assemblers, dealers and importers and exporters and merchants, distributors, stockists and agents for and buyers of bicycles, tricycles, motor cars, motor cycles, motor-propelled cycles, scooters, engines of all kinds and vehicles and rolling stock of every description and of spare parts and components thereof and parts allied thereto and generally all sorts of tubes and tubular goods and steel and metal goods and to assemble, repair, improve, alter and otherwise prepare for the market all of the said goods.*
- 2. To manufacture, sell, trade and otherwise deal in electrically or otherwise powered scooters, motorcycles, cycles, cars and vehicles of all description including their parts, components, spares and accessories thereof.*
- 3. To establish retail network or otherwise engage in the business of manufacture, sale, trade, providing service and/or otherwise deal in all types of sports, adventure, fitness, leisure and health products, equipment and accessories including kits, gears, instruments, ancillaries, appliances, apparels, foot wears, toys, mobility products, apparatus and articles of every description.*
- 4. To carry on the business of manufacturers, assemblers, dealers, importers, exporters, merchants, distributors and stockists of tubes and tubular goods made of steel and of any other metals and of plastics and of synthetic materials and of all kinds and materials and tubes and tubular goods for engineering, aircraft and ship building industries, cycle and automobile tubing of all kinds including precision, mechanical and pressure, flush and sanitary pipes, furniture tubes, pressure vessels, headers, steel drums, steel gas cylinders, locomotives, boiler tubes, transformer tubes, conduits and tubes of all kinds and materials for military and defence purposes.*



5. *To act as consulting engineers, consultants, and advisers in structural/civil/design engineering, to undertake projects involving use of tubes and metal sections of turnkey basis and to carry on business of manufacturers, assemblers, erectors, builders and as dealers, importers, exporters, merchants, agents, distributors and stockists of metal sections of every description, machines, gland packings and mechanical seals, heat exchanger packings, ferrules, fittings, controlled tube expander equipment, mouldings and fabrications in Fluon and Teflon (P.T.F.E.), cold rolled metal sections, manipulated components and fabricated assemblies of every description for engineering, building, transport, aircraft, material handling, power transmission and ship building, railcars and bus body frames, prefabricated buildings, furniture, vehicle seating, paints, traffic signs and metal sports goods.*
6. *To carry on the business of manufacturers, assemblers, engineering and constructional contractors, body builders and fitters of vehicles, cars, buses and lorries and contractors and builders of any vehicles, machinery and factories in the construction of which tubes or tubular materials or metal sections are used or incorporated.*
7. *To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal with, tubes and tubular goods and metal sections and goods in the manufacture or construction of which tubes or tubular goods of any kind or material or metal sections are used.*
8. *To carry on business as manufacturers, assemblers, dealers, importers, exporters and merchants, agents and distributors of saddles and seats for cycles and for any kind of vehicles to which saddles and seats are fitted and all accessories and components thereof.*
9. *To carry on business as manufacturers, dealers, importers, exporters, merchants, agents and distributors of cycle chains, motor cycle chains, agricultural chains, industrial chains, roller chains and chains of all description, sprockets and all power transmission related products and auto components.*

It shall be deemed that the members of the Resulting Company have also resolved and accorded all relevant consents under Section 13 of the Companies Act, 2013. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 13 of the Companies Act,





2013 for the amendments of the Memorandum of Association of the Resulting Company.

## **19. AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE DEMERGED COMPANY**

19.1 Upon coming into effect of the Scheme, the following Clauses shall be inserted as Clauses no. 1 to 5 in place of the existing Clauses no. 1 to 16 of the Object Clause of the Memorandum of Association of the Demerged Company:

1. *To carry on the business of an investment company in all its branches and without prejudice to generality of the foregoing to buy in and to invest in, acquire, sell, transfer, underwrite, subscribe for, hold and otherwise deal in and invest in any shares, bonds, stocks, obligations issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Sovereign Commissioners, Central or Provincial public body or authority supreme, municipal, local or otherwise whether in India or elsewhere and to promote, form or acquire any Company and to take, purchase or acquire shares or interest in any company and to transfer to any such company property of this company either out of its own funds or out of funds that it might borrow.*
2. *To invest the funds of the Company in various schemes of Mutual Funds, Asset Management Companies, Government securities and bonds, instruments of financial institutions, banks, Reserve Bank of India, any Foreign government or Foreign Banks or Foreign Authorities or public bodies, hold or resell metal, bullion, gold and silver articles, diamonds,*



*precious stones, ornaments, jewellery, paintings, coins, manuscripts, objects of art, land and building.*

3. *To carry on and become engaged in financial, monetary and other business transactions that are usually and commonly carried on by commercial Financing houses, Shroffs, Credit Corporations, Merchants, Factory, Trade and General Financiers and Capitalists.*
4. *To finance industrial and financial enterprises and to promote Companies engaged in industrial, financial and trading businesses.*
5. *To manage investment pools, mutual funds, syndicates in shares, stocks, securities, finance and real estate.*

19.2 The existing Clauses 17 to 50 of the Object Clause of the Demerged Company be renumbered as Clauses 6 to 41.

19.3 It shall be deemed that the members of the Demerged Company have also resolved and accorded all relevant consents under Section 13 of the Companies Act, 2013. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 13 of the Companies Act, 2013 for the amendments of the Memorandum of Association of the Demerged Company.

### **PART C**

### **DEALS WITH THE REDUCTION OF EQUITY SHARE CAPITAL OF THE DEMERGED COMPANY**



## 20. Reduction of Face Value of Equity Shares in the Demerged Company

20.1 The authorized capital of the Demerged Company is 21,50,00,000 (Twenty One Crores and Fifty Lakh) equity shares of Rs.2 each. Upon coming into effect of the Scheme, the face value of equity share of the Demerged Company shall be reduced from Rs.2 each to Re.1 each. Accordingly, the revised authorized share capital shall be Rs 43,00,00,000 (Forty Three Crores) divided into 43,00,00,000 equity shares of Re.1 each. The first sentence of the revised Clause V of the Memorandum of Association of the Demerged Company would be as under:

*“Authorised Capital of the Company is Rs 43,00,00,000 (Rupees Forty Three Crores) divided into 43,00,00,000 equity shares of Re.1 each.”*

20.2 The issued, subscribed and paid up share capital of Rs 37,48,21,246 (Rupees Thirty Seven Crores Forty Eight Lakhs Twenty One Thousand Two Hundred and Forty Six) consisting of 18,74,10,623 (Eighteen Crores Seventy Four Lakhs Ten Thousand Six Hundred and Twenty Three) equity shares of Rs.2 each fully paid up. Upon coming into effect of the Scheme, the face value of equity share of the Demerged Company shall be reduced from Rs.2 each fully paid up to Re.1 each fully paid up. Accordingly, the issued, subscribed and paid up share capital of the Demerged Company after the Effective Date shall be Rs 18,74,10,623 (Eighteen Crores Seventy Four Lakhs Ten Thousand Six Hundred and Twenty Three) consisting of 18,74,10,623 (Eighteen Crores Seventy Four Lakhs Ten Thousand Six Hundred and Twenty Three) equity shares of Re.1 each fully paid up.

20.3 In respect of any equity shares issued and allotted by the Demerged Company between the date of the approval of the Scheme by the Board of Directors of



the Demerged Company and the Effective Date, the issued, subscribed and paid up capital shall be appropriately increased. Upon the Scheme coming into effect, in respect of equity shares issued and allotted by the Demerged Company between the date of the approval of the Scheme by the Board of Directors of the Demerged Company and Effective Date, the face value of such equity shares shall be reduced from Rs.2 each fully paid up to Re.1 each fully paid up.

- 20.4 The reduction in face value of the equity share of the Demerged Company, as on the Effective Date, shall be, without any application or deed, take place without any payment. To the extent of reduction in face value of equity shares of the Demerged Company, an amount shall be credited to the capital reserve account.
- 20.5 The reduction in face value of equity share of the Demerged Company shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 100 to 103 of the Companies Act, 1956 and the Order of the High Court sanctioning the Scheme shall be deemed to be also the Order under Section 102 of the Act for the purpose of confirming the reduction of capital. The reduction would not involve payment of paid-up share capital and the provisions of Section 101 of the Act will not be applicable. Notwithstanding the reduction in the equity share capital of the Demerged Company, the Demerged Company shall not be required to add "And Reduced" as suffix to its name.
- 20.6 Consequently, the Memorandum and Articles of Association of the Demerged Company (relating to the capital Clause) shall, without any further act, instrument or deed, be and stand altered, modified, amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under



Sections 13, 14 and 61 of the Companies Act, 2013 read with Section 394 of the Act and other applicable provisions of the Act would be required to be separately passed.

**PART D**  
**GENERAL TERMS AND CONDITIONS**

**21. APPLICATION TO HIGH COURT OF JUDICATURE AT MADRAS**

The Demerged Company and the Resulting Company shall with all reasonable dispatch make all necessary applications under Sections 391 to 394 read with Sections 100-103 of the Act and other applicable provisions of the Act to the High Court for seeking approval of the Scheme.

**22. MODIFICATION OR AMENDMENTS TO THE SCHEME**

Subject to approval of High Court, the Demerged Company and the Resulting Company by their respective Boards of Directors ('the Board', which term shall include Committee thereof), may assent to/make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the Court and/or any other Authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate as a result of subsequent events or otherwise by them (i.e. the Board of Directors). The Demerged Company and the Resulting Company by their respective Board are authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme, whether by reason of any directive or



Orders of any other authorities or otherwise howsoever, arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

## **23. CONDITIONALITY OF THE SCHEME**

This Scheme is and shall be conditional upon and subject to:

- 23.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Demerged Company and the Resulting Company as may be directed by the High Court.
- 23.2 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- 23.3 The sanction of the High Court under Sections 391 to 394 read with Sections 100 to 103 of the said Act in favour of the Demerged Company and the Resulting Company under the said provisions and to the necessary Order under Section 394 of the said Act being obtained.
- 23.4 Certified or authenticated copy of the Order of the High Court sanctioning the Scheme being filed with the Registrar of Companies, Tamil Nadu at Chennai by the Demerged Company and the Resulting Company.

## **24. EFFECT OF NON-RECEIPT OF APPROVALS**

In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by the High Court or such other competent authority and / or the Order not being passed as aforesaid before December 31, 2017 or within such further



period or periods as may be agreed upon between the Demerged Company and the Resulting Company by their Board of Directors, the Board of Directors of the Demerged Company and the Resulting Company are hereby empowered and authorised to agree to and extend the Scheme from time to time without any limitation), this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

**25. REPEALS AND SAVINGS**

Any matter filed with Registrar of Companies, Regional Director or the Central Government under the Companies Act, 1956, before the notification of the corresponding provisions under The Companies Act, 2013 and not fully addressed at that time shall be concluded by the Registrar of Companies, Regional Director or the Central Government, as the case may be, in terms of the Companies Act, 1956. Any direction or order given by the Hon'ble High Court under the provisions of the Companies Act, 1956 and any act done by the Company based on such directions or order shall be deemed to be in accordance with and consistent with the provisions of The Companies Act, 2013. Accordingly, the provisions of the Companies Act, 2013, shall not apply to acts done by the Company as per direction or order of the Hon'ble High Court sanctioning the Scheme.

**26. COSTS, CHARGES & EXPENSES**

All costs, charges and expenses (including, but not limited to, any taxes and duties, registration charges, etc.) of the Demerged Company and the Resulting



Company, respectively in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/or incidental to the completion of this Scheme shall be borne by the Resulting Company.





## SCHEDULE I

### Indicative List of Immovable Properties of the Manufacturing Business

#### Undertaking

Sl No.	Description of immovable properties	Location
1.	Land and buildings in the village of Ambattur, Tiruvallur District admeasuring 43.24 Acres (aprox).	Survey Nos. 583/2A (1C) and 583/2D (1B)etc in the village of Ambattur, Tiruvallur Dist. Tamil Nadu
2.	Land and building in the village of Ambattur, Tiruvallur District admeasuring 5.92 Acres (aprox).	Survey No 574/2 etcin Ayapakkam Village, Ambattur, TiruvallurDist, Tamil Nadu
3.	Land and building in Sinnar Industrial Area, Nasik admeasuring 35364 sq. meters (Aprox)	Plot No.E-8 in Sinnar Industrial Area, within the village limits of Malegaon and outside the limits of Sinnar Municipal Council, Taluka and Registration Sub-District Nashik., Maharashtra
4.	Lands situate at Perungalathur Village, ArakkonamTk, Vellore Dist in the State of Tamil Nadu. Admeasuring 78.78 Ac aprox.	Survey Nos. 529/1J, 529/1H, 529/1P, 529/1F, 529/1D, 529/1G, 529/1I, 529/2A, 529/2C, 529/2B, 529/2D, 529/1B, 529/1E, 529/1K, 529/1M, 529/1O, 529/1R, 529/1L, 529/1C, 529/1N, 529/1Q (part), 196/5A1, 196/5A3, 196/5A5, 196/5B, 196/5C, 196/5D, 196/5E, 196/5A2, 196/5A4, 201/2B, 201/2C, 201/2D, 201/1B, 201/1C2, 201/1A2, 201/1C1, 196/2A, 196/2C, 196/6C, 196/6A, 196/3 (part), 530/1, 530/2, 530/3, 530/4, 530/5, 530/6 (part), Well in 530/2, 195/1C2, 195/1A3, 195/1B11, 195/1B14, 195/1B7, 195/1B13, 195/1G2, 195/1F (part), 195/1A1 (part), 528/2A, 528/2B, 528/2C, 528/2D



		528/2E, 528/2F, 528/2G, 528/2H, 527/3, 527/5 527/6, 527/8, 527/9, 527/10, 527/13, 527/11 527/14, 527/16, 527/1, Well in 527/1, 196/7 196/8, 201/3A, 195/1A1, 195/1A2, 195/1C1, 195/1C3, 195/1G1, 195/1G3, 195/1K, 195/2, 195/3, 195/4, 195/6, 195/7, 195/1E, 195/1F (part), 195/9 (part), 195/5 (part), 201/2A (part) 195/1B10, 195/1H1, 195/1I, 195/1D, 195/1H2 201/3B, 195/1B6, 195/1B9, 195/1B12, 195/1B15 529/3 (part), 527/15, 527/17, 527/4, 527/7 etc situate at Perungalur Village, Arakkonam Taluk, Vellore District in the State of Tamil Nadu.
5.	Land and Building at Rajpura, in the State of Punjab admeasuring 17.21 Acres aprox	Khasra Nos. 700, 701, 702, 703, 704, 706, 707, 708, 709, 718, 699, 1322/724, 1411/705, 710, 717, 719, 720, 721, 1318/722, 1320/723, 1410/705 in Rajpura in the State of Punjab.
6.	Land and Building at Ambattur Industrial Estate, Ambattur, Chennai in the State of Tamil Nadu admeasuring 1 Acre aprox	Plot No.25 (SP) in Ambattur Industrial Estate, Ambattur, comprised in Survey No. 191 Part, 193 Part and 194 of Mannur Village, Ambatur Taluk, Thiruvallur District i in the State of Tamil Nadu.
7.	Land and building in the village of Paruthipet in Poonamallee Taluk, Avadi, Tiruvallur District admeasuring 108.37 Acres aprox	<b>1. Main Plant</b> Survey Nos. 2, 3/2,3,4,5, 7, 8, 9 Part (Eastern Portion), 10/1 Part (Eastern Portion) 10/2 Part, 10/3, 11, 12/6 Part (Eastern Portion), 12/7 Part (Eastern Portion) 14/3 Part (Eastern Portion), 14/4, 15/1 Part (Eastern portion), 15/2, 15/3 Part (Eastern portion) 23 Part (Eastern portion), 23 part (in the middle, a small bit on the eastern



		<p>side), 720/3 Part (Eastern portion), 738, etc in Registration District of South Chennai – Tiruvallur District in the State of Tamil Nadu</p> <p><b>2. Paruthipet Village</b>  (a) Survey Nos.3/1, 4, 5 and 6 etc in Paruthipattu Village, Tiruvallur District, in Tamil Nadu  (b) Survey Nos.636/1, 636/2A, 636/2B and 640 etc in Paruthipet Village, Tiruvallur District in Tamil Nadu admeasuring 3.24 acres aprox</p> <p><b>3. Sundarasholavam Village</b>  Survey Nos.5 and 6 etc in Sundarasholavam village in Poonamallee Taluk, Tiruvallur District, Tamil Nadu admeasuring 3.92 Acres.</p>
8.	Land and Building at Rajpura, in the State of Punjab admeasuring 51.43 Acres aprox	<p><b>Khasra Nos.</b> 675, 683, 690, 676, 684, 691, 677, 685, 692, 678, 687, 695, 679, 688, 696, 680, 689, 697, 681, 694, 698, 682, 1494/686, 1495/693, 1493/686, 1496/693, 671, 673/1, 673/2, 1491/1399, 1492/1399, 1491/1399/670, 743 to 757, 84 to 88 and 90; 504,505 &amp; 508, 609 to 613, 631, 636 to 638, 642 to 647, 650 to 660, 666, 667. 672, 682, 734, 759 to 767, 769 * 770, 773 to 777, 1332/768, 1334/771, 1336/772, 1395/668,1444/633, 1445/633, 1446/633, 1483/1310, 1484/1310, 1486/648, 1487/649</p> <p><b>10</b> 1489/1397, 1490/1396, 1565/575, 1568/576, 492/1, 504/1, 650/2, 651/1, 734/681/89, \735/681, 1485, 1441 in Rajpura, in Punjab</p>
9.	Land and building in Industrial Area, Focal Point, Mohali (SAS Nagar), Punjab admeasuring 8.88 acres aprox	Plot No.A-16 and A-17 Industrial Area, Focal Point, Phase VI, Mohali (SAS Nagar) Ropar District, Punjab
10.	Land and Building in Shirwal Post, Khandala Tk, in	Gutt No.1362, 1359, 1358, 1361, 1365, 1364, 1392, 1360, 1393, 1392 et in



	Maharashtra State admeasuring 8 Hec 17 Ar aprox	Shirwal Village, KhandalaTk, Sata Dist in the State of Maharashtra
11.	Land and building in IMT Manesar in the State of Haryana admeasuring 4 Acres aprox	Plot No.85-86 at IMT Manesar, Sector 8 , Industrial Estate in the State of Haryana.
12.	Land and Building at Ponpadi Village, Thirutani in Tamil Nadu admeasuring 62.44 Acres aprox	Survey Nos. 150/2 (Part), 150/2B (Part), 150/3 (part), 164/3, 163/3A, 163/4, 180/11, 163/1, 162/7, 164/4A, 164/5A, 164/4B, 164/5B, 161/7, (part), 162/4, 152/3, 152/5, 152/1 (part),152/6, 149/5, 152/1 (part), 163/2, 165/4, 165/12, 162/1B, 150/4, 165/9, 151/6, 152/10, 151/7, 152/9, 165/8, 152/1, 162/1C (part), 162/2, 162/3, 164/2, 164/1, 165/10, 165/11, 178/3, 180/2, 180/4, 182/13, 163/3B, 165/3, 166/1A, 166/1B, 166/2, 166/4, 167/2, 161/8, 162/6, 182/6, 180/3, 182/7, 182/12, 182/11, 163/6, 164/7, 180/1, 182/4, 182/5, 165/6, 178/1, 152/1, 152/2, 181/4, 180/7, 185/12, 180/6, 182/10, 162/5, 152/7, 152/8, 176/11, 177/6, 177/10, 179/1, 177/2, 178/2, 181/6, 181/12, 164/8,164/9, 172/1 Part, 179/3, 180/9, 181/11, 177/11, 177/4, 182/1, 152/4 part, 177/3, 177/8B, 180/10, 182/8, 179/4, 182/3, 181/10, 165/2, 181/1, 185/11, 166/3, 174/1, 174/4, 178/15, 181/5, 181/9, 180/5, 181/7, 178/7, 178/8, 178/9, 178/10, 178/11, 178/12, 178/13, 178/16, 178/17, 178/18, 180/12, 180/13,178/4, 178/5, 178/6, 180/8, 174/2, 174/3, 174/5, 178/14, 179/10, 173/1, 182/8, 179/2, 179/5, 182/9, 177/5, 181/8, 179/6, 178/19, 178/20, 182/2, 164/6, 183/7 Part, 183/8, 179/7, 179/8, 179/11, 179/12, 175/6, 176/12, 185/10, 181/2, 181/3, 177/8A, 162/1B, 164/1, 152/4, 163/5, 177/7, 177/9, 149/2A, 149/2B, 149/3, 149/4A, 149/4B, 167/1, 165/1, 165/5, 165/7, 152/11etc.,sitated in Ponpadi Village, ThirutaniTaluk, ThiruvallurDist, sub-



		registration District Thirutani in the State of Tamil Nadu.
13.	Land and buildings in the village of Ambattur, Tiruvallur District admeasuring 38.51 Acres (aprox).	Survey Nos. 256, 268/2A, 284, 261, 262 257, 574, 260, 268/2B, 269/1, 270, 279, 258, 259, 263, 271/2, 272/1, 272/2A, 272/2B, 273, 271/1, 265, 267/2, 267/3, 264, 266, 267/1, 269/2, 268/1, 277/1 etc in Ambattur Village, Chenglepet Dist, Tamil Nadu.
14.	Land and building in Khazipally Village, NaraspurTq., Medak District in the State of Andhra Pradesh admgeasuring 30 Acres Aprox	Survey Nos. 180/6, 180/4, 180/5 etc., situated at Kazhipally Village, NaraspurTq., Medak Districtm under Gram Panchayat Kazipally, Registration Dist Sangareddy, Sub-District Naraspur in the State of Andhra Pradesh.
15.	Land and Building at Ganganouli, Laskar, in the State of Uttarakhand admesuring 60244 Sq. Mtrs	Khasra Nos. 230 & 231, 225/1, 229, 236/1 & 2, 237 & 238, 244 and 246 in Gangnouli Village, Tehsil, Laksar, Haridwar, Uttarakhand
16.	Land and Building in Thinnanore Village, TiruvallurDist, in the State of Tamil Nadu admeasuring Aprox 20.09 Acr	Survey Nos. 183, 185, 186/1, 186/2, 187/1, 187/2, 189, 190, 192/2, 192/3, 182/1, 182/2, 184, 188 and 192/1 etc in Nemilicherry Vilage within the Registration Dist of Tiruvallur in the State of Tamll Nadu.
17.	Land and building in Industrial Estate, Kakkalur in TiruvallurTk, in the State of Tamil Nadu admeasuring 5.58 Ac Arox	Plot Nos.G78, G79, G92, G93, G80, G81, G82, G90 & G91 in the Industrial Estate, Kakkalur comprised inS.F. No.497/1 & 497/2 of Thannerkulam Vilage and 72 pt, 73 pt, 78 pt, 82 pt, 83 pt, 84 pt and 85 ot Putlur Village Tiruvalur Tk, in the State of Tamil Nadu.
18.	Land and Building in Industrial Model Township, Bawal in the State of Haryana admeasuring 19088.65 sq. met	Plot No.245, Phase – I, Sector -3 in Industrial Model Township, BawalDist, in Rewari District in the State of Hararyana.



19.	Land and Building in Industrial Estate, Kakkalur, ThiruvallurTk, in the State of Tamil Nadu admeasuring 0.9884 Ac	Plot No. DP- G49, in Survey No. 496 part, 497 Part and 83 part in Industrial Estate, in ThanneerkulamPutlur Village, ThiruvallurDist in the State of Tamil Nadu.
20.	Land and Building at Sablewadi, TalukKhed, Dist Pune in the State of Maharashtra admeasuring 2 Hr and 63 Are Aprox	Gat No.1662 at Village Sablewadi, Tak: Khed, Dist Pune in the State of Maharashtra
21.	Land and Building at Ganganouli, Laskar, in the State of Uttarakhand, admeasuring 61255 Aprox	Khasra Nos. 222 and 227, 225/1, 229, 236/1 & 2, 237 & 238, 244 and 246 in in Gangnoui Village, Tehsil, Laksar, Haridwar, Uttarakhand
22.	Land and Building in Ashirwad Apartments, Vadodara in the State of Gujarat admeasuring 1239 sq. ftaprox.	Flat No.4, Ashirwad Apartment, Anand Society, Behind Express Hotel, Vadodara comprised in R.S. No.550/2and City Survey No.2109.
23.	Flat No.302 of Type C, in VasantVihar in Thane Dist in the State of Maharashtra admeasuring 56.03 sqmts	Flat No.302 of the Type C of carpet area admeasuring 56.03 sq mts on 3 <sup>rd</sup> floor in Building No.18 in the land situated on 2 <sup>nd</sup> Pokhran Road, Vilage Majiwade, Thane
24.	Flat No.10, in Gagandeep in Gariahat Road, Calcutta admeasuring 1600 sqaprox.	Flat No.10 in Gagandeep Apartments In PremisesNo.50B, Gariahat Road, Calcutta
25.	4 Flats in Centralis Apartments, ABM Avenue, RA Puram, Chennai in the State of Tamil Nadu admeasuring 11203 sq, ft	Flat Nos.3B, 3C, 4A and 4C in Centralis Apartment, ABM Avenue, RA Puram, Chennai in the State of Tamil Nadu.
26.	One Flat in The Marol Co-op. Hsg. Society Limited, Chandra Niwas Building, Flat No.B-23, AndheriKurla Road, Andheri (E), Mumbai 400059 admeasuring 330 sq. ftaprox	Flat No.23-B in Marol Co-op. Hsg. Society Limited, Chandra Niwas Building, AndheriKurla Road, Andheri (E), Mumbai 400059



27.	Private Plot at Dhanot Village, Kalol Tk, Gandhinagar, Gujarat admeasuring 1625.75 sqmtrs	Part of Consolidated Block No.165 of Mouje Dhanot of KalolTk, Gandhi Nagar, Gujarat
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**Tube Investments of India Ltd.**

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India  
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404  
Website: www.tiindia.com CIN: L35921TN1949PLC002905

November 3, 2016

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited, P.J. Towers, Dalal Street,  
Mumbai – 400 001  
**BSE Scrip Code: 504973**

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) for the proposed Scheme of Arrangement between Tube Investments of India Limited (“TIIL” or “the Demerged Company”) and TI Financial Holdings Limited (“TIFHL” or “the Resulting Company”) and their respective shareholders (“Scheme” or “the Scheme”)**

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme of Arrangement to be presented to any court or tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / 2013, the Rules, Regulations and Guidelines made under these Acts, and the provisions as explained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the Company to the shareholders u/s 393 of the Companies Act, 1956, it shall disclose:
  - i) The pre and post Arrangement (expected) capital structure and shareholding pattern;
  - ii) The “fairness opinion” obtained from an Independent merchant banker on Share Entitlement done by the Valuer for the Company and unlisted company;
  - iii) The Complaints Report as per Annexure III of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (“SEBI Scheme Circular”); and
  - iv) The observation letter issued by the Stock Exchange.
- c) The draft Scheme of Arrangement together with all documents mentioned in Para I(A)(7)(a) of Annexure I of the SEBI Scheme Circular, has been disseminated on Company’s website as per Website link given hereunder:

**<http://www.tiindia.com/>**

- d) The Company shall disclose the observation letter of the Stock Exchange on its website within 24 hours of receiving the same.



**murugappa**





- e) The Company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it – **Not applicable**
- f) The documents filed by the Company with the Exchanges are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies and SEBI, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted Resulting Company from the one given in the draft scheme of Arrangement.

**For Tube Investments of India Limited**

**S Suresh**

**Company Secretary**



**murugappa**

D

**SSPA & CO.**

*Chartered Accountants*

1st Floor, " Arjun", Plot No. 6 A,  
V. P. Road, Andheri (W),  
Mumbai - 400 058. INDIA.

Tel. : 91 (22) 2670 4376

91 (22) 2670 3682

Fax : 91 (22) 2670 3916

Website : [www.sspa.in](http://www.sspa.in)

**STRICTLY PRIVATE & CONFIDENTIAL**

November 03, 2016

**The Board of Directors**  
**Tube Investments of India Limited**  
Dare House, No 234,  
N S C Bose Road,  
Chennai, Tamil Nadu – 600 001

**The Board of Directors**  
**TI Financial Holdings Limited**  
Dare House, No 234,  
N S C Bose Road,  
Chennai, Tamil Nadu – 600 001

**Re: Share Entitlement Ratio Report for proposed demerger of "Manufacturing Business Undertaking" of Tube Investments of India Limited into TI Financial Holdings Limited**

Dear Sirs,

We have been requested by the management of Tube Investments of India Limited (hereinafter referred to as "TIIL") and TI Financial Holdings Limited (hereinafter referred to as "TIFHL"), (collectively referred to as "Companies") to issue share entitlement ratio report for issue of equity shares of TIFHL, in connection with proposed demerger of "Manufacturing Business Undertaking" of TIIL into TIFHL.

**1. BACKGROUND**

**1.1 TUBE INVESTMENTS OF INDIA LIMITED**

1.1.1 TIIL, a flagship company of the Murugappa Group and is engaged in multiple businesses broadly classified into the following categories:

- Manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for automobile sector and industrial applications, roll-formed sections, other metal formed products, industrial gears, designing and manufacturing of dies alongwith investments in Shanthi Gears Limited, Financiere C10 SAS, SEDIS Co. Limited, etc. ("Manufacturing Business Undertaking").
- TIIL is also engaged in financial services business through subsidiaries, joint ventures, associates viz. Non-Banking Financial Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business (through



Cholamandalam MS General Insurance Company Limited) (“Financial Services Business”).

1.1.2 The equity shares of TIL are listed on BSE Limited and National Stock Exchange of India Limited.

## **1.2 TI FINANCIAL HOLDINGS LIMITED**

1.2.1 TIFHL is a wholly owned subsidiary of TIL.

1.2.2 The existing share capital of TIFHL will be cancelled on proposed demerger.

1.3 The management of TIL is considering demerger of its “Manufacturing Business Undertaking” into TIFHL with effect from Appointed Date of April 1, 2016.

1.4 We have been informed that the Manufacturing Business Undertaking will be transferred to TIFHL and in consideration, equity shares of TIFHL would be issued to the equity shareholders of TIL.

## **2. SOURCES OF INFORMATION**

For the purposes of this exercise, we have relied upon the following sources of information:

- (a) Management Certified provisional position of assets and liabilities of “Manufacturing Business Undertaking” of TIL as on April 1, 2016 prepared in compliance with section 2(19AA) of the Income Tax Act.
- (b) Current and proposed shareholding pattern of TIFHL.
- (c) Such other information and explanations as we required and which have been provided by the management of TIL and TIFHL.

## **3. LIMITATIONS & EXCLUSIONS**

3.1 Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

3.2 Our report is not nor should it be construed as our opining or certifying the compliance of the proposed Demerger of “Manufacturing Business Undertaking” of TIL with the provisions of any law including companies, RBI, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed Demerger.



- 3.3 The information contained herein and our report is intended only for the sole use and information of the Companies, and only in connection with the proposed demerger as aforesaid including for the purpose of obtaining requisite approvals. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed demerger as aforesaid, can be done only with our prior permission in writing.
- 3.4 No investigation on the Companies claims to title of assets has been made for the purpose of this report and their claim to such rights has been assumed to be valid. Therefore, no responsibility is assumed for matters of a legal nature.
- 3.5 We have not carried out audit of the information provided for the purpose of this engagement. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.
- 3.6 Our work does not constitute certification of the historical financial statements including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report. Our analysis and results are specific to the purpose of this report as per agreed terms of our engagement. It may not be valid or used for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- 3.7 Any third person/party intending to provide finance/invest in the shares/businesses of any of the Companies / Manufacturing Business Undertaking, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 3.8 This report is prepared only in connection with the proposed demerger and transfer exclusively for the use of the Companies and for submission to any regulatory/statutory authority as may be required under any law.
- 3.9 SSPA & Co., nor its partners, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which this report is being issued. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in this report.



**4. BASIS FOR DETERMINATION OF RATIO**

- 4.1 The management of the Companies are proposing to issue equity shares in the ratio of **1 (One)** equity share of INR 1 each fully paid up of TIFHL for every **1 (One)** existing equity share of TIIL of INR 2 each fully paid up.
- 4.2 We understand from the Management that for the proposed demerger of “Manufacturing Business Undertaking” of TIIL into TIFHL, the ratio of allotment of equity shares in TIFHL is decided based on the Management desired capital structure of TIFHL and avoiding fractional entitlement in the hands of the shareholders.

**5. CONCLUSION**

- 5.1 Based on the above, a ratio of **1 (One)** equity share of INR 1 each fully paid up of TIFHL for every **1 (One)** existing equity share of TIIL of INR 2 each fully paid up to equity shareholders of TIIL in consideration for the demerger of “Manufacturing Business Undertaking” would be fair and reasonable, considering that all the shareholders of TIIL are and will, upon demerger, be the ultimate beneficial owners of TIFHL in the same ratio (inter se) as they hold shares in TIIL.

Thank you,  
Yours faithfully,

SSPA & Co



**SSPA & CO.**  
**Chartered Accountants**  
Firm Registration Number: 128851W

Place: Chennai



**Report of the Audit Committee of Tube Investments of India Limited recommending the draft Scheme of Arrangement between Tube Investments of India Limited (“TIIL” or “the Demerged Company”) and TI Financial Holdings Limited (“TIFHL” or “the Resulting Company”) and their respective shareholders**

---

Date & Time of the Audit Committee meeting : November 3, 2016 – 10:45 a.m.

Venue of the Audit Committee meeting : Dare House, 234 NSC Bose Road,  
Chennai – 600 001

Audit Committee Members Present : Mr. S Sandilya, Chairman  
Mr. Pradeep V Bhide, Member  
Mr. C K Sharma, Member  
Mr. N Srinivasan, Member

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1. In accordance with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) read with Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (“SEBI Scheme Circular) SEBI has, amongst other requirements, sought a report from the Audit Committee of the Listed Companies recommending the draft Scheme of Arrangement (“Demerger”) after taking into consideration, inter alia, Share Entitlement Report.
  2. The Audit Committee of Tube Investments of India Limited (“TIIL” or “the Company” or “the Demerged Company”) at its meeting held on November 3, 2016 examined the draft Scheme of Arrangement between Tube Investments of India Limited (“TIIL” or “the Demerged Company”) and TI Financial Holdings Limited (“TIFHL” or “the Resulting Company”) and their respective shareholders (“the Scheme”) with effect from April 1, 2016 (the “Appointed Date”).
  3. The Audit Committee *inter alia* has taken into consideration, the Share Entitlement Report dated November 3, 2016 issued by M/s SSPA & Co., Chartered Accountants, recommending the Share Entitlement Ratio for the demerger of Manufacturing Business Undertaking from TIIL, on a going concern basis, into TIFHL and the Fairness Opinion dated November 3, 2016 issued by M/s Axis Capital Limited, Merchant Banker.
  4. The Audit Committee notes that upon the Scheme becoming effective, the percentage beneficial ownership of the shareholders of the Company in the paid up equity share capital of the Resulting Company would be identical to their beneficial shareholding in the Company. Accordingly, the determination of the share entitlement ratio would be value neutral to the shareholders of the Company. The Audit Committee also notes that the draft Scheme does not adversely affect any of the rights of the shareholders or employees or creditors of the Company.
  5. In our opinion, the above Share Entitlement Ratio is fair and reasonable.
-



6. The Audit Committee based on the information given below, its observation and the discussion do hereby unanimously recommend the Scheme for favorable consideration by the Board of Directors, Stock Exchange(s) and Securities Exchange Board of India:
- a) Draft Scheme of Arrangement of Demerger, duly initialed by the Company Secretary for the purpose of identification.
  - b) Certificate of M/s. S.R. Batliboi & Associates, LLP, Independent Auditors regarding the accounting treatment.
  - c) Share Entitlement Ratio Report from M/s SSPA & Co., Chartered Accountants dated November 3, 2016, Chartered Accountants pursuant to applicable SEBI (LODR) Regulations, 2015 read with SEBI Scheme Circular.
  - d) Fairness Opinion dated November 3, 2016 issued by M/s Axis Capital Ltd, Merchant Banker, certifying the Share Entitlement Ratio.

**For and on behalf of the Audit Committee of Tube Investments of India Limited**

**Chairman, Audit Committee**

Date: November 3, 2016  
Place: Chennai

November 3, 2016

To,

**The Board of Directors,**

Tube Investments of India Limited  
Dare House, No 234, N S C Bose Road,  
Chennai, Tamil Nadu - 600 001

**Dear Members of the Board,**

We Axis Capital Ltd ("We" or "AXIS") understand that the Board of Directors (the "Board") of Tube Investments of India Limited, a public limited company incorporated in India under the Companies Act, 1956 ("Demerged Company" or "TIIL") is considering a demerger of the Manufacturing Business Undertaking, as defined below, ("Demerged Undertaking") into TI Financial Holding Limited ("Resulting Company" or "TIFHL") through a Scheme of arrangement presented pursuant to the provisions of Sections 391-394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 (the "Scheme").

TIIL, a flagship company of the Murugappa group, is engaged in multiple businesses broadly classified into the following categories:

- Manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for automobile sector and industrial applications, roll-formed sections and other metal formed products, industrial gears, designing and manufacturing of dies. The manufacturing business is also carried out through subsidiaries (Shanthi Gears Limited, Financiere C10 SAS, SEDIS Co Limited etc.). (TIIL's entire manufacturing business collectively hereinafter referred to as the "Manufacturing Business Undertaking").
- TIIL is also engaged in financial services business through subsidiaries, joint ventures, associates viz non-banking financial business (through Cholamandalam Investment and Finance Company Limited), insurance (through Cholamandalam MS General Insurance Company Limited) and risk consultancy business (through Cholamandalam MS Risk Services Limited ) ("Financial Services Business").

TI Financial Holdings Limited is a wholly owned subsidiary of TIIL.

**Axis Capital Limited (Erstwhile "Axis Securities and Sales Limited")**

SEBI Merchant Banker Regn No.:MB/INM000012029 Member Of: BSE Ltd. & National Stock Exchange of India Ltd., Mumbai.  
CIN No. U51900MH2005PLC157853

Regd. Office: Axis House, 8th Floor, Wadia International Centre, P. B. Marg, Worli, Mumbai – 400 025 &

Corp. Office: Axis House, C-2, Wadia International Centre, P.B. Marg, Worli, Mumbai – 400 025.

Tel.: (022) 4325 1199, Fax No. (022) 4325 3000, Website: www.axiscapital.co.in



In order to segregate the manufacturing business and financial services business, the management intends to demerge the Manufacturing Business Undertaking on a going concern basis into the Resulting Company with a mirror image shareholding as the Demerged Company.

For the demerger of the Demerged Undertaking of the Demerged Company into Resulting Company, the proposed Scheme involves issuance to every shareholder of TIIL as on the Record Date (as defined in the Scheme)

*“one new equity share of par value of Rs. 1/- of Resulting Company for every one equity share of par value of Rs. 2/- held in TIIL” (hereinafter referred to as the “Share Entitlement Ratio”)*

Further, TIIL’s current shareholding in the Resulting Company would stand cancelled pursuant to the Scheme. Accordingly, equity shareholders of TIIL would continue to remain its shareholders, and also become shareholders of Resulting Company. The resulting pro rata shareholding of an equity shareholder of TIIL in the Resulting Company, pursuant to the proposed Scheme would be a mirror image of the existing shareholding pattern of the Demerged Company (pre-demerger) as new shares in Resulting Company would be issued to the existing shareholders of the Demerged Company in exact proportion to their shareholding in the Demerged Company. As such, no shareholder is either advantaged or disadvantaged by virtue of the Scheme.

TIIL management believes that, the proposed restructuring would result in better and efficient control of the segregated businesses and will promote their individual growth. It would also result in

- greater administrative efficiency;
- operational rationalization, organization efficiency and optimum utilisation of various resources;
- ability to leverage financial and operational resources of each business; and
- each business would be able to address independent business opportunities, pursue efficient capital allocation and attract different sets of investors, strategic partners, lenders and other stakeholders.

The key features of the Scheme provided to us and relied upon by us for framing this opinion with respect to the Share Entitlement Ratio are as under:

1. Upon the Scheme becoming effective from the Appointed Date (as defined in the Scheme), the Demerged Undertaking (including all the estate, assets, rights, claims, title, interest and authorities including accretions and appurtenances of the Demerged Undertaking) of the Demerged Company shall stand transferred to and be vested in or deemed to have been transferred to or vested in at book value, as a going concern, into the Resulting Company



2. As consideration for the transfer, equity shares in the Resulting Company shall be issued to the equity shareholders of the Demerged Company
3. All the Shareholders of the Demerged Company shall become shareholders of the Resulting Company on the record date (as defined in the Scheme)
4. Every equity shareholder of the Demerged Company shall receive 1 (One) equity share of Rupees One each of the Resulting Company for every 1 (One) equity share he/she/it holds in the Demerged Company as on the Record date for the implementation of the Scheme
5. The face value of equity share of the Demerged Company shall be reduced from Rs 2 each fully paid up to Re 1 each fully paid up
6. Upon sanction of the Scheme, the name of the Resulting Company will stand changed to "Tube Investments of India Limited" and the name of the Demerged Company will stand changed to "TI Financial Holdings Limited"
7. The equity shares of Resulting Company will be listed and admitted to trading on all stock exchanges where the shares of Demerged Company are listed.
8. The appointed date for the demerger of TIIL is April 1, 2016

In connection with the aforesaid, you have requested for our opinion as to the fairness of the Share Entitlement Ratio ("Opinion"), as provided in the share entitlement ratio report dated 3 November, 2016 (the "Report"), issued by SSPA & CO., the independent firm of chartered accountants appointed by TIIL in connection with the Scheme. The scope of our Opinion includes commenting on the fairness of the Share Entitlement Ratio as provided in the Report and not on the fairness or economic rationale of the Scheme per se or the analysis done by SSPA & CO.

In arriving at this Opinion, we have among other things:

- reviewed the Scheme document provided to us by TIIL;
- reviewed the Report provided to us by TIIL;
- reviewed certain relevant publicly available business information relating to the activities of TIIL up to September 30, 2016 including its annual report for 2015-16, as well as its shareholding pattern as on September 30, 2016; and
- Performed such other analysis and studies and considered such other information and factors as we deemed appropriate.

In arriving at our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of the financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with us and have relied upon the assurances of the management of TIIL that they are not aware of any facts or circumstances that would make such information or data inaccurate or misleading in any material respect. We have not reviewed any



financial forecasts relating to the Demerged Company and / or its subsidiaries or the Resulting Company. We have not reviewed any internal management information statements or any non-public reports, and instead, with your consent, have relied upon information that was provided by TIIL as detailed above, for the purposes of this Opinion. We are not experts in the evaluation of litigation or other actual or threatened claims. We have assumed that there are no other contingent liabilities or circumstances that could materially affect the activities including underlying businesses or financial prospects of Demerged Company/Resulting Company other than those disclosed in the information provided. Our work does not constitute an audit, due diligence or certification of historical financial statements including working results of the Demerged / Resulting Company or their activities including underlying businesses referred to in this Opinion. We have not made or been provided with any independent valuation or appraisal of the assets or liabilities (contingent or otherwise) of the Demerged Company or the Resulting Company nor have we conducted any physical inspection of the properties or assets of the Demerged Company or the Resulting Company. In particular, we do not express any opinion as to the value of any asset of the Demerged Company and / or its subsidiaries or the Resulting Company and/ or its subsidiaries, whether at current prices or in the future. No investigation of TIIL's / TIFHL's claim to title of assets has been made for the purpose of the exercise and the companies claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the account. Therefore, no responsibility whatsoever is assumed for matters of a legal nature. We have not evaluated the solvency or fair value of the Demerged Company or the Resulting Company under either the laws of India or any other laws relating to bankruptcy, insolvency or similar matters. We have assumed, with the consent of TIIL, that the Scheme will be consummated in accordance with its terms, without waiver, modification or amendment of any material terms, condition or agreement and that, in the course of obtaining the necessary governmental, judicial, regulatory and other approvals, consents, releases and waivers for the Scheme, no delay, limitation, restriction or condition, including any divestiture requirements or amendments or modifications, will be imposed that would have an adverse effect on the Demerged Company or the Resulting Company or the contemplated benefits of the Scheme. We have also assumed, at the direction of TIIL, that the final Scheme Document as approved by the Hon'ble High Court of Madras will not differ in any material respect from the Scheme document reviewed by us. We have assumed that liquidity in each of the two companies, i.e. the Demerged Company and the Resulting Company, shall be comparable on the completion of the Scheme and that the respective shareholders will be able to divest of their holding in each entity, if they wish, without any restriction. This Opinion is based and issued on the understanding that the Demerged Company and the Resulting Company and their respective subsidiaries have drawn our attention to all the matters, which they are aware of concerning the financial position of the Demerged Company and the Resulting Company and their subsidiaries,



their activities including underlying businesses, and any other matter, which may have an impact on our analysis or our Opinion, on the Share Entitlement Ratio for the proposed Scheme, including any significant changes that have taken place or are likely to take place in the financial position of the Demerged Company and the Resulting Company and their subsidiaries or their activities including underlying businesses subsequent to the proposed appointed date for the proposed Scheme. Further, to avoid factual inaccuracies in our report, as a part of our standard practice, TIIL has been provided an opportunity to review the Opinion (without our final fairness opinion).

We express no view or opinion as to any terms or other aspects of the Scheme other than the Share Entitlement Ratio as provided in the Report to the extent expressly specified herein, including, without limitation, the form or structure of the Scheme. We were not requested to, and we did not, participate in the negotiation of the terms of the Scheme, nor were we requested to, and we did not, provide any advice or service in connection with the Scheme other than the delivery of this Opinion. No opinion or view is expressed with respect to any consideration received in connection with the Scheme by the holders of any other class of securities, creditors or other constituencies of any party. We do not express any opinion as to any tax or other consequences that might arise from the Scheme on the Demerged Company and / or its subsidiaries, Resulting Company and / or its subsidiaries and their respective shareholders, nor does our Opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Demerged Company and the Resulting Company have obtained such advice as they deemed necessary from qualified professionals. In addition, no opinion or view is expressed with respect to the fairness (financial or otherwise) of the amount, nature or any other aspect of any compensation to any of the officers, directors or employees of any party to the Scheme, or class of such persons, relative to the Share Entitlement Ratio. Furthermore, no opinion or view is expressed as to the relative merits of the Scheme in comparison to other strategies or transactions that might be available to TIIL or in which TIIL might engage or as to the underlying business decision of TIIL to proceed with or effect the Scheme. We are not expressing any opinion as to what the value of the equity shares of TIIL actually will be when issued or the prices at which the equity shares of the Demerged Company or the Resulting Company will trade at any time, including following announcement or consummation of the Scheme. In addition, we express no opinion or recommendation as to how any shareholder should vote or act in connection with the Scheme or any related matter.

The Company acknowledges that in connection with the Scheme: (i) AXIS has acted at arm's length at all times, is not an agent of, and owes no fiduciary duties to the Company or any subsidiary or affiliate of the Company or the Company's management, shareholders or creditors or the Board of the Company or any other persons, and (ii) AXIS may have interests that differ from those of the





Company or its Board. The Company waives, on behalf of itself, any of its subsidiaries or affiliates or the Board, to the fullest extent permitted by applicable law, any claims it may have against AXIS arising from any alleged breach of fiduciary duty in connection with the Scheme or otherwise.

We have acted as Merchant Banker to the Board of TIIL solely to render this Opinion and will receive a fee for our services, which is payable upon the rendering of this Opinion. The fee for our services is not contingent upon the results of the proposed demerger. In addition, TIIL has agreed to reimburse our expenses and indemnify us against certain liabilities arising out of our engagement. In no event shall AXIS be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful default on the part of TIIL, their directors, employees or agents and / or its subsidiaries or the Resulting Company and / or their subsidiaries, their directors, employees or agents. In no circumstances shall the liability of AXIS, its partners or employees, relating to services provided in connection with this Opinion exceed the amount paid to us in respect of the fees, if any, charged for these services.

We and/or our affiliates are engaged in securities trading, securities brokerage and financing activities, as well as providing investment banking and financial advisory services and products to a wide range of companies, governments and individuals. In the ordinary course of our trading, brokerage and financing activities, we may undertake research analysis and may at any time hold long or short positions, and may trade or otherwise effect transactions, for our own account or the accounts of our customers, in debt or equity securities or senior loans of TIIL or its subsidiaries or affiliates.

We and/or our affiliates in the past have provided, currently are providing, and in the future may provide investment banking and other financial services to TIIL, the promoters of TIIL and other group companies of the promoters of TIIL, and have received or in the future may receive compensation for the rendering of these services. Separately we and/or our affiliates are or may become customers of Demerged Company and/or the Resulting Company.

This Opinion is subject to the laws of India. Further, the Opinion is addressed only to the Board of Directors of TIIL and is for the purpose of submission to the Stock Exchanges under the SEBI Circular. Further, the Opinion may be disclosed on the website of TIIL and the stock exchanges and also be made part of the explanatory statement to be circulated the shareholders and/or creditors of the Company. The Opinion shall not otherwise be disclosed or referred to publicly or to any other third party without our prior written consent.

A handwritten signature in blue ink, appearing to be 'Sudhakar', written over a horizontal line.



In no circumstances however, will AXIS or its directors, officers, employees and controlling persons of AXIS accept any responsibility or liability including any pecuniary or financial liability to any third party.

Further, this Opinion should not be used or quoted for any purpose other than the purpose mentioned hereinabove. If this Opinion is used by any person other than to whom it is addressed or for any purpose other than the purpose stated hereinabove, then we will not be liable for any consequences thereof. Neither this Opinion nor its contents may be referred to or quoted to / by any third party, in any registration statement, prospectus, offering memorandum, annual report, loan agreement or any other agreement or documents given to third parties.

Our Opinion is necessarily based on (i) prevailing financial, economic, and monetary, market and other conditions and circumstances, and (ii) the information made available to us by the Company. It should be understood that subsequent developments may affect this Opinion, and we do not have any obligation to update, revise, or reaffirm this Opinion. Our Opinion is specific to the fairness of Share Entitlement Ratio upon transfer and vesting of the Demerged Undertakings of the Demerged Company into the Resulting Company as contemplated in the Scheme provided to us and is not valid for any other purpose. The issuance of this Opinion was approved in accordance with our internal policies. This Opinion has to be read in totality, and not in parts, in conjunction with the relevant documents referred therein.

Based on our examination of the documents mentioned above including the Scheme and the Report, our discussions with TIIL and other intermediaries as appointed by TIIL in this regard and subject to the foregoing, including the various assumptions and limitations set forth herein, to the best of our knowledge and belief, we are of the opinion on the date hereof that the Share Entitlement Ratio stated in the Scheme and as provided in the Report is fair.

Yours truly,

For **Axis Capital Ltd.**

A handwritten signature in blue ink, appearing to read 'Lalit Ratadia', written over a light blue horizontal line.

**Lalit Ratadia**

**Managing Director**

**Investment Banking**

Pae - Scheme arrangement

**DETAILS OF SHAREHOLDING PATTERN OF TUBE INVESTMENTS OF INDIA LIMITED**

**Shareholding pattern as on 28th October, 2016**

- 1 Name of the Listed Entity TUBE INVESTMENTS OF INDIA LIMITED
- 2 Scrip Code / Name of Scrip / Class of Security TUBEINVEST (NSE); 504973(BSE);
- 3 Shareholding pattern filed under: Regulation 31(1)(a) / Regulation 31(1)(b) / Regulation 31(1)(C) 28th October, 2016
  - a. If under 31(1)(b), then indicate the report for quarter ending

4 Declaration:  
The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	Yes*	No*
1. Whether the Listed Entity has issued any partly paid up shares?		No
2. Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3. Whether the Listed Entity has issued any shares against which Depository Receipts are issued?	Yes	No
4. Whether Listed Entity has any shares in locked-in?		No
5. Whether any shares held by Promoters are pledged or otherwise encumbered?	Yes	

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible securities / Warrants, depository receipts, locked-in shares, No. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



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Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form	
								Class X	Class Y	Total			(XII)	(XIII)			
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	No of Voting Rights			(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	
(A)	Promoter & Promoter Group	67	91433440	0	0	91433440	49.91	0	0	0	0	0	0	0	0	0	0.00
(B)	Public	21486	91042873	0	0	91042873	49.70	0	0	0	0	0	0	0	0	0	0.00
(C)	Non Promoter-Non Public		0	0	0	0	NA	0	0	0	0	0	0	0	0	0	0.00
(C1)	Shares underlying DRS	2	703680	0	0	703680	0.36	0	0	0	0	0	0	0	0	0	0.00
(C2)	Shares held by Employees Trusts	1	0	0	0	0	0.00	0	0	0	0	0	0	0	0	0	0.00
Total:		21550	188179933	0	4230630	187410623	100.00	0	182476313	0	182476313	100.00	0	0	0	0	0.00



*[Handwritten Signature]*



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked In Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class X	Class Y	Total					
	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	
(1)	Indian														
(a)	Individuals/Hindu Undivided Family														
	M. A. M. ARUNACHALAM	55	17809665	0	0	17809665	9.77	17809665	0	0	0	0	0	0	17809665
	M. A. ALAGAPPAN	1	148660	0	0	148660	0.08	148660	0	0	0	0	0	0	148660
	M. M. MURUGAPPAN	1	130660	0	0	130660	0.07	130660	0	0	0	0	0	0	130660
	M. M. MURUGAPPAN	1	277360	0	0	277360	0.15	277360	0	0	0	0	0	0	277360
	M. M. MURUGAPPAN	1	355330	0	0	355330	0.19	355330	0	0	0	0	0	0	355330
	A. VELLAYAN	1	249500	0	0	249500	0.14	249500	0	0	0	0	0	0	249500
	U. MAYAL R.	1	268580	0	0	268580	0.15	268580	0	0	0	0	0	0	268580
	A. VENKATACHALAM	1	251000	0	0	251000	0.14	251000	0	0	0	0	0	0	251000
	A. VENKATACHALAM	1	100000	0	0	100000	0.05	100000	0	0	0	0	0	0	100000
	M. V. SURESH	1	115330	0	0	115330	0.06	115330	0	0	0	0	0	0	115330
	M. A. ALAGAPPAN	1	204000	0	0	204000	0.11	204000	0	0	0	0	0	0	204000
	M. A. ALAGAPPAN	1	42500	0	0	42500	0.02	42500	0	0	0	0	0	0	42500
	M. A. ALAGAPPAN	1	215410	0	0	215410	0.12	215410	0	0	0	0	0	0	215410
	S. VELLAYAN	1	14600	0	0	14600	0.01	14600	0	0	0	0	0	0	14600
	M. A. M. ARUNACHALAM	1	230278	0	0	230278	0.13	230278	0	0	0	0	0	0	230278
	M. A. M. ARUNACHALAM	1	216777	0	0	216777	0.12	216777	0	0	0	0	0	0	216777
	M. A. M. ARUNACHALAM	1	470160	0	0	470160	0.26	470160	0	0	0	0	0	0	470160
	M. A. ALAGAPPAN	1	833090	0	0	833090	0.44	833090	0	0	0	0	0	0	833090
	M. A. ALAGAPPAN	1	158660	0	0	158660	0.09	158660	0	0	0	0	0	0	158660
	M. A. ALAGAPPAN	1	382400	0	0	382400	0.21	382400	0	0	0	0	0	0	382400
	M. V. SURESH	1	718120	0	0	718120	0.39	718120	0	0	0	0	0	0	718120
	M. V. SURESH	1	357660	0	0	357660	0.20	357660	0	0	0	0	0	0	357660
	M. V. SURESH	1	407160	0	0	407160	0.22	407160	0	0	0	0	0	0	407160
	M. V. SURESH	1	345860	0	0	345860	0.19	345860	0	0	0	0	0	0	345860
	M. V. SURESH	1	14500	0	0	14500	0.01	14500	0	0	0	0	0	0	14500
	M. V. SURESH	1	81000	0	0	81000	0.04	81000	0	0	0	0	0	0	81000
	M. V. SURESH	1	287320	0	0	287320	0.16	287320	0	0	0	0	0	0	287320
	M. V. SURESH	1	492350	0	0	492350	0.27	492350	0	0	0	0	0	0	492350
	M. V. SURESH	1	543330	0	0	543330	0.30	543330	0	0	0	0	0	0	543330
	M. V. SURESH	1	154850	0	0	154850	0.08	154850	0	0	0	0	0	0	154850
	M. V. SURESH	1	699715	0	0	699715	0.37	699715	0	0	0	0	0	0	699715
	M. V. SURESH	1	662000	0	0	662000	0.36	662000	0	0	0	0	0	0	662000
	M. V. SURESH	1	941500	0	0	941500	0.51	941500	0	0	0	0	0	0	941500
	M. V. SURESH	1	171200	0	0	171200	0.09	171200	0	0	0	0	0	0	171200
	M. V. SURESH	1	241870	0	0	241870	0.13	241870	0	0	0	0	0	0	241870
	M. V. SURESH	1	579550	0	0	579550	0.31	579550	0	0	0	0	0	0	579550
	M. V. SURESH	1	513610	0	0	513610	0.28	513610	0	0	0	0	0	0	513610
	M. V. SURESH	1	387080	0	0	387080	0.21	387080	0	0	0	0	0	0	387080
	M. V. SURESH	1	281140	0	0	281140	0.15	281140	0	0	0	0	0	0	281140
	M. V. SURESH	1	338990	0	0	338990	0.18	338990	0	0	0	0	0	0	338990
	M. V. SURESH	1	388130	0	0	388130	0.21	388130	0	0	0	0	0	0	388130
	M. V. SURESH	1	198130	0	0	198130	0.11	198130	0	0	0	0	0	0	198130
	M. V. SURESH	1	8500	0	0	8500	0.00	8500	0	0	0	0	0	0	8500
	M. V. SURESH	1	3600	0	0	3600	0.00	3600	0	0	0	0	0	0	3600
	M. V. SURESH	1	398130	0	0	398130	0.22	398130	0	0	0	0	0	0	398130
	M. V. SURESH	1	449630	0	0	449630	0.25	449630	0	0	0	0	0	0	449630
	M. V. SURESH	1	500	0	0	500	0.00	500	0	0	0	0	0	0	500
	M. V. SURESH	1	206740	0	0	206740	0.11	206740	0	0	0	0	0	0	206740
	M. V. SURESH	1	2300	0	0	2300	0.01	2300	0	0	0	0	0	0	2300



Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (iv+vi+vi)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities	No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (VII)(K) As a % of (A+B+C2)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form
	M V MUTHIAH	ANPPIA1621K	1	449590	0	0	449590	0.25	0	0	0.25	0	0	449590
	DHRUV M ARUNACHALAM	ANPFD547D	1	1000	0	0	1000	0.00	0	0	0.00	0	0	1000
	M M SEETHAKASHMI	AUJPS527A	1	319700	0	0	319700	0.17	0	0	0.17	0	0	319700
	PRANAV ALAGAPPAN	BESPP0113C	1	4700	0	0	4700	0.00	0	0	0.00	0	0	4700
	M V SUBRAMANIAN	BKMP57A211	1	23425	0	0	23425	0.01	0	0	0.01	0	0	23425
(b)	Central Government/State Governments/		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(c)	Municipal Institutions/Banks		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(d)	Any Other		12	78623775	0	0	78623775	40.19	30238	0	40.19	0	0	78623775
	AMBAJJI ENTERPRISES LTD	AAKCA63741	1	1058100	0	0	1058100	0.54	0	0	0.54	0	0	1058100
	A M M VELLAYAN SONS P LTD	AAKCA2637P	1	38430	0	0	38430	0.02	0	0	0.02	0	0	38430
	CAROLIN HUMAN UNIVERSAL LIMITED	AAKCA2637P	1	1000	0	0	1000	0.00	0	0	0.00	0	0	1000
	M M MUTHIAH CONCEPTS PRIVATE LTD	AAKCA2637P	1	4200	0	0	4200	0.00	0	0	0.00	0	0	4200
	M M MUTHIAH RESEARCH FOUNDATION	AAKCA2637P	1	280520	0	0	280520	0.13	0	0	0.13	0	0	280520
	ALABU INVESTMENTS PRIVATE LIMITED	AAKCA2637P	1	5636695	0	0	5636695	3.01	0	0	3.01	0	0	5636695
	PRESBET PVT LTD	AAKCA2637P	1	375220	0	0	375220	0.20	0	0	0.20	0	0	375220
	AR JAGJIT MOHI INDUST	AAKCA2637P	1	391510	0	0	391510	0.21	0	0	0.21	0	0	391510
	MURUGANPA HOLDINGS LIMITED	AAKCA2637P	1	64054680	0	0	64054680	34.18	0	0	34.18	0	0	64054680
	MURUGAPPAN HOLDINGS PRIVATE LIMITED	AAKCA2637P	1	509860	0	0	509860	0.27	0	0	0.27	0	0	509860
	MURUGAPPAN EDUCATIONAL AND MEDICAL FOUNDATION	AAKCA2637P	1	726200	0	0	726200	0.40	0	0	0.40	0	0	726200
	M A MURUGAPPAN HOLDINGS PRIVATE LIMITED	AAKCA2637P	1	546860	0	0	546860	0.30	0	0	0.30	0	0	546860
(2)	Sub-Total (A12)		67	91433440	0	0	91433440	48.91	4879	0	48.91	0	0	91433440
(4)	Individuals (Non-Resident Individuals/Foreign		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(5)	Individuals		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(6)	Government		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(7)	Institutions		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(8)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(9)	Any Other		0	0	0	0	0	0.00	0	0	0.00	0	0	0
	Sub-Total (A12)		0	0	0	0	0	0.00	0	0	0.00	0	0	0
	Total Shareholding of Promoter and Promoter Group (A1)+(A12)+(A12)		67	91433440	0	0	91433440	48.91	4879	0	48.91	0	0	91433440



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Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (iv+v+vi)	Shareholding as a % of total no of shares (A+B+C)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form
									Class X	Class Y	Total					
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	
(1)	Institutions															
(2)	Non-Fund															
(3)	Reliance Capital Trustee Co Ltd A/C RELIANCE REGULAR SAVINGS FUND-EQUITY OPTION	AAAT1809A	61	20872571	0	20872571	11.44	0	20872571	0	11.40	0	0.00	NA	20872571	
(4)	UTI-UNIT SCHEME FOR CHARITABLE AND RELIGIOUS TRUSTS AND REGISTERED SOCIETIES	AAAT0009B	2	3098846	0	3098846	1.65	0	3098846	0	1.65	0	0.00	NA	3098846	
(5)	Venture Capital Funds	AAAT1008L	11	3247570	0	3247570	1.73	0	3247570	0	1.73	0	0.00	NA	3247570	
(6)	Alternative Investment Funds		0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(7)	Foreign Venture Capital Investors		0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(8)	Foreign Portfolio Investors		110	24988642	0	24988642	13.33	0	24988642	0	13.33	0	0.00	NA	24988642	
(9)	NATIONAL WESTMINSTER BANK PLC AS DEPOSITORY OF FR	AAABCF015AC	1	1903195	0	1903195	1.04	0	1903195	0	1.04	0	0.00	NA	1903195	
(10)	TOYOTA TSUSHO CORPORATION	AAADCT092RL	1	2700000	0	2700000	1.44	0	2700000	0	1.44	0	0.00	NA	2700000	
(11)	Financial Institutions/Banks		9	917436	0	917436	0.49	0	917436	0	0.56	0	0.00	NA	917436	
(12)	Insurance Companies		2	2936126	0	2936126	1.57	0	2936126	0	1.60	0	0.00	NA	2936126	
(13)	LIFE INSURANCE CORPORATION OF INDIA	AAAC10507H	1	2936046	0	2936046	1.57	0	2936046	0	1.60	0	0.00	NA	2936046	
(14)	Pension Funds/Pension Funds		0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(15)	Any Other		1	22390	0	22390	0.01	0	22390	0	0.01	0	0.00	NA	22390	
(16)	FOREIGN NATIONALS		183	49742165	0	49742165	27.15	0	49742165	0	27.15	0	0.00	NA	49742165	
(17)	Central Government/State Government(s)/President of India		0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(18)	Sub Total (B)(1)		20276	18610980	0	18610980	10.04	0	18610980	0	10.27	0	0.00	NA	17286471	
(19)	Individual shareholders holding nominal share capital		24	6253294	0	6253294	3.41	0	6253294	0	3.41	0	0.00	NA	6253294	
(20)	Individual shareholders holding normal share capital in excess of Rs. 2 lakhs		4	15616	0	15616	0.01	0	15616	0	0.01	0	0.00	NA	15616	
(21)	MFIs/Registered with RBI		0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(22)	Employee Trusts		0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(23)	Overseas Depositories (Holding DRs)(Balancing (гур)		0	0	0	0	0.00	0	0	0	0.00	0	0.00	NA	0	
(24)	Any Other		8	105346	0	105346	0.06	0	105346	0	0.06	0	0.00	NA	100346	
(25)	TRUSTS		357	809564	0	809564	0.43	0	809564	0	0.44	0	0.00	NA	791626	
(26)	NON RESIDENT INDIANS		47	23306	0	23306	0.01	0	23306	0	0.01	0	0.00	NA	23306	
(27)	C.EARNING MEMBERS		338	285141	0	285141	0.15	0	285141	0	0.16	0	0.00	NA	285141	
(28)	NON RESIDENT INDIAN NON REPATRIABLE		465	14996371	0	14996371	8.03	0	14996371	0	8.19	0	0.00	NA	14897271	
(29)	BODIES CORPORATES		1	3448880	0	3448880	1.86	0	3448880	0	1.86	0	0.00	NA	3448880	
(30)	AMBIT PETROLIUMS PVT LIMITED	AAAC00519R	1	4409610	0	4409610	2.41	0	4409610	0	2.41	0	0.00	NA	4409610	
(31)	GANDHEEP CREDIT CAPITAL PVT LTD		21297	41300798	0	41300798	22.04	0	41300798	0	22.55	0	0.00	NA	39714519	
(32)	Sub Total (B)(2)		21480	91042873	0	91042873	48.56	0	91042873	0	49.70	0	0.00	NA	88216274	
(33)	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)															



<b>Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account</b>	
<b>No of Shareholders</b>	<b>No of shares</b>
2013	1820246



*[Handwritten signature]*

*Post scheme arrangement*

**DETAILS OF SHAREHOLDING PATTERN OF TUBE INVESTMENTS OF INDIA LIMITED**

**Shareholding pattern as on 28th October, 2016**

- 1 Name of the Listed Entity TUBE INVESTMENTS OF INDIA LIMITED
- 2 Scrip Code / Name of Scrip / Class of Security TUBEINVEST (NSE); 504973(BSE);
- 3 Shareholding pattern filed under: Regulation 31(1)(a) / Regulation 31(1)(b)/ Regulation 31(1)(C) 28th October, 2016
- a. If under 31(1)(b), then indicate the report for quarter ending

4 Declaration:  
The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	Yes*	No*
1. Whether the Listed Entity has issued any partly paid up shares?		No
2. Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3. Whether the Listed Entity has issued any shares against which Depository Receipts are issued?	Yes	
4. Whether Listed Entity has any shares in locked-in?		No
5. Whether any shares held by Promoters are pledged or otherwise encumbered?	Yes	

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible securities / Warrants, depository receipts, locked-in shares, No. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



*(Signature)*

Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (V)+(VI)+(VII)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities.	No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form
											No.	As a % of total Shares held		
		(II)	(IV)	(V)	(VI)	(VII)	(VIII)	No of Voting Rights		(X)	(XI)	(XII)	(XIII)	(XIV)
								Class X	Class Y	Total	(X)	(XI)	(XII)	(XIII)
(A)	Promoter & Promoter Group	67	91433440	0	0	91433440	49.51	91433440	0	0	49.51	0	0.00	91433440
(B)	Public	21480	91042873	0	0	91042873	49.70	91042873	0	0	49.70	0	0.00	89211674
(C)	Non Promoter Non Public													
(C1)	Shares underlying DPs	2	0	0	4230630	4230630	NA	0	0	0	NA	0	0.00	423400
(C2)	Shares held by Employees Trusts	3	703680	0	0	703680	0.38	0	0	0	0.38	0	0.00	703680
	<b>Total:</b>	<b>21550</b>	<b>163179993</b>	<b>0</b>	<b>4230630</b>	<b>167410623</b>	<b>100.00</b>	<b>162476313</b>	<b>0</b>	<b>182476313</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>185573254</b>



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Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Party paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (iv+vv)	Shareholding as a % of total no of Shares (calculated as 1957 (viii) As a % of (ix+xc2)	Number of Voting Rights held in each class of securities	No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (vii)/(ix+xc2)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
	M V MUTHIAH	AAKPK1691E	1	4495300	0	0	4495300	0.25	4495300	0	0.25	0	0	4495300
	SURUDU M ARUNOCHALAM	AAKPK0462D	1	1000	0	0	1000	0.00	1000	0	0.00	0	0	1000
	M M SETHIHALASHRI	AAKPK0462D	1	319700	0	0	319700	0.17	319700	0	0.17	0	0	319700
	PRANAV ALAGAPPAN	AAKPK0462D	1	4700	0	0	4700	0.00	4700	0	0.00	0	0	4700
	M V SUBRAMANIAN	AAKPK0462D	1	23425	0	0	23425	0.01	23425	0	0.01	0	0	23425
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(c)	Finance Institutions/Banks		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(d)	Any Other		22	7262375	0	0	7262375	40.19	7262375	0	40.19	0	0	7262375
	AAKPK0462D		1	1058200	0	0	1058200	0.58	1058200	0	0.58	0	0	1058200
	AAKPK0462D		1	38450	0	0	38450	0.02	38450	0	0.02	0	0	38450
	AAKPK0462D		1	1000	0	0	1000	0.00	1000	0	0.00	0	0	1000
	AAKPK0462D		1	4700	0	0	4700	0.00	4700	0	0.00	0	0	4700
	AAKPK0462D		1	280920	0	0	280920	0.15	280920	0	0.15	0	0	280920
	AAKPK0462D		1	5636695	0	0	5636695	3.08	5636695	0	3.08	0	0	5636695
	AAKPK0462D		1	375220	0	0	375220	0.21	375220	0	0.21	0	0	375220
	AAKPK0462D		1	391510	0	0	391510	0.21	391510	0	0.21	0	0	391510
	AAKPK0462D		1	64054800	0	0	64054800	34.97	64054800	0	34.97	0	0	64054800
	AAKPK0462D		1	509860	0	0	509860	0.28	509860	0	0.28	0	0	509860
	AAKPK0462D		1	726200	0	0	726200	0.40	726200	0	0.40	0	0	726200
	AAKPK0462D		1	548860	0	0	548860	0.30	548860	0	0.30	0	0	548860
	Sub-Total (A)(1)		67	91433440	0	0	91433440	49.91	91433440	0	49.91	0	0	91433440
(2)	Foreign		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(a)	Individuals (Non-Resident Individuals/Foreign)		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(b)	Individuals		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(c)	Government		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0.00	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0.00	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		67	91433440	0	0	91433440	49.91	91433440	0	49.91	0	0	91433440



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Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (V+V+V)	Shareholding as a % of total no of shares (A+B+C)	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									Class X	Class Y	Total					
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	
(a)	Investitions															
(a)	Mutual Funds															
	WEL FARGEE GAS FUND (BENEF ACCOUNT)	AAAT1H1E9YA	63	20872571	0	0	20872571	11.40	0	0	0	0	0	0.00	NA	20872571
	RELIANCE CAPITAL TRUSTECO LTD A/C RELIANCE REGULAR SAVINGS FUND-EQUITY OPTION	AAAT1D0008B	18	10172590	0	0	10172590	5.43	0	0	0	0	0	0.00	NA	10172590
	UB UNIT SCHEME FOR CHARITABLE AND RELIGIOUS TRUSTS AND REGISTERED SOCIETIES	AAAT11088L	11	3247570	0	0	3247570	1.71	0	0	0	0	0	0.00	NA	3247570
(b)	Venture Capital Funds															
(c)	Alternate Investment Funds															
(d)	Foreign Venture Capital Investors															
(e)	Foreign Portfolio Investors															
	NATIONAL WESTMINSTER BANK PLC AS DEPOSITORY OF	AAAC1D582H	110	24986623	0	0	24986623	13.31	0	0	0	0	0	0.00	NA	24986623
	PIR	AAAC1D582H	1	1903195	0	0	1903195	1.04	0	0	0	0	0	0.00	NA	1903195
	TECORA TRUHO CORPORATION	AAAC1D582H	1	2700000	0	0	2700000	1.47	0	0	0	0	0	0.00	NA	2700000
(f)	Financial Institutions/Banks															
	Life Insurance Companies	AAAC1D582H	9	974836	0	0	974836	0.50	0	0	0	0	0	0.00	NA	974836
(g)	Insurance Companies															
	Life Insurance Corporation of India	AAAC1D582H	2	2936126	0	0	2936126	1.57	0	0	0	0	0	0.00	NA	2936126
(h)	Provident Funds/Trusts															
(i)	Any Other															
	FOREIGN NATIONALS	AAAC1D582H	1	22390	0	0	22390	0.01	0	0	0	0	0	0.00	NA	22390
	Sub Total (B)(1)		183	49742165	0	0	49742165	27.15	0	0	0	0	0	0.00	NA	49742165
(j)	Central Government/State Government/President of India															
	Sub Total (B)(2)															
(k)	Individual shareholders holding nominal share capital up to Rs. 2 lakhs															
	Sub Total (B)(3)															
(l)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs															
(a)	NJ&S, Registered with RBI															
(b)	Employee Trusts															
(c)	Charitable Organizations (Holding 10% (Balancing figure)															
(d)	Any Other															
(e)	Trusts															
	NON RESIDENT INDIANS	AAAC1D582H	357	809654	0	0	809654	0.44	0	0	0	0	0	0.00	NA	809654
	CLEARING MEMBERS	AAAC1D582H	47	23306	0	0	23306	0.01	0	0	0	0	0	0.00	NA	23306
	NON RESIDENT INDIAN NON REPATRIABLE	AAAC1D582H	138	285141	0	0	285141	0.15	0	0	0	0	0	0.00	NA	285141
	BODIES CORPORATES	AAAC1D582H	445	14995771	0	0	14995771	8.02	0	0	0	0	0	0.00	NA	14995771
	AMBIT PETROLEUMS PVT LIMITED	AAAC1D582H	1	3448880	0	0	3448880	1.86	0	0	0	0	0	0.00	NA	3448880
	GAGANDEEP CREDIT CAPITAL PVT LTD	AAAC1D582H	1	4409510	0	0	4409510	2.32	0	0	0	0	0	0.00	NA	4409510
	Sub Total (B)(4)		21197	41300708	0	0	41300708	22.55	0	0	0	0	0	0.00	NA	41300708
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)		21480	91042873	0	0	91042873	49.70	0	0	0	0	0	0.00	NA	91042873



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Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares underlying Depository Receipts	Total No of Shares Held (v+v1+v2)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights			Total as a % of (A+B+C2)	No of Shares underlying Outstanding convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of (A+B+C2))	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									Class X	Class Y	Total						
(1)	Custodian/DR Holder THE BANK OF NEW YORK MELLON Employee Benefit Trust (under SERI/Share based Employee Benefit) Regulations 2014)																
(2)	Total Non Promoter-Non Public Shareholding (C1 + C2) (A+C1)		3	703660	0	423460	492740	2.31	0	0	2.31	0	0	0	0	492740	492740

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Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account	
No of Shareholders	No of shares
2013	1820246



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*Post scheme arrangement*

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**DETAILS OF POST SHAREHOLDING PATTERN OF RESULTING COMPANY - TI FINANCIAL HOLDINGS LTD.**

**Shareholding pattern as on 28th October, 2016**

- 1 Name of the Listed Entity RESULTING COMPANY - TI FINANCIAL HOLDINGS LTD
- 2 Scrip Code / Name of Scrip / Class of Security Listing application will be made
- 3 Shareholding pattern filed under: Regulation 31(1)(a) / Regulation 31(1)(b) / Regulation 31(1)(c) 28th October, 2016
- a. If under 31(1)(b), then indicate the report for quarter ending Not Applicable

4 Declaration:  
The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	Yes*	No*
1. Whether the Listed Entity has issued any partly paid up shares?		
2. Whether the Listed Entity has issued any Convertible Securities or Warrants?		
3. Whether the Listed Entity has issued any shares against which Depository Receipts are issued?		
4. Whether Listed Entity has any shares in locked-in?		
5. Whether any shares held by Promoters are pledged or otherwise encumbered?		

\* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible securities / Warrants, depository receipts, locked-in shares, No. of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.





Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C))	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
								Class X	Class Y	Total					
(I)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	No of Voting Rights			(ix)	(x)	(xi)	(xii)	(xiii)
(A)	Promoter & Promoters Group	67	91433440	0	0	91433440	69.91	91433440	0	51433440	50.11	49.93	0	0	91433440
(B)	Public	21486	91042873	0	0	91042873	69.70	91042873	0	51042873	49.89	49.70	0	0	91042873
(C)	Non Promoter-Non Public	2	0	0	4230630	4230630	NA	0	0	0	0.00	NA	0	0	4230630
(C2)	Shares underlying DRs	1	7036860	0	0	7036860	0.38	0	0	0	0.00	0.38	0	0	7036860
	Total:	21550	183179593	0	4230630	187410623	100.00	182476313	0	182476313	100.00	100.00	0	0	185573254



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Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities	No of Shares Underlying convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)/(X) As a % of (A+B+C2)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
	SOLACHI RAMANATHAN	AGPRE093G	1	8500	0	0	8500	0.00	8500	0	0.00	0	0	8500
	A V NAGALAKSHMI	AHBN0346N	1	3600	0	0	3600	0.00	3600	0	0.00	0	0	3600
	M M MUTHIAH	AHEPM0936C	1	398130	0	0	398130	0.22	398130	0	0.22	0	0	398130
	M V AR MEENAKSHI	AHPMD088Q	1	449630	0	0	449630	0.25	449630	0	0.25	0	0	449630
	A KEERTIKA UNNAMALAI	AJFPC649YM	1	500	0	0	500	0.00	500	0	0.00	0	0	500
	SIGAPU AHUNACHALAM	AJUPS082ZF	1	206740	0	0	206740	0.11	206740	0	0.11	0	0	206740
	V VASANTHA	AMRPV4196R	1	2300	0	0	2300	0.00	2300	0	0.00	0	0	2300
	M V NUTHIAH	ANPPM1691K	1	449590	0	0	449590	0.25	449590	0	0.25	0	0	449590
	DHUVU M ARUNACHALAM	ANYPD9467D	1	1000	0	0	1000	0.00	1000	0	0.00	0	0	1000
	M M SEETHALAKSHMI	AJUPS5627A	1	319700	0	0	319700	0.17	319700	0	0.17	0	0	319700
	PRINAV ALAGAPPAN	BESPO113C	1	4700	0	0	4700	0.00	4700	0	0.00	0	0	4700
	BRMP5242U		1	23425	0	0	23425	0.01	23425	0	0.01	0	0	23425
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(d)	Any Other		17	7362375	0	0	7362375	40.19	7362375	39.28	40.19	0	0	7362375
	AMBADI ENTERPRISES LTD	AAAC6374I	1	1058200	0	0	1058200	0.58	1058200	0	0.58	0	0	1058200
	A M M VELLAYAN SONS P LTD	AAACA2452P	1	38430	0	0	38430	0.02	38430	0	0.02	0	0	38430
	CABIGORUDUAM UNIVERSAL LIMITED	AAAC2474P	1	1000	0	0	1000	0.00	1000	0	0.00	0	0	1000
	M M MUTHIAH SONS PRIVATE LTD	AAACM545D	1	4200	0	0	4200	0.00	4200	0	0.00	0	0	4200
	M M MUTHIAH RESEARCH FOUNDATION	AAACN0259N	1	280920	0	0	280920	0.15	280920	0	0.15	0	0	280920
	AMBADI INVESTMENTS PRIVATE LIMITED	AAACN1078J	1	5636695	0	0	5636695	3.08	5636695	3.01	3.08	0	0	5636695
	PRESSMET PVT LTD	AAACP6341G	1	375220	0	0	375220	0.20	375220	0	0.20	0	0	375220
	AR LAKSHMI ACHI TRUST	AAATAD734D	1	391510	0	0	391510	0.21	391510	0	0.21	0	0	391510
	MURUGAPPA HOLDINGS LIMITED	AAABCP9170E	1	64054680	0	0	64054680	34.97	64054680	34.18	34.97	0	0	64054680
	M A ALAGAPPAN HOLDINGS PRIVATE LIMITED	AAABCU0706C	1	509860	0	0	509860	0.28	509860	0.27	0.28	0	0	509860
	MURUGAPPA EDUCATIONAL AND MEDICAL FOUNDATION	AAACAD041E	1	726200	0	0	726200	0.40	726200	0	0.40	0	0	726200
	M A MURUGAPPAN HOLDINGS PRIVATE LIMITED	AAACM3026E	1	546860	0	0	546860	0.30	546860	0.29	0.30	0	0	546860
	Sub-Total (A)(1)		67	91433440	0	0	91433440	49.91	91433440	48.79	49.91	0	0	91433440
(f)	Foreign		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(b)	Government		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0.00	0	0	0
(e)	Any Other		0	0	0	0	0	0.00	0	0	0.00	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0.00	0	0	0
	Total Shareholding of Promoter and Promoter Group (A1+A2)(1)-(A)(2)		67	91433440	0	0	91433440	49.91	91433440	48.79	49.91	0	0	91433440



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Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (V+VI+VII)	Shareholding as a % of total no of shares (A+B+C)	Number of Voting Rights held in each class of securities				Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No of Shares Underlying Outstanding convertible securities (including Warrants)	As a % of total Shares held	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									Class X	Class Y	Total	Total as a % of (A+B+C)						
[1]	Lumodan/DIB Holder THE BANK OF NEW YORK MELLON Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)	[H]	2	(IV) 0	(V) 0	(VI) 4223440	(VII) 4223440	(VIII) 2.31	4223440	2.31	0	4223440	2.31	0	0.00	0	0	4223440
[2]			1	703680	0	0	703680	0.36	703680	0.36	0	703680	0.36	0	0.00	0	0	703680
	<b>Total Non-Promoter-Non Public Shareholding [C] = [C1]+[C2]</b>		<b>3</b>	<b>703680</b>	<b>0</b>	<b>4223440</b>	<b>4927140</b>	<b>2.69</b>	<b>4927140</b>	<b>2.69</b>	<b>0</b>	<b>4927140</b>	<b>2.69</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>4927140</b>



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Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			Total as a % of (A+B+C)	No of Shares Underlying convertible securities (including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form																																	
									Class X	Class Y	Total				No.	As a % of total Shares																																			
		(i)	(ii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)																																		
(1)	Institutions																																																		
																		(a)	Mutual Funds		61	20877571	0	0	20877571	11.14	0	0	11.40	0	0.00	NA	20877571																		
																			HDFC LARGE CAP FUND (STOCK ACCOUNT)		8	10172590	0	0	10172590	5.43	0	0	5.55	0	0.00	NA	10172590																		
																			RELIANCE CAPITAL TRUSTEE CO LTD A/C-RELIANCE		2	3098846	0	0	3098846	1.65	0	0	1.69	0	0.00	NA	3098846																		
																			REGULAR SAVINGS FUND-EQUITY OPTION		11	3247570	0	0	3247570	1.77	0	0	1.77	0	0.00	NA	3247570																		
																			UTI-UNIT SCHEME FOR CHARITABLE AND RELIGIOUS TRUSTS AND REGISTERED SOCIETIES		0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0																		
																			Venture Capital Funds		0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0																		
																			Alternate Investment Funds		0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0																		
																			Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0																		
																			Foreign Portfolio Investors		110	24988642	0	0	24988642	13.64	0	0	13.64	0	0.00	NA	24988642																		
																			NATIONAL WESTMINSTER BANK PLC AS DEPOSITARY OF FDR		1	1903195	0	0	1903195	1.04	0	0	1.04	0	0.00	NA	1903195																		
																			TOYOTA TAUSHO CORPORATION		1	2700000	0	0	2700000	1.44	0	0	1.47	0	0.00	NA	2700000																		
																		(2)	Non-institutions																																
(a)	Financial Institutions/Banks		9	917436	0	0	917436	0.49	0	0	0.50	0	0.00	NA	910086																																				
	Insurance Companies		2	2936126	0	0	2936126	1.60	0	0	1.60	0	0.00	NA	2936126																																				
	LIFE INSURANCE CORPORATION OF INDIA		1	2936046	0	0	2936046	1.60	0	0	1.57	0	0.00	NA	2936046																																				
	Provident Funds/Pension Funds		0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0																																				
	Any Other		1	22390	0	0	22390	0.01	0	0	0.01	0	0.00	NA	22390																																				
	FOREIGN NATIONALS		183	49742165	0	0	49742165	27.15	0	0	27.15	0	0.00	NA	49480155																																				
	Sub Total (B1)																																																		
	Central Government/State Government(s)/President of India		0	0	0	0	0	0.00	0	0	0.00	0	0.00	NA	0																																				
	Sub Total (B2)																																																		
(3)	Individual shareholders holding nominal share capital up to Rs 2 lakhs																																																		
																																				(a)	Individual shareholders holding nominal share capital up to Rs 2 lakhs		20276	18810980	0	0	18810980	10.27	0	0	10.27	0	0.00	NA	17788421
																																					Sub Total (B3)														
																			Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		24	6253294	0	0	6253294	3.41	0	0	3.41	0	0.00	NA	6253294																		
																			Sub Total (B4)																																
																			Sub Total (B5)																																
																			Sub Total (B6)																																
																			Sub Total (B7)																																
																			Sub Total (B8)																																
																			Sub Total (B9)																																
																			Sub Total (B10)																																
																			Sub Total (B11)																																









## TI Financial Holdings Limited

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

Tel: +91 44 4217 7770 Fax: +91 44 4211 0404

CIN: U65999TN2008PLC069496



3<sup>rd</sup> November, 2016

### List of Shareholders of TI Financial Holdings Limited (Pre Scheme of Arrangement)

Sr. no	Names of Shareholders Pre – Demerger	No. of shares held
1	<b>Tube Investments India Limited</b> Dare House, 234, NSC Bose Road Chennai 600 001	1,09,940
2	<b>L Ramkumar jointly with Tube Investments of India Limited</b> 10, Link Road, Kottur Garden Kotturpuram, Chennai 600 028	10
3	<b>K Balasubramanian jointly with Tube Investments of India Limited</b> "Shanti Enclave", Flat No. 11, 4 <sup>th</sup> Floor 25 Venkatakrisna Road, R A Puram Chennai 600 028	10
4	<b>M R Diwakar jointly with Tube Investments of India Limited</b> 3/7, Whithypool Complex, Boat Club Road, R A Puram, Chennai 600 028	10
5	<b>S Suresh jointly with Tube Investments of India Limited</b> Flat No. 16 Krishna Apartments, 36 Bagirathi Ammal Street, T Nagar, Chennai 600 017	10
6	<b>Krishna Ramnath jointly with Tube Investments of India Limited</b> C-1, Pranav, 6 & 7 Haddows Road Chennai 600 006	10
7	<b>P R Easwaran jointly with Tube Investments of India Limited</b> Plot No 31, 2 <sup>nd</sup> Street Dr. D C Kothari Nagar, Ramapuram Chennai 600 089	10
	<b>Total</b>	<b>110,000</b>

For TI Financial Holdings Limited

SURESH  
DIRECTOR





Annex H,

**Tube Investments of India Ltd.**Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India  
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404  
Website: www.tiindia.com CIN: L35921TN1949PLC002905**Date: 3<sup>rd</sup> November 2016**

The Financial details of the Tube Investments of India Limited ('TIIL' or 'the Demerged Company') for the last 3 years as per the audited statement of Accounts

Name of the Company: **Tube Investments of India Limited**BSE Scrip Code: **504973****(Rs. in crores except EPS and Book Value)**

Particulars	Based on Limited Review Accounts	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	For 6 months period ended September 30, 2016 *	2015-16	2014-15	2013-14
Equity Paid up Capital	37.48	37.47	37.43	37.38
Reserves and surplus	1998.87	1901.81	1,283.10	1,201.46
Carry forward losses	-	-	-	-
Net Worth	<b>2036.35</b>	<b>1939.28</b>	<b>1,320.53</b>	<b>1,238.84</b>
Miscellaneous Expenditure	-	-	-	-
Secured Loans	580.14	1157.57	1,320.74	1,299.43
Unsecured Loans	188.92	216.25	100.00	63.71
Fixed Assets	919.50	887.66	940.64	891.34



Particulars	Based on Limited Review Accounts	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	For 6 months period ended September 30, 2016 *	2015-16	2014-15	2013-14
Income from Operations	2207.80	3940.97	3,827.77	3,525.57
Total Income	2236.51	3975.38	3,864.91	3,572.76
Total Expenditure	2101.98	3836.58	3,743.76	3,431.60
Profit before Tax	134.53	923.78	155.15	141.22
Profit after Tax	96.20	729.89	120.86	94.07
Cash profit	153.49	840.49	217.87	178.31
EPS	5.13 (not annualized)	38.98	6.46	5.04
Book value	108.69	103.51	70.57	66.29

\* The figures for the six months period ended September 30, 2016 are as per IND AS Compliant. Rest all are as per Indian GAAP.

Yours faithfully,

For **Tube Investments of India Limited**

  
**Company Secretary**

Email: [sureshs@tii.murugappa.com](mailto:sureshs@tii.murugappa.com)

Tel No: +91 44 4228 6711



**TI Financial Holdings Limited**  
Regd. Office: "Dare House", 234 N.S.C. Bose Road, Chennai 600 001  
Tel: +91 44 4217 7770 Fax: +91 44 4211 0404  
CIN: U65999TN2008PLC069496

Annex H2



**Date: November 3, 2016**

The Financial details of the TI Financial Holdings Limited ('TIFHL' or 'the Resulting Company') for the last 3 years as per the audited statement of Accounts

Name of the Company: TI Financial Holdings Limited

**(Amount in Rs)**

Particulars	Based on Unaudited Provisional Accounts for	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	6 Months period ended September 30, 2016	2015-16	2014-15	2013-14
Equity Paid up Capital	11,00,000	11,00,000	11,00,000	11,00,000
Reserves and surplus	(6,02,974)	(5,96,076)	(5,72,317)	(5,42,009)
Carry forward losses	(6,02,974)	(5,96,076)	(5,72,317)	(5,42,009)
Net Worth	4,97,026	5,03,924	5,27,683	5,57,991
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	-	-	-	-

Particulars	Based on Unaudited Provisional Accounts for	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	6 Months period ended September 30, 2016	2015-16	2014-15	2013-14
Income from Operations	-	-	-	-
Total Income	21,006	36,103	30,778	31,634
Total Expenditure	27,904	59,862	61,086	74,521
Profit before Tax	(6,898)	(23,579)	(30,308)	(42,887)
Profit after Tax	(6,898)	(23,579)	(30,308)	(42,887)
Cash profit	(6,898)	(23,579)	(30,308)	(42,887)
EPS	(0.06)	(0.22)	(0.28)	(0.39)
Book value	4.52	4.58	4.80	5.07

Yours faithfully,

For **TII Financial Holdings Limited**

  
**S Suresh**  
**Director**  
**(DIN: 00137164)**

Email: [sureshs@tii.murugappa.com](mailto:sureshs@tii.murugappa.com)

Tel No: +91 44 4228 6711

Name of Listed Entity : **TUBE INVESTMENTS OF INDIA LIMITED (ISIN: INE149A01025)**

Quarter ending : **30th Sept. 2016**

**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**	No. of Directorships in Listed entities including this Listed entity	No. of Memberships in Audit / Stakeholders Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholders Committee held in Listed entities including this listed entity
		PAN §	DIN						
Mr.	M M Murugappan	AAGPM1775L	00170478	Chairperson - Non-Executive	10th Aug. 2015	-	7	9	4
Mr.	Hemant M Nerurkar	ABGPN0776M	00265887	Non-Executive - Independent	6th Aug. 2014	2 year & 2 months	4	-	-
Ms.	Madhu Dubhashi	ABMPD2659P	00036846	Non-Executive - Independent	10th Aug. 2015	1 year & 2 months	3	6	4
Mr.	Pradeep V Bhide	ADYPB4012C	03304262	Non-Executive - Independent	6th Aug. 2014	2 year & 2 months	7	8	1
Mr.	S Sandilya	AAQPS9515A	00037542	Non-Executive - Independent	6th Aug. 2014	2 year & 2 months	5	6	4
Mr.	C K Sharma	AJWPS0538E	00489140	Non-Executive - Independent	6th Aug. 2014	2 year & 2 months	1	1	0
Mr.	N Srinivasan	AIQPS8127A	00123338	Non-Executive	2nd Aug. 2013	-	2	6	1
Mr.	L. Ramkumar	AAIPR9727K	00090089	Executive - Managing Director	30th Mar. 2016	-	2	2	1

§ PAN Number of any Director would not be displayed on the website of Stock Exchange

\* Category of Directors means executive/non-executive/independent/Nominee. If a Director fits into more than one category write all categories separating them with hyphen

\*\* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period

Details of date of original appointment : 1) Mr M M Murugappan - 27th March, 2002; 2) Mr. Hemant M Nerurkar - 5th May, 2014; 3) Mrs. Madhu Dubhashi - 3rd Nov. 2014; 4) Mr Pradeep V Bhide - 28th Oct., 2010; 5) Mr. S Sandilya - 27th Jan. 2005; 6) Mr. C K Sharma - 30th Apr. 2012; 7) Mr. N Srinivasan - 29th Jan. 2007 and 8) Mr L Ramkumar - 1st Feb. 2008

**II. COMPOSITION OF COMMITTEES**

Name of the Committee	Name of Committee Members	Category **
Audit Committee	Mr. S Sandilya	Chairperson - Non-Executive - Independent
	Mr. P V Bhide	Non-Executive - Independent
	Mr. C K Sharma	Non-Executive - Independent
	Mr. N Srinivasan	Non-Executive

Name of the Committee	Name of Committee Members	Category **
Nomination & Remuneration Committee	Mr. C K Sharma	Chairperson - Non-Executive - Independent
	Mr. M M Murugappan	Non-Executive
	Mr. S Sandilya	Non-Executive - Independent

Name of the Committee	Name of Committee Members	Category
Risk Management Committee	Mr. P V Bhide	Chairperson - Non-Executive - Independent
	Mr. C K Sharma	Non-Executive - Independent
	Mr. Hemant M Nerurkar	Non-Executive - Independent
	Mr. L Ramkumar	Executive

Name of the Committee	Name of Committee Members	Category
Stakeholders Relationship Committee	Mr. M M Murugappan	Chairperson ; Non-Executive
	Mr. N Srinivasan	Non-Executive
	Mr. L Ramkumar	Executive

Name of the Committee	Name of Committee Members	Category
Corporate Social Responsibility Committee	Mr. S Sandilya	Chairperson - Non-Executive - Independent
	Mr. C K Sharma	Non-Executive - Independent
	Mr. L Ramkumar	Executive



\*\* Category of Directors means Chairperson / Executive / Non-Executive / Independent / Nominee. If a Director fits into more than one category write all categories separating them with hyphen

**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)
3rd May, 2016	4th Aug. 2016	92
	15th Sept. 2016	41

**IV. Meeting of Committees**

**Audit Committee**

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Details of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
4th Aug. 2016	Three Members were present	3rd May, 2016	92

**Nomination & Remuneration Committee :**

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Details of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
4th Aug. 2016	Yes - All Members were present	3rd May, 2016	92

**Risk Management Committee:**

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Details of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Nil			

**Stakeholders Relationship Committee:**

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Details of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Nil		-	-

**Corporate Social Responsibility Committee**

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (Details)	Details of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Nil		-	-

**Related Party Transactions**

Subject	Compliance Status
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to Omnibus approval have been reviewed by Audit Committee	Yes

**AFFIRMATIONS**

- The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Yes
- The Composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee - Yes
  - Nomination and Remuneration Committee - Yes
  - Stakeholders Relationship Committee - Yes
- The above Committee Members have been made aware of their Powers, Role and Responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations - Yes
- 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 - Yes
- The report submitted in the previous quarter had been placed before the Board of Directors at their meeting held on 4th August, 2016 and this report is being placed before the Board of Directors at the ensuing meeting to be held during October, 2016.

Name : **S SURESH**  
 Designation : **COMPANY SECRETARY**



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**TI Financial Holdings Limited**

Regd. Office: "Dare House", 234 N.S.C. Bose Road, Chennai 600 001  
Tel: +91 44 4217 7770 Fax: +91 44 4211 0404  
CIN: U65999TN2008PLC069496



November 3, 2016

To,

The General Manager,  
Department of Corporate Services,  
BSE Limited, P.J. Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") for the proposed Scheme of Arrangement between Tube Investments of India Limited ("TIIL" or "the Demerged Company") and TI Financial Holdings Limited ("TIFHL" or "the Resulting Company") and their respective shareholders ("Scheme" or "the Scheme")**

---

In connection with the above application, we hereby confirm that:

- There will be no change in share capital of the Resulting Company till the listing of the equity shares of the Resulting Company on the BSE Limited and the National Stock Exchange of India Limited;
- The shares allotted by the Resulting Company pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange;

For TI Financial Holdings Limited

**S Suresh**  
Director  
DIN: 00137164



**TI Financial Holdings Limited**

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

Tel: +91 44 4217 7770 Fax: +91 44 4211 0404

CIN: U65999TN2008PLC069496



**murugappa**

November 3, 2016

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited, P.J. Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") for the proposed Scheme of Arrangement between Tube Investments of India Limited ("TIIL" or "the Demerged Company" or "the Company") and TI Financial Holdings Limited ("TIFHL" or "the Resulting Company") and their respective shareholders ("Scheme" or "the Scheme")**

---

In connection with the above application, we hereby confirm that:

- Equity shares proposed to be issued by the Resulting Company pursuant to the Scheme of Arrangement shall be listed on the BSE Limited and the National Stock Exchange of India Limited, subject to SEBI granting relaxation from applicability under Rule 19(2) (b) of the Securities Contract (Regulation) Rules, 1957;
- The Resulting Company shall comply with all the provisions contained in SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015;
- The Resulting Company shall also fulfill the Exchanges' criteria for listing and shall also comply with Rules, Byelaws, and Regulations of the Exchanges and other applicable statutory requirements.

For **TI Financial Holdings Limited**

  
**S Suresh**  
**Director**  
(DIN:00137164)

**Tube Investments of India Ltd.**

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India  
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404  
Website: www.tiindia.com CIN: L35921TN1949PLC002905

Date: **November 3, 2016**

To, The Secretary, Bombay Stock Exchange of India Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	To, The Secretary, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai – 400 052
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**Compliance report with the requirements specified in SEBI Circular no CIR/CFD/CMD/16/2015 dated November 30, 2015 (“SEBI Scheme Circular”)**

**Sub: Application under Regulation 37(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) for the proposed Scheme of Arrangement between Tube Investments of India Limited (“TIIL” or “the Demerged Company”) and TI Financial Holdings Limited (“TIFHL” or “the Resulting Company”) and their respective Shareholders**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI Scheme Circular	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes. The Board of Directors of the Company, in its meeting held on November 3, 2016 has chosen Bombay Stock Exchange as the designated Stock Exchange for the purpose of coordinating with SEBI
<b>Compliance as per Para I (A) (3) of Annexure I to the SEBI Scheme Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of Arrangement / Reduction of capital	Complied. The draft Scheme of Arrangement is enclosed as <b>Annexure B</b>
2.b	Share Entitlement Report from Independent Chartered Accountant as per Para I(A)(4) of Annexure-I of SEBI Scheme Circular	Complied. The Share Entitlement report dated November 3, 2016 issued by M/s SSPA & Co., Chartered Accountants is enclosed as <b>Annexure D</b>
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied. Report from the Audit Committee of the Company recommending the Draft Scheme is enclosed as <b>Annexure E</b> .

2.d	Fairness opinion by merchant banker	Complied. The Fairness Opinion dated November 3, 2016 issued by M/s Axis Capital Limited, Merchant Banker is enclosed as <b>Annexure F</b>
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied. The Pre and Post Shareholding pattern of TIFHL is enclosed as <b>Annexure G2</b>
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied. The financial details of TIFHL for the last three years are enclosed as <b>Annexure H2</b>
2.g	Auditor's Certificate as per Para I(A)(5)(a) of the SEBI Scheme Circular	Complied. Auditor's Certificate as per Para I(A)(5)(a) of the SEBI Scheme Circular is enclosed as <b>Annexure Q</b>
2.h	Compliance with requirements of Regulation 17 to 27 of SEBI (LODR) Regulations, 2015	Complied. Compliance with requirements of Regulation 17 to 27 of SEBI (LODR) Regulations, 2015 for the quarter ended on September 30, 2016 is enclosed as <b>Annexure I</b>
2.i	Complaints Report as per Annexure III of SEBI Scheme Circular	This shall be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (resulting entity) to the holders of securities of a listed entity (demerged entity) pursuant to a scheme of Arrangement (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Yes, the equity shares sought to be listed are proposed to be allotted by the unlisted issuer i.e. TIFHL (Resulting Company) to the holders of securities of a listed entity i.e. TIIL (Demerged Company) pursuant to a Scheme of Arrangement sanctioned by a High Court under Sections 391-394 read with Sections 100-103 of the Companies Act, 1956
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Yes, at least 25% of the post scheme paid up share capital of the Resulting Company shall comprise of shares allotted to the public holders in the Demerged Company
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Yes, the Resulting Company will not issue/reissue any shares, not covered under the Draft scheme.





6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Complied We hereby confirm that as on date of application, there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the Resulting Company at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable. As on date, there are no lock-in shares in TII.

For TUBE INVESTMENTS OF INDIA LIMITED

S Suresh  
Company Secretary  
Email: [sureshs@tii.murugappa.com](mailto:sureshs@tii.murugappa.com)

Place: Chennai  
Date: 3<sup>rd</sup> November, 2016

**Auditors' Certificate**

The Board of Directors  
Tube Investments of India Limited  
234, Dare House, NSC Bose Road  
Chennai 600 001

**Certificate of non-applicability of requirements prescribed in Paragraph I(A)(9)(a) of Circular No CIR/CFD/CMD/16/2015 issued by the Securities Exchange Board of India ("SEBI Circular") dated November 30, 2015 in respect of Proposed Scheme of Arrangement**

1. This certificate is issued in accordance with the terms of our master service agreement dated August 31, 2015 and supplementary agreement dated December 18, 2015 read with the Service Scope Letter dated November 2, 2016 between S.R. Batliboi & Associates LLP and Tube Investments of India Limited ("the Company").
2. In connection with the Draft Scheme of Arrangement for the demerger of manufacturing businesses / operations of Tube Investments of India Limited ("Demerged Company") into TI Financial Holdings Limited ("Resulting Company") pursuant to Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 (the "Proposed Scheme"), the Company is required to submit an undertaking as per the SEBI Circular ('the Undertaking'), duly certified by the statutory auditors, with BSE Limited and National Stock Exchange of India Limited (together referred to as 'Stock Exchanges') towards non-applicability of conditions mentioned in Paragraph I(A)(9)(a) of the SEBI Circular.
3. In connection with the requirement as stated in Paragraph 1 above, we have been provided by the Company a certified copy of the Proposed Scheme (as attached herewith as Annexure 1) and certified copy of the Undertaking as per the SEBI Circular (as attached herewith as Annexure 2). We have relied on the above details and other information and explanation provided to us by the management.

**Management's Responsibility**

4. The preparation of the Undertaking is the responsibility of the management of the Company including the creation and maintenance of all accounting and other records supporting the contents of the Proposed Scheme. The management is also responsible for ensuring compliance with the applicable requirements of the aforesaid SEBI Circular, the Companies Act, 1956 and Companies Act 2013 in relation to the Proposed Scheme and for providing all the information to the Securities Exchange Board of India (SEBI) and the Stock Exchanges. Our responsibility is to provide a



reasonable assurance on the Undertaking being given by the management as to whether the conditions mentioned in Paragraph I(A)(9)(a) of the SEBI Circular are applicable to the Company or not.

**Auditor's Responsibility**

5. Pursuant to the requirements of the SEBI Circular, our responsibility is to express reasonable assurance regarding non applicability of conditions mentioned in Paragraph I(A)(9)(a) of the SEBI Circular.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. Accordingly, we have performed the procedures in relation to the Certificate in the form of obtaining and reading certified copies of the Proposed Scheme and the Undertaking as per the SEBI Circular, as well as obtaining necessary information and explanations from the management and specific representations in this regard.
8. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the Proposed Scheme other than the matters referred to in this certificate.
9. On the basis of verification of the Undertaking given by the Company and the Proposed Scheme and according to the information and explanations given to us and specific representations received by us from the Management, we are of the opinion that the conditions prescribed in Paragraph I(A)(9)(a) of the SEBI Circular (in relation to the voting by public shareholders) are not applicable to the Proposed Scheme for the reasons mentioned below :
  - a. The draft arrangement does not envisage any issue of shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company;
  - b. The scheme of arrangement only involves the Company and the Resulting Company (which is a wholly owned subsidiary of the Company) and does not involve any other entity involving the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group; and



# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

- c. The proposed scheme involves only the demerger of the manufacturing businesses / operations of the Company into the Resulting Company, and the Company has not acquired equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company and there is no merger of any of such Companies which is proposed under the Proposed Scheme.
10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the aforesaid SEBI Circular. Our obligations in respect of this certificate are entirely separate from and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.

## **Restriction on Use**

11. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of complying with requirement of SEBI Circular for onward submission to the Stock Exchanges. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/ E300004



**Subramanian Suresh**

Partner

Membership Number: 083673

Place of Signature: Chennai

Date: November 3, 2016



**Undertaking in relation to non-applicability of requirements prescribed in Para I(A)(9)(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (“SEBI Circular”) in respect of Scheme of Arrangement.**

This is in connection of the Scheme of Arrangement (“the Scheme”) between Tube Investments of India Limited (“**the Demerged Company**”) and TI Financials Holding Limited (“**the Resulting Company**”) pursuant to the SEBI Circular wherein SEBI has mandated all listed companies to ensure that the Scheme submitted with the Honorable High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting after disclosure of all material facts in the explanatory statement, in certain cases, in terms of Para I(A)(9)(a) of Annexure I of SEBI Circular.

The Demerged Company hereby undertakes that the requirement of Para I(A)(9)(a) of Annexure I of SEBI Circular pertaining to voting by public shareholders through postal ballot and e-voting is not applicable to the Demerged Company for the following reasons:

**1. Para I(A)(9)(a)(i)**

*Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity*

**Reasons for non-applicability**

This clause is not applicable in our fact pattern as, upon demerger coming into effect the following has been envisaged:

- Issue of shares by the Resulting Company to the existing shareholders of the Demerged Company.

Resulting Company shall issue and allot equity shares at par on a proportionate basis to each member of the Demerged Company whose name is recorded in the register of members of the Demerged Company as holding equity shares on Record Date in the ratio of 1:1 i.e. One equity share of Re.1 (Rupee One) each of Resulting Company shall be issued and allotted for every 1 (One) fully paid up equity shares of Rs.2 (Rupees Two) each of the Demerged Company held by the member.





- Cancellation of the shares held by the Demerged Company in Resulting Company

Simultaneous with the issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company, the equity shares of the Resulting Company held by the Demerged Company and its nominees will be cancelled.

This will ensure that shareholding pattern of Resulting Company are identical to and mirror image of the Demerged Company.

Accordingly, it is evident from the above that all the shareholders of the Demerged Company would get shares in Resulting Company in proportion to their entitlement and there would be no allotment to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity.

**2. Para I(A)(9)(a)(ii)**

*Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group*

**Reasons for non-applicability**

This clause is not applicable in our fact pattern as the Scheme is envisaged between the Demerged Company and its wholly owned subsidiary and thus it does not involve any arrangement between the Demerged Company and any other entity / entities involving the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

**3. Para I(A)(9)(a)(iii)**

*Where the parent listed entity, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of arrangement.*





### **Reasons for non-applicability**

This clause is not applicable as the Demerged Company (being the parent listed company) has not acquired any equity shares of Resulting Company by paying consideration in cash or in kind in the past to any of the shareholders of Resulting Company who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company i.e. Demerged Company. Further Scheme is not for the purpose of merger of the subsidiary company with the parent listed company.

In the light of the above reasons, the Demerged Company is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme of Arrangement between the Demerged Company and Resulting Company.

**For Tube Investments of India Limited**

**S Suresh**

**Company Secretary**

Date: 3<sup>rd</sup> November, 2016  
Place: Chennai





**Undertaking in relation to non-applicability of requirements prescribed in Para I(A)(9)(a) of Annexure I of SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 (“SEBI Circular”) in respect of Scheme of Arrangement.**

This is in connection of the Scheme of Arrangement (“the Scheme”) between Tube Investments of India Limited (“the Demerged Company”) and TI Financials Holding Limited (“the Resulting Company”) pursuant to the SEBI Circular wherein SEBI has mandated all listed companies to ensure that the Scheme submitted with the Honorable High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting after disclosure of all material facts in the explanatory statement, in certain cases, in terms of Para I(A)(9)(a) of Annexure I of SEBI Circular.

The Demerged Company hereby undertakes that the requirement of Para I(A)(9)(a) of Annexure I of SEBI Circular pertaining to voting by public shareholders through postal ballot and e-voting is not applicable to the Demerged Company for the following reasons:

**1. Para I(A)(9)(a)(i)**

*Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity*

**Reasons for non-applicability**

This clause is not applicable in our fact pattern as, upon demerger coming into effect the following has been envisaged:

- Issue of shares by the Resulting Company to the existing shareholders of the Demerged Company.

Resulting Company shall issue and allot equity shares at par on a proportionate basis to each member of the Demerged Company whose name is recorded in the register of members of the Demerged Company as holding equity shares on Record Date in the ratio of 1:1 i.e. One equity share of Re.1 (Rupee One) each of Resulting Company shall be issued and allotted for every 1 (One) fully paid up equity shares of Rs.2 (Rupees Two) each of the Demerged Company held by the member.



- Cancellation of the shares held by the Demerged Company in Resulting Company

Simultaneous with the issuance of equity shares by the Resulting Company to the shareholders of the Demerged Company, the equity shares of the Resulting Company held by the Demerged Company and its nominees will be cancelled.

This will ensure that shareholding pattern of Resulting Company are identical to and mirror image of the Demerged Company.

Accordingly, it is evident from the above that all the shareholders of the Demerged Company would get shares in Resulting Company in proportion to their entitlement and there would be no allotment to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity.

**2. Para I(A)(9)(a)(ii)**

*Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group*

**Reasons for non-applicability**

This clause is not applicable in our fact pattern as the Scheme is envisaged between the Demerged Company and its wholly owned subsidiary and thus it does not involve any arrangement between the Demerged Company and any other entity / entities involving the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

**3. Para I(A)(9)(a)(iii)**

*Where the parent listed entity, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company, and if that subsidiary is being merged with the parent listed company under the Scheme of arrangement.*



**Reasons for non-applicability**

This clause is not applicable as the Demerged Company (being the parent listed company) has not acquired any equity shares of Resulting Company by paying consideration in cash or in kind in the past to any of the shareholders of Resulting Company who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity company i.e. Demerged Company. Further Scheme is not for the purpose of merger of the subsidiary company with the parent listed company.

In the light of the above reasons, the Demerged Company is not required to seek approval of the public shareholders through postal ballot and e-voting in relation to the Scheme of Arrangement between the Demerged Company and Resulting Company.

For **Tube Investments of India Limited**

**S Suresh**  
**Company Secretary**

Date: 3<sup>rd</sup> November, 2016  
Place: Chennai





  
S. SURESH  
Company Secretary

**SCHEME OF ARRANGEMENT**

**BETWEEN**

**TUBE INVESTMENTS OF INDIA LIMITED (“TIIL” OR “THE DEMERGED  
COMPANY”)**

**AND**

**TI FINANCIAL HOLDINGS LIMITED (“TIFHL” OR “THE RESULTING  
COMPANY”)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS**

**I. PREAMBLE**

The Scheme of Arrangement (“the Scheme”) is presented under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 (“the Act”), for demerger of the Manufacturing Business Undertaking of Tube Investments of India Limited (“TIIL” or “the Demerged Company”), on a going concern basis, into TI Financial Holdings Limited (“TIFHL” or “the Resulting Company”). The Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

The Demerged Company was originally incorporated on 9<sup>th</sup> September, 1949 under the Indian Companies Act, 1913 in the State of Tamil Nadu with the name “T.I. Cycles of India Limited”. On September 15, 1959, the name was changed from “T.I. Cycles of India Limited” to “Tube Investments of India Limited”. The Corporate Identity Number of the Demerged Company is L35921TN1949PLC002905. The Registered Office of the Demerged Company is situated at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu-600001.



The shares of the Demerged Company are listed on BSE Limited and National Stock Exchange.

The Resulting Company was incorporated on October 6, 2008 under the Companies Act, 1956 in the State of Tamil Nadu. The Corporate Identity Number of the Resulting Company is U65999TN2008PLC069496. The Registered Office of the Resulting Company is situated at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600 001. The Resulting Company is a wholly owned subsidiary of the Demerged Company.

## **II. RATIONALE OF THE SCHEME**

- 1.1. Murugappa Group ('the Group') is amongst India's most renowned and admired corporate houses. Both the companies under this Scheme of Arrangement are part of the same Group.
- 1.2. The Demerged Company, is engaged in multiple businesses broadly classified into the following categories:
  - Manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for automobile sector and industrial applications, roll-formed sections, other metal formed products, industrial gears, designing and manufacturing of dies ("Manufacturing Business"). The Manufacturing Business is also carried out through subsidiaries (Shanthi Gears Limited, Financiere C10 SAS, SEDIS SAS, SEDIS Co Limited, TI Tsubamex Private Limited, etc.)
  - The Demerged Company is also engaged in financial services business through subsidiaries, joint ventures, associates viz Non-Banking Financial



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Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business (through Cholamandalam MS General Insurance Company Limited), Chola MS Risk Services Limited (“Financial Services Business”).

- 1.3. The Resulting Company is a wholly owned subsidiary of the Demerged Company.
- 1.4. In order to segregate the Manufacturing Business and Financial Services Business, it is intended to demerge the Manufacturing Business Undertaking on a going concern basis into a separate entity with a mirror image shareholding.
- 1.5. The proposed restructuring would result in better and efficient control by the management for the segregated businesses and promote their growth. Further, it would also result in the following benefits:
  - Greater administrative efficiency;
  - Operational rationalization, organization efficiency and optimum utilisation of various resources;
  - Ability to leverage financial and operational resources of each business; and
  - Each business would be able to address independent business opportunities, pursue efficient capital allocation and attract different sets of investors, strategic partners, lenders and other stakeholders.
- 1.6. The proposed restructuring is likely to be value accretive for the shareholders and would enable them to select investments best suited to their investments



strategies. Further, the segregation is also expected to unlock the value of the businesses of the Demerged Company.

### III. PARTS OF THE SCHEME

The Scheme of Arrangement is divided into the following parts:

**Part A**– Deals with the Definitions, Interpretation and Share Capital;

**Part B** –Deals with the demerger of Manufacturing Business Undertaking from the Demerged Company into the Resulting Company and the reduction of share capital of the Resulting Company;

**Part C** –Deals with the Reduction of equity share capital of the Demerged Company; and

**Part D**- Deals with the General Terms and Conditions that will be applicable to the Scheme

#### PART A

#### DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

##### 1. DEFINITIONS

In this Scheme of Arrangement, unless inconsistent with the subject or context, the following expression shall have the meanings respectively assigned against them:

- 1.1 “Act” or “the Act” means the Companies Act, 1956, the rules and regulations made thereunder and will include any statutory modification or re-enactment thereof for the time being in force and also mean and refer to corresponding sections of the Companies Act, 2013 the rules and regulations made thereunder, as and when such corresponding sections are notified by the Central Government;



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- 1.2 **“Appointed Date”** means April 1, 2016 or such other date as may be fixed or approved by the High Court of Judicature at Madras or National Company Law Tribunal (NCLT), if and when made operational or such other competent authority;
- 1.3 **“Board” or “Board of Directors”** means the Board of Directors or any committee thereof of the Demerged Company or the Resulting Company or both as the context may require and shall include a committee duly constituted and authorized thereby for the purpose of matters pertaining to the Scheme and/or any other consequential or incidental matter in relation thereto;
- 1.4 **“Court” or “High Court”** means the High Court of Judicature at Madras and shall include the National Company Law Tribunal, if and when made operational;
- 1.5 **“Demerged Company GDRs”** means global depository receipts issued and outstanding as of the Record Date, by the Demerged Company pursuant to the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable law, and where relevant shall include the underlying equity shares relating thereto;
- 1.6 **“Depository”** shall mean Bank of New York Mellon, being the depository for the Demerged Company GDRs;
- 1.7 **“Effective Date”** means the date on which the authenticated copies or certified copies of the Orders of High Court of Judicature at Madras under Sections 391 to 394 of the Act sanctioning the Scheme are filed with the Registrar of



Companies, Tamil Nadu, Chennai by the Demerged Company and the Resulting Company;

- 1.8 **"Existing Stock Option Schemes"** means all the Stock Option Schemes subsisting in the Demerged Company;
- 1.9 **"Manufacturing Business Undertaking"** or **"the Demerged Undertaking"** means and includes, but not limited to, manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for automobile sector and industrial applications, roll-formed sections, other metal formed products industrial gears, designing and manufacturing of dies, on a going concern basis, and shall mean and include, without limitation, the following:
- i. all properties and assets, whether moveable or immovable (the indicative list of which is given in **Schedule I**), including all rights (whether freehold, leasehold or license), title, interest, cash and bank balances, bills of exchange, covenant and undertakings of the Demerged Company pertaining to Manufacturing Business Undertaking.
  - ii. all assets (whether moveable or immovable, real or personal, corporeal or incorporeal, in possession, or in reversion, leasehold or otherwise, present, future, contingent, tangible or intangible), investments of the Demerged Company pertaining to Manufacturing Business Undertaking including but not limited to investments in Shanthi Gears Limited, Financiere C10 SAS, SEDIS SAS, SEDIS Co Limited, SEDIS Gmbh, TI Tsubamex Private Limited, etc. and not limited to the plant and machinery, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, vehicles, all stocks, sundry debtors, deposits including deposits or outstanding in litigations or paid under protest, provisions, advances,



*[Handwritten signature]*

receivables, funds, leases, licenses, tenancy rights, premises, hire purchase and lease arrangements including benefits of agreements, contracts and arrangements, powers, authorities, industrial and other licenses, registrations, quotas, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the rights, title, interests, benefits, entitlement and advantages, contingent rights or benefits belonging to or in the ownership, power, possession or the control of or vested into or granted in favour of or held for the benefit of or enjoyed by the Demerged Company pertaining to the Manufacturing Business Undertaking.

- iii. all debts, borrowings, obligations and liabilities, whether present or future, whether secured or unsecured, of the Demerged Company pertaining to the Manufacturing Business Undertaking comprising of:
- a) all the debts, duties, obligations and liabilities, including contingent liabilities which arise out of the activities or operations of the Demerged Company pertaining to the Manufacturing Business Undertaking;
  - b) the specific loans or borrowings raised, incurred and utilised solely for the activities and operations of the Demerged Company pertaining to the Manufacturing Business Undertaking; and
  - c) liabilities other than those referred to in Sub-Clauses (a) and (b) above, if any, and not directly relatable to the Manufacturing Business Undertaking, being the amounts of any general or multipurpose borrowings of the Demerged Company as stand in the same proportion which the value of assets, transferred under this Clause, of the Manufacturing Business Undertaking bears to the total value of the assets of the Demerged Company immediately on the Appointed Date.
- iv. All entitlements, licenses, permissions, approvals, clearances, authorisations, consents, brands, trademarks, copyrights, patents, other



intellectual property rights registrations and no-objection certificates obtained by Demerged Company for the operations of the Manufacturing Business Undertaking and/or to which Demerged Company is entitled to in relation to the Manufacturing Business Undertaking in terms of the various statutes/ schemes/ policies, etc. of the Overseas, Union and State Governments, local authorities, local bodies and other statutory authorities and bodies, shall be available to and vest in the Resulting Company, without any further act or deed and shall be mutated by the statutory authorities concerned therewith in favour of the Resulting Company. Since the Manufacturing Business Undertaking will be transferred to and vested in the Resulting Company as a going concern without any break or interruption in the operations thereof, the Resulting Company shall be entitled to enjoy the benefit of all such entitlements, licenses, permissions, approvals, clearances, authorizations, consents, intellectual property rights, registrations and no-objection certificates as enjoyed by the Demerged Company and to carry on and continue the operations of the Manufacturing Business Undertaking on the basis of the same upon this Scheme becoming effective;

- v. all books, records, files, papers, engineering and process information, computer programmes, software licenses (whether proprietary or otherwise), drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form in connection with or relating to Manufacturing Business Undertaking;
- vi. all employees employed by the Demerged Company pertaining to the Manufacturing Business Undertaking, as identified by the Board of Directors of the Demerged Company, as on the Effective Date;



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- vii. all earnest monies, security deposits, or other entitlements, if any, in connection with or relating to the Demerged Company pertaining to Manufacturing Business Undertaking;
- viii. all existing and future incentives, unavailed credits and exemptions and other statutory benefits, including in respect of Income Tax for the period commencing on and from the Appointed Date, Excise (including Modvat / Cenvat), Customs, VAT, Sales Tax, Entry Tax, Octroi, Service Tax and other taxes, incentives and duties to which the Demerged Company is entitled in relation to the Manufacturing Business Undertaking in terms of the various Statutes/ Schemes/ Policies, etc. of Overseas, Union and State Governments (including exemption in Uttarakhand under Notification No.50/2003-CE and in Tamil Nadu under G.O. (Ms) No.202 dated 26-11-2012) shall be available to and vest in the Resulting Company upon this Scheme becoming effective;
- ix. Any question that may arise as to whether a specific asset (tangible or intangible), any liability or any borrowings, loan or debt pertains or does not pertain to the Manufacturing Business Undertaking or whether it arises out of the activities or operations of the Manufacturing Business Undertaking or not, shall be decided by the Board of Directors of the Demerged Company or the Resulting Company or any committee thereof.

1.10 “**RBI**” means Reserve Bank of India;

1.11 “**Record Date**” means the date to be fixed jointly by the Board of Directors of the Demerged Company and the Resulting Company for the purposes of determining the equity shareholders of the Demerged Company to whom shares would be issued in accordance with Clause 6 of this Scheme (as defined hereinafter);



- 1.12 **“Remaining Business Undertaking”** means the financial services business carried out by the Demerged Company through subsidiaries, joint ventures or associates viz Non-Banking Financial Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business (through Cholamandalam MS General Insurance Company Limited), Chola MS Risk Services Limited and includes all the undertakings, businesses, activities and operations of the Demerged Company, other than those comprised in the Manufacturing Business Undertaking (as defined in Clause 1.9 hereof);
- 1.13 **“SEBI”** means Securities and Exchange Board of India Act, 1992 and rules and regulations framed thereunder;
- 1.14 **“Scheme of Arrangement” or “this Scheme” or “the Scheme”** shall mean this Scheme of Arrangement in its present form and with such modifications and amendments as may be made from time to time with the appropriate approvals and sanctions of the Court and other relevant regulatory/statutory/governmental authorities, as may be required under the Act, and/or any other applicable laws;
- 1.15 **“Stock Exchanges”** means the BSE Limited and National Stock Exchange;
- 1.16 **“TIIL” or “the Demerged Company”** means Tube Investments of India Limited (CIN: L35921TN1949PLC002905), a company incorporated under the Act and having its registered office at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600001;
- 1.17 **“TIFHL” or “the Resulting Company”** means TI Financial Holdings Limited (CIN: U65999TN2008PLC069496), a company incorporated under the Act and having its registered office at Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600001;



1.18 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time;

1.19 Reference to Clauses, recitals and schedules, unless otherwise provided, are to Clauses, recitals and schedules of and to this Scheme. The singular shall include the plural and vice versa.

## 2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Court, shall be effective from the Appointed Date but shall be operative from the Effective Date.

## 3. SHARE CAPITAL

3.1 The share capital of the Demerged Company as on November 2, 2016 is as under:

Share Capital	Amount (In Rs.)
<u>Authorized Share Capital</u>	
21,50,00,000 Equity Shares of Rs.2 each	43,00,00,000
<b>TOTAL</b>	<b>43,00,00,000</b>
<u>Issued, subscribed and paid-up Share Capital</u>	
18,74,10,623* Equity Shares of Rs.2 each, fully paid up	37,48,21,246
<b>TOTAL</b>	<b>37,48,21,246</b>



\* The issued and paid up share capital includes 42,30,630 equity shares represented by 42,30,630 Demerged Company GDRs as on November 2, 2016.

3.2 The share capital of the Resulting Company as on November 2, 2016 is as under:

<b>Share Capital</b>	<b>Amount (In Rs.)</b>
<u>Authorized Share Capital</u>	
2,00,00,000 Equity shares of Re.1 each	2,00,00,000
<b>TOTAL</b>	<b>2,00,00,000</b>
<u>Issued, subscribed and paid-up Share Capital</u>	
11,00,000 Equity shares of Re.1 each, fully paid up	11,00,000
<b>TOTAL</b>	<b>11,00,000</b>

## PART B

### TRANSFER AND VESTING OF MANUFACTURING BUSINESS UNDERTAKING FROM THE DEMERGED COMPANY INTO THE RESULTING COMPANY

#### 4. VESTING OF MANUFACTURING BUSINESS UNDERTAKING

4.1 With effect from the Appointed Date and upon the Scheme becoming effective, the Manufacturing Business Undertaking of the Demerged Company shall, under the provisions of Section 391 to 394 and all other applicable provisions, if any, of the Act, without any further act, instrument or deed, be and stand vested in, and/or be deemed to be vested in, the Resulting Company as a going concern so as to become, as and from the Appointed Date, the assets and liabilities of the Resulting Company and there shall be vested in the Resulting Company, all the rights, titles, interests or obligations of the said



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Manufacturing Business Undertaking therein and shall be free from all encumbrances.

- 4.2 Any and all assets relating to the Manufacturing Business Undertaking, as are movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery or by vesting and recorded pursuant to this Scheme shall stand transferred and vested by the Demerged Company to the Resulting Company and shall become the property and an integral part of the Resulting Company. The vesting pursuant to this Sub-Clause shall be deemed to have occurred by manual delivery or endorsement, as appropriate to the property being vested and title to the property shall be deemed to have been transferred and vested accordingly.
- 4.3 Any and all movable properties of the Demerged Company relating to the Manufacturing Business Undertaking, other than those specified in Sub-Clause 4.2 above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, be transferred and vested as the property of the Resulting Company. The investments held in dematerialized form will be transferred to the Resulting Company by issuing appropriate delivery instructions to the depository participant with whom the Demerged Company have an account.
- 4.4 The immovable properties pertaining to Manufacturing Business Undertaking shall stand transferred to the Resulting Company automatically without requirement of execution of any further documents for registering the name of the Resulting Company as owner thereof and the regulatory authorities,



including Sub-registrar of Assurances, Talati, Tehsildar etc. may rely on the Scheme along with the copy of the Order passed by the High Court, to make necessary mutation entries and changes in the land or revenue records to reflect the name of the Resulting Company as owner of the immovable properties. For the purpose of vesting of immovable properties to the Resulting Company, the Demerged Company is hereby empowered/authorized to execute any documents/enter into any arrangements for and on behalf of the Resulting Company.

- 4.5 The Manufacturing Business Undertaking of the Demerged Company, as defined in Clause 1.9, shall stand transferred to and vested in or deemed to be transferred to and vested in the Resulting Company, as a going concern, in compliance with Section 2(19AA) of the Income Tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income-tax Act, 1961.
- 4.6 With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, permissions, registrations or approvals or consents held by the Demerged Company required to carry on operations in the Manufacturing Business Undertaking shall stand vested in or transferred to the Resulting Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents shall vest in and become available to the Resulting Company pursuant



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to the Scheme. In so far as the various incentives, subsidies, rehabilitation Schemes, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by the Demerged Company relating to the Manufacturing Business Undertaking, are concerned, the same shall vest with and be available to the Resulting Company on the same terms and conditions.

- 4.7 The transfer and vesting of Manufacturing Business Undertaking as aforesaid shall be subject to the existing securities, charges, mortgages and other encumbrances if any, subsisting over or in respect of the property and assets or any part thereof relating to Manufacturing Business Undertaking to the extent such securities, charges, mortgages, encumbrances are created to secure the liabilities forming part of the Manufacturing Business Undertaking.
- 4.8 In relation to other assets belonging to Manufacturing Business Undertaking, which require separate documents for vesting in the Resulting Company, or which the Demerged Company and/or the Resulting Company otherwise desire to be vested separately, the Demerged Company and the Resulting Company each will execute such deeds, documents or such other instruments or writings or create evidence, if any, as may be necessary.

## **5. TRANSFER OF DEBTS AND LIABILITIES**

- 5.1 With effect from the Appointed Date and upon the Scheme becoming effective:
- (a) All debts, liabilities, contingent liabilities, non-convertible debentures, duties and obligations of every kind, nature and description attributable to the Manufacturing Business Undertaking shall, without any further act or deed, be



transferred to, or be deemed to be transferred to the Resulting Company so as to become from the Appointed Date, the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company and the Resulting Company undertakes to meet, discharge and satisfy the same. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Sub-Clause.

- (b) Where any of the liabilities and obligations attributed to the Manufacturing Business Undertaking on the Appointed Date has been discharged by the Demerged Company on behalf of the Manufacturing Business Undertaking after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on behalf of the Resulting Company.

5.2 All loans raised and used, and liabilities incurred, if any, by the Demerged Company after the Appointed Date, but prior to the Effective Date, for the operations of the Manufacturing Business Undertaking shall be transferred to and discharged by the Resulting Company.

5.3 The vesting of the Manufacturing Business Undertaking as aforesaid, shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings of the Manufacturing Business Undertaking, provided however, any reference in any security documents or arrangements, to which the Demerged Company is a party, wherein the assets of the Manufacturing Business Undertaking have been or are offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Manufacturing Business Undertaking as are vested in the Resulting Company



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by virtue of this Scheme, to the end and intent that such security, charge, hypothecation and mortgage shall not extend or be deemed to extend, to any of the other assets of the Demerged Company or any of the assets of the Resulting Company, provided further that the securities, charges, hypothecation and mortgages if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation or mortgages shall not extend or be deemed to extend, to any of the assets of the Manufacturing Business Undertaking vested in the Resulting Company, provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company in relation to the Manufacturing Business Undertaking which shall vest in the Resulting Company by virtue of the vesting of the Manufacturing Business Undertaking with the Resulting Company and the Resulting Company shall not be obliged to create any further or additional security therefore after the Scheme has become operative.

- 5.4 All the loans, advances and other facilities sanctioned to the Demerged Company in relation to the Manufacturing Business Undertaking by its bankers and financial institutions prior to the Appointed Date, which are partly drawn or utilized shall be deemed to be the loans and advances sanctioned to the Resulting Company and the said loans and advances shall be drawn and utilized either partly or fully by the Demerged Company from the Appointed Date till the Effective Date.
- 5.5 Subject to provisions of sub-para 5.6 below, any contingent liability pertaining to the Manufacturing Business Undertaking as on the Appointed Date shall be assumed by the Resulting Company and accordingly, the contingent liabilities of Demerged Company, on any date after the Appointed Date shall be deemed



to have been reduced to the extent of contingent liabilities taken over by the Resulting Company as aforesaid.

- 5.6 As regards any tax Liability arising in connection with Income Tax, Excise, Customs, VAT, etc in relation to the Manufacturing Business Undertaking, the Resulting Company undertakes to settle the liability directly or reimburse to the Demerged Company, if discharged by the Demerged Company directly.

It is hereby clarified that, for the purpose of this para 5.6, the term "Liability" shall include duty, penalty, interest or any amount paid on composition.

## 6. ISSUE OF SHARES

- 6.1 Upon this Scheme becoming effective and upon vesting of the Manufacturing Business Undertaking of the Demerged Company in the Resulting Company, in terms of this Scheme, the Resulting Company shall, without any further application or deed, issue and allot equity shares credited as fully paid-up, to the extent indicated below, to the members of the Demerged Company, holding fully paid up equity shares in the Demerged Company and whose names appear in the Register of Members of the Demerged Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as may be recognized by the Board of Directors of the Resulting Company in the following manner:

Issue of shares of the Resulting Company to the Equity Shareholders of the Demerged Company:

*“1 (One) fully paid up Equity Share of Re.1 (Rupee One Only) each of the Resulting Company shall be issued and allotted for every 1 (One) fully paid up equity share of Rs.2 (Rupees Two) each held in the Demerged Company”*



- 6.2 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the Board of Directors of the Demerged Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in the Demerged Company, after the effectiveness of this Scheme.
- 6.3 The equity shares shall be issued in dematerialized form to those shareholders who hold shares of the Demerged Company in dematerialized form, into the account in which the Demerged Company shares are held or such other account as is intimated by the shareholders to the Demerged Company and / or its Registrar before the Record Date. All those shareholders who hold shares of the Demerged Company in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Demerged Company and / or its Registrar before the Record Date. The shareholders who fail to provide such details shall be issued equity shares in physical form.
- 6.4 The Board of Directors of the Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned Government /Regulatory authorities and undertake necessary compliance for the issue and allotment of equity shares to the members of the Demerged Company pursuant to Clause 6.1 of the Scheme.



- 6.5 Upon coming into effect of this Scheme, the Resulting Company shall issue its shares in accordance with the provisions of Clause 6.1 above to a depository appointed by the Resulting Company (“the Resulting Company Depository”). The Resulting Company Depository shall hold such shares of the Resulting Company on behalf of the holders of the Demerged Company GDRs.
- 6.6 The Resulting Company shall enter into appropriate arrangements with the Resulting Company Depository pursuant to a deposit agreement to be entered into between the Resulting Company and the Resulting Company Depository (“Resulting Company Depository Agreement”), for issuance of GDRs representing such shares (“Resulting Company GDRs”), subject to the provisions of Clauses 6.8, on pro-rata basis to holders of Demerged Company GDRs, in accordance with the deposit agreement entered into between the Demerged Company and Depository (“Deposit Agreement”).
- 6.7 The Resulting Company, the Resulting Company Depository, the Demerged Company and/or the Depository shall execute such further documents and take such further actions as may be deemed necessary or appropriate.
- 6.8 The Resulting Company GDRs shall not be listed on any exchange unless required by any regulation(s) or law(s) in which event, the Resulting Company shall take such additional steps and do all such acts, deeds and things as may be necessary for purposes of listing the Resulting Company GDRs.
- 6.9 The Resulting Company GDRs and the equity shares underlying the Resulting Company GDRs may not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and the Resulting Company may elect, in its sole discretion, to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof or any other



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exemption that the Resulting Company may elect to rely upon. In the event the Resulting Company elects to rely upon an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof, the sanction of the High Court to this Scheme will be relied upon for the purpose of qualifying the issuance and distribution of the Resulting Company GDRs and the equity shares of the Resulting Company, including, without limitation, the equity shares underlying the Resulting Company GDRs, for such an exemption from the registration requirements of the Securities Act under Section 3(a)(10) thereof.

- 6.10 The shares issued by the Resulting Company pursuant to the provisions of Clause 6.1 above in lieu of the shares of the Demerged Company held in the unclaimed suspense account shall be issued to a new unclaimed suspense account created for shareholders of the Resulting Company.
- 6.11 The equity shares to be issued and allotted by the Resulting Company to the equity shareholders of the Demerged Company shall be subject to the Scheme and the Memorandum and Articles of Association of the Resulting Company.
- 6.12 The equity shares to be issued by the Resulting Company to the members of the Demerged Company pursuant to Clause 6.1 of this Scheme will be listed and/or admitted to trading in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 on all the Stock Exchanges on which shares of the Demerged Company are listed on the Effective Date. The Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for the Resulting Company with the formalities of the said Stock Exchanges. The equity shares of the Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the



designated Stock Exchange(s). There shall be no change in the shareholding pattern or control in the Resulting Company between the Record Date and the listing which may affect the status of approvals received from the Stock Exchange(s).

- 6.13 The Resulting Company shall and to the extent, if required, increase its Authorized Share Capital to facilitate issue of equity shares under this Scheme.
- 6.14 The Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of equity shares by the Resulting Company to the non-resident equity shareholders of the Demerged Company. The Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable the Resulting Company to issue and allot equity shares to the non-resident equity shareholders of the Demerged Company.
- 6.15 The approval of this Scheme by the shareholders of the Resulting Company shall be deemed to be the due compliance of the provisions of Section 42 read with 62 of the Companies Act, 2013, and the other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme.
- 6.16 The approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company shall be deemed to have the approval for the purpose of effecting the above amendments under Sections 13, Section 14 and



other applicable provisions of the Act and no further resolutions would be required to be separately passed in this regard.

## **7. REDUCTION OF SHARE CAPITAL HELD BY DEMERGED COMPANY IN THE RESULTING COMPANY**

- 7.1 Upon the Scheme becoming effective and upon the issue of shares by the Resulting Company in accordance with Clause 6.1 above, the existing 11,00,000 (Eleven Lakh) equity shares of Re.1 each of the Resulting Company held by the Demerged Company, as on the Effective Date shall, without any application or deed, stand cancelled without any payment.
- 7.2 The cancellation of share capital shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 100 to 103 of the Companies Act, 1956 and the Order of the High Court sanctioning the Scheme shall be deemed to be also the Order under Section 102 of the Act for the purpose of confirming the reduction of capital. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital and the provisions of Section 101 of the Act will not be applicable. Notwithstanding the reduction in the equity share capital of the Resulting Company, the Resulting Company shall not be required to add "And Reduced" as suffix to its name.
- 7.3 The approval of this Scheme by the shareholders of the Resulting Company shall be deemed to have the approval for the purpose of effecting the capital reduction in the Resulting Company under Sections 101 to 103 and other applicable provisions of the Act and no further resolutions would be required to be separately passed in this regard.



## 8. ACCOUNTING TREATMENT

### In the books of the Demerged Company

Upon the coming into effect of this Scheme and with effect from the Appointed Date:

- 8.1. The Demerged Company, as on the Appointed Date, shall reduce the book value of assets and liabilities pertaining to the Manufacturing Business Undertaking, transferred to and vested in the Resulting Company from the book value of assets and liabilities as appearing in its books.
- 8.2. The Demerged Company, as on the Appointed Date, shall transfer the balances in Debenture Redemption Reserve and Hedge Reserve (“Transferred Reserves”) to the Resulting Company and shall reduce such balances in its books. The Securities Premium Account, the Capital Redemption Reserve and the Capital Reserve (“Retained Reserves”) shall be retained by the Demerged Company. The General Reserve of the Demerged Company, as on the Appointed Date, shall be apportioned between the Resulting Company and Demerged Company on the basis of Net Assets transferred to the Resulting Company and Net Assets retained by the Demerged Company. Surplus in statement of Profit & Loss Account of the Demerged Company, as on the Appointed Date, shall be apportioned between the Resulting Company and the Demerged Company in such manner that the total of paid up capital and reserves of the Demerged Company, as on the Appointed Date, is allocated between the Resulting Company and the Demerged Company in the ratio of Net Assets transferred to the Resulting Company and Net Assets retained by the Demerged Company.



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- 8.3. The difference, if any, between the Net Assets and Transferred Reserves, General Reserve and Profit & Loss Account transferred to the Resulting Company pursuant to Clause 8.2 shall be adjusted against the Capital Reserve or General Reserve.
- 8.4. Investments in the equity share capital of the Resulting Company as on the Appointed Date will stand cancelled and be debited to Capital Reserve.
- 8.5. Loans and advances and other dues outstanding as of the Appointed Date between the Demerged Company and the Resulting Company relating to the Manufacturing Business Undertaking will stand cancelled and there shall be no further obligation / outstanding in that behalf.

*For the purpose of this Clause, Net Assets would mean difference between the book value of assets and liabilities as on the Appointed Date.*

**In the books of the Resulting Company**

Upon the coming into effect of this Scheme and with effect from the Appointed Date:

- 8.6. The Resulting Company, as on the Appointed Date, shall record the assets and liabilities pertaining to the Manufacturing Business Undertaking, transferred to and vested in it pursuant to this Scheme at their respective book values, excluding revaluation, if any, as appearing in the books of the Demerged Company.
- 8.7. The Resulting Company shall preserve the identity of the reserves pertaining to the Manufacturing Business Undertaking of the Demerged Company transferred and vested in it pursuant to Clause 8.2 above and shall record in its



books in the same form in which they appear in the books of the Demerged Company.

- 8.8. Upon coming into effect of the Scheme, the shareholding of the Demerged Company in the Resulting Company pre-demerger shall be cancelled and the amount of such share capital, as stands cancelled, be credited to Capital Reserve.
- 8.9. The Resulting Company shall credit to its share capital in its books of account, the aggregate face value of the new equity shares issued by it to the members of the Demerged Company pursuant to this Scheme.
- 8.10. The Net Assets transferred pursuant to Clause 8.2, as reduced by the share capital issued pursuant to Clause 8.9, the Transferred Reserves, General Reserve, Profit & Loss Account transferred to the Resulting Company pursuant to Clause 8.2 shall be adjusted against Capital Reserve or General Reserve of the Resulting Company.

*For the purpose of this Clause, Net Assets would mean difference between the book value of assets and liabilities as on the Appointed Date.*

## **9. PROFITS, DIVIDEND**

- 9.1. The Demerged Company and the Resulting Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date but only consistent with the past practice, or in the ordinary course.
- 9.2. The Boards of the Demerged Company and the Resulting Company or any of the committee(s) thereof, if any, shall take such actions as may be necessary or



desirable for the purpose of giving effect to the provisions of this Clause of the Scheme.

9.3. Upon the Scheme becoming effective, on and from the Appointed Date, the profits of the Manufacturing Business Undertaking shall belong to and be the profits of the Resulting Company and will be available to Resulting Company for being disposed of in any manner as it thinks fit.

9.4. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of Demerged Company and/or Resulting Company to demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Board of Demerged Company and Resulting Company respectively, subject to such approval of the shareholders, as may be required.

#### **10. CONDUCT OF MANUFACTURING BUSINESS UNDERTAKING OF THE DEMERGED COMPANY TILL THE EFFECTIVE DATE**

With effect from the Appointed Date and upto and including the Effective Date:

10.1 The Demerged Company shall be deemed to have been carrying on and shall carry on its business and activities relating to the Manufacturing Business Undertaking and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets pertaining to the Manufacturing Business Undertaking for and on account of and in trust for the Resulting Company. The Demerged Company hereby undertakes to hold its said assets with utmost prudence until the Effective Date.



- 10.2 The Demerged Company shall carry on and be deemed to have carried on its business and activities relating to the Manufacturing Business Undertaking with reasonable diligence, business prudence and shall not, except in the ordinary course of business or without prior written consent of the Resulting Company, alienate charge, mortgage, encumber or otherwise deal with or dispose of the Manufacturing Business Undertaking or part thereof.
- 10.3 The Demerged Company shall be entitled to use all entitlements, licenses, permissions, approvals, clearances, authorisations, consents, brands, trademarks, copyrights, patents, other intellectual property rights, registrations and no-objection certificates for the operations of the Manufacturing Business Undertaking or part thereof.
- 10.4 All the profits or income accruing or arising to the Demerged Company or expenditure or losses arising or incurred or suffered by the Demerged Company pertaining to the Manufacturing Business Undertaking shall for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure as the case may be of the Resulting Company.
- 10.5 The Demerged Company shall not vary the terms and conditions of employment of any of the employees of the Demerged Company pertaining to the Manufacturing Business Undertaking except in the ordinary course of business or without the prior consent of the Resulting Company or pursuant to any pre-existing obligation undertaken by the Demerged Company, as the case may be, prior to the Appointed Date.
- 10.6 The Demerged Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such



consents, approvals and sanctions, which the Resulting Company may require to carry on the Manufacturing Business Undertaking of the Demerged Company.

## 11. EMPLOYEES

11.1 On the Scheme becoming operative, all staff and employees of the Demerged Company pertaining to Manufacturing Business Undertaking in service on the Effective Date shall be deemed to have become staff and employees of the Resulting Company without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Resulting Company shall not be less favorable than those applicable to them with reference to their employment in the Demerged Company.

11.2 It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, Superannuation Fund, Employee State Insurance Scheme or any other Special Fund or Trusts, if any, created or existing for the benefit of the staff and employees of the Demerged Company pertaining to Manufacturing Business Undertaking or all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Demerged Company in relation to Manufacturing Business Undertaking in relation to such Fund or Funds shall become those of the Resulting Company. It is clarified that the services of the staff and employees of the Demerged Company pertaining to Manufacturing Business Undertaking will be treated as having been continuous for the purpose of the said Fund or Funds.



### 11.3 Stock Options:

- (a) Upon the coming into effect of the Scheme, the Resulting Company shall take necessary steps to formulate stock option schemes by adopting the Existing Stock Option Schemes of the Demerged Company.
- (b) With respect to the stock options granted by the Demerged Company to the employees of the Demerged Company (irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company pursuant to the Scheme) under the Existing Stock Option Schemes; and upon the Scheme becoming effective, the said employees shall be issued one stock option by the Resulting Company under the new scheme(s) for every stock option held in the Demerged Company, whether the same are vested or not on terms and conditions similar to the relevant Existing Stock Option Schemes.
- (c) The stock options granted by the Demerged Company under the relevant Existing Stock Option Schemes would continue to be held by the employees concerned (irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company). Upon coming into effect of the Scheme, the Demerged Company shall take necessary steps to modify the Existing Stock Option Schemes in a manner considered appropriate and in accordance with the SEBI (Share based Employee Benefits) Regulations, 2014 (earlier SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999) in order to enable the continuance of the same in the hands of the employees who become employees of the Resulting Company, subject to the approval of the Stock Exchanges and the relevant regulatory authorities, if any under applicable law.



- (d) The existing exercise price of the stock options of the Demerged Company shall stand suitably adjusted in an appropriate manner as determined by the Nomination and Remuneration Committee of the Demerged Company and the balance of the exercise price shall become the exercise price of the stock options issued by the Resulting Company.
- (e) While granting stock options, the Resulting Company shall take into account the period during which the employees held stock options granted by the Demerged Company prior to the issuance of the stock options by the Resulting Company, for determining the minimum vesting period required for stock options granted by the Resulting Company, subject to applicable laws.
- (f) The Demerged Company as well as the Resulting Company shall reimburse each other for cost debited to the Profit & Loss account or any suspense/ subsidy account subsequent to the Appointed Date, in relation to stock options issued to employees of the other company.
- (g) Approval granted to the Scheme by the shareholders shall also be deemed to be approval granted to any modifications made to the Existing Stock Option Schemes with respect to the period within which the employees transferred to the Resulting Company would be entitled to exercise their vested options.
- (h) The Boards of the Demerged Company and the Resulting Company or any of the committee(s) thereof, if any, shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this Clause 11.3 of the Scheme.



## 12. LEGAL PROCEEDINGS

- 12.1 If any suit, appeal or other proceeding of whatever nature by or against the Demerged Company in relation to Manufacturing Business Undertaking is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against the Resulting Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Company in relation to Manufacturing Business Undertaking as if this Scheme had not been made.
- 12.2 After the Appointed Date, if any proceedings are taken against the Demerged Company in respect of the matters referred to in the Clause 12.1 above, the Demerged Company shall defend the same at the cost of the Resulting Company and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by it in respect thereof and further reimburse all amounts including interest, penalties, damages, costs etc. which the Demerged Company may be called upon to pay or secure in respect of any liability or obligation relating to Manufacturing Business Undertaking.
- 12.3 The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company referred to in Clause 12.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company to the exclusion of the Demerged Company to the extent legally permissible after the Scheme being





effective. To the extent such proceedings cannot be taken over by the Resulting Company, the proceedings shall be pursued by the Demerged Company for and on behalf of the Resulting Company as per the instructions of and entirely at the cost and expenses of the Resulting Company.

- 12.4 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against the Demerged Company in relation to Manufacturing Business Undertaking including litigations, suits, recovery proceedings relating to excise duty and labour issues, the Resulting Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Resulting Company. Any other litigation, suit, recovery proceedings of excise duty or labour matters pertaining to Manufacturing Business Undertaking that may, arise after the Appointed Date, shall also stand transferred to the Resulting Company and no liability shall ever be vested in the Demerged Company.

### **13. TREATMENT OF TAXES**

- 13.1 With effect from the Appointed Date and upon the Scheme becoming effective, all taxes, duties, cess payable by the Demerged Company relating to the Manufacturing Business Undertaking including all advance tax payments, tax deducted at source or any refunds / credit / claims relating thereto shall, for all purposes, be treated as advance tax payments, tax deducted at source or refunds / credit / claims, as the case may be, of the Resulting Company, provided however that any direct and indirect taxes that cannot specifically be earmarked as the liability or refunds / credit / claims relating to the Manufacturing Business Undertaking shall continue to be borne by the Demerged Company. It is specifically provided that if the Demerged Company



or their successor(s) receives any refunds / credit / claims or incurs any liability in respect of the Manufacturing Business Undertaking, the same shall be on behalf of and as a trustee of the Resulting Company and the same shall be refunded to / paid by the Resulting Company.

- 13.2 With effect from the Appointed Date and upon the Scheme becoming effective, all unavailed credits and exemptions, margin money, retention money, deposit with statutory authorities, other deposits and benefit of carried forward losses and other statutory benefits, including in respect of income tax (including MAT credit remaining after utilization of the same by the Demerged Company), Cenvat, customs, VAT, sales tax, service tax etc. relating to the Manufacturing Business Undertaking to which the Demerged Company is entitled to shall be available to and vest in the Resulting Company, without any further act or deed.
- 13.3 Upon this Scheme becoming effective, the Demerged Company and the Resulting Company are permitted to revise and file their respective income tax returns, including tax deducted at source certificates, sales tax/ value added tax returns, service tax returns and other tax returns for the period commencing on and from the Appointed Date, and to claim refunds/ credits, pursuant to the provisions of this Scheme.
- 13.4 The Board of Directors of the Demerged Company shall be empowered to determine if any specific tax liability or any tax proceeding relates to the Manufacturing Business Undertaking and whether the same would be transferred to the Resulting Company.

#### 14. **CONTRACTS, DEEDS, ETC.**



14.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature pertaining to Manufacturing Business Undertaking to which the Demerged Company is a party and which is subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the Resulting Company and may be enforced by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto.

14.2 The Resulting Company shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Demerged Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme. The Resulting Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Demerged Company for the Manufacturing Business Undertaking and to implement or carry out all formalities required to give effect to the provisions of this Scheme.

## **15. REMAINING BUSINESS UNDERTAKING**

15.1 It is clarified that the Remaining Business Undertaking of the Demerged Company shall continue with the Demerged Company as follows:

- (a) The Remaining Business Undertaking of the Demerged Company and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Demerged Company.
- (b) All legal and other proceedings by or against the Demerged Company under any statute, whether pending and / or arising on or before the



Appointed Date and relating to the Remaining Business Undertaking of the Demerged Company (including those relating to any property, investments, right, power, liability, obligation or duty, of the Demerged Company in respect of the Remaining Business Undertaking) shall be continued and enforced by or against the Demerged Company.

- (c) With effect from the Appointed Date and including the Effective Date –
- i. The Demerged Company shall be deemed to have been carrying on and to be carrying on all business and activities relating to the Remaining Business Undertaking for and on its own behalf;
  - ii. All income or profit accruing to the Demerged Company or expenditure or losses arising or incurred by it relating to the Remaining Business Undertaking are and shall for all purposes, be treated as the income or profit or expenditure or losses, as the case may be, of the Demerged Company;
- (d) The Demerged Company, as may be necessary, make an application to RBI for registering itself as a Systemically Important Non-Deposit Accepting Core Investment Company (CIC-ND-SI).

## 16. SAVING OF CONCLUDED TRANSACTIONS

The transfer of the Manufacturing Business Undertaking from the Demerged Company to the Resulting Company under Clause 4 above and the continuance of proceedings by or against the Resulting Company under Clause 12 above shall not affect any transaction or proceedings already concluded by the Demerged Company or after the Appointed Date till the Effective Date, to the end and intent that the Resulting Company accept and adopts all acts, deeds and things done and executed by the Demerged Company for the



Manufacturing Business Undertaking in respect thereto as done and executed on behalf of itself.

## 17. CHANGE OF NAME OF THE DEMERGED COMPANY AND THE RESULTING COMPANY

- 17.1 Upon sanction of this Scheme, the name of the Resulting Company shall automatically stand changed without any further act, instrument or deed on the part of the Resulting Company, to **“Tube Investments of India Limited”** and the Memorandum of Association and Articles of Association of the Resulting Company shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Section 13 and Section 16 of the Companies Act, 2013 or any other applicable provisions of the Act, would be required to be separately passed.
- 17.2 Upon sanction of this Scheme, the name of the Demerged Company shall automatically stand changed without any further act, instrument or deed on the part of Tube Investments of India Limited to **“TI Financial Holdings Limited”** or such other name as may be approved by Registrar of Companies, Tamil Nadu, Chennai and the Memorandum of Association and Articles of Association of the Demerged Company shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Section 13 and Section 16 of the Companies Act, 2013 or any other applicable provisions of the Act, would be required to be separately passed.



## 18. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE RESULTING COMPANY

Upon coming into effect of the Scheme, the following Clauses shall be inserted as the Main Objects in place of the existing Main Objects of the Memorandum of Association of the Resulting Company:

*III. The objects for which the company is established are as follows:*

*(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY:*

- 1. To carry on the business of manufacturers, assemblers, dealers and importers and exporters and merchants, distributors, stockists and agents for and buyers of bicycles, tricycles, motor cars, motor cycles, motor-propelled cycles, scooters, engines of all kinds and vehicles and rolling stock of every description and of spare parts and components thereof and parts allied thereto and generally all sorts of tubes and tubular goods and steel and metal goods and to assemble, repair, improve, alter and otherwise prepare for the market all of the said goods.*
- 2. To manufacture, sell, trade and otherwise deal in electrically or otherwise powered scooters, motorcycles, cycles, cars and vehicles of all description including their parts, components, spares and accessories thereof.*
- 3. To establish retail network or otherwise engage in the business of manufacture, sale, trade, providing service and/or otherwise deal in all types of sports, adventure, fitness, leisure and health products, equipment and accessories including kits, gears, instruments, ancillaries, appliances, apparels, foot wears, toys, mobility products, apparatus and articles of every description.*
- 4. To carry on the business of manufacturers, assemblers, dealers, importers, exporters, merchants, distributors and stockists of tubes and tubular goods made of steel and of any other metals and of plastics and of synthetic materials and of all kinds and materials and tubes and tubular goods for engineering, aircraft and ship building industries, cycle and automobile tubing of all kinds including precision, mechanical and pressure, flush and sanitary pipes, furniture tubes, pressure vessels, headers, steel drums, steel gas cylinders, locomotives, boiler tubes, transformer tubes, conduits and tubes of all kinds and materials for military and defence purposes.*



5. *To act as consulting engineers, consultants, and advisers in structural/civil/design engineering, to undertake projects involving use of tubes and metal sections of turnkey basis and to carry on business of manufacturers, assemblers, erectors, builders and as dealers, importers, exporters, merchants, agents, distributors and stockists of metal sections of every description, machines, gland packings and mechanical seals, heat exchanger packings, ferrules, fittings, controlled tube expander equipment, mouldings and fabrications in Fluon and Teflon (P.T.F.E.), cold rolled metal sections, manipulated components and fabricated assemblies of every description for engineering, building, transport, aircraft, material handling, power transmission and ship building, railcars and bus body frames, prefabricated buildings, furniture, vehicle seating, paints, traffic signs and metal sports goods.*
6. *To carry on the business of manufacturers, assemblers, engineering and constructional contractors, body builders and fitters of vehicles, cars, buses and lorries and contractors and builders of any vehicles, machinery and factories in the construction of which tubes or tubular materials or metal sections are used or incorporated.*
7. *To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal with, tubes and tubular goods and metal sections and goods in the manufacture or construction of which tubes or tubular goods of any kind or material or metal sections are used.*
8. *To carry on business as manufacturers, assemblers, dealers, importers, exporters and merchants, agents and distributors of saddles and seats for cycles and for any kind of vehicles to which saddles and seats are fitted and all accessories and components thereof.*
9. *To carry on business as manufacturers, dealers, importers, exporters, merchants, agents and distributors of cycle chains, motor cycle chains, agricultural chains, industrial chains, roller chains and chains of all description, sprockets and all power transmission related products and auto components.*

It shall be deemed that the members of the Resulting Company have also resolved and accorded all relevant consents under Section 13 of the Companies Act, 2013. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 13 of the Companies Act,



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2013 for the amendments of the Memorandum of Association of the Resulting Company.

**19. AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE DEMERGED COMPANY**

19.1 Upon coming into effect of the Scheme, the following Clauses shall be inserted as Clauses no. 1 to 5 in place of the existing Clauses no. 1 to 16 of the Object Clause of the Memorandum of Association of the Demerged Company:

1. *To carry on the business of an investment company in all its branches and without prejudice to generality of the foregoing to buy in and to invest in, acquire, sell, transfer, underwrite, subscribe for, hold and otherwise deal in and invest in any shares, bonds, stocks, obligations issued or guaranteed by any company or companies constituted and carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Sovereign Commissioners, Central or Provincial public body or authority supreme, municipal, local or otherwise whether in India or elsewhere and to promote, form or acquire any Company and to take, purchase or acquire shares or interest in any company and to transfer to any such company property of this company either out of its own funds or out of funds that it might borrow.*
  
2. *To invest the funds of the Company in various schemes of Mutual Funds, Asset Management Companies, Government securities and bonds, instruments of financial institutions, banks, Reserve Bank of India, any Foreign government or Foreign Banks or Foreign Authorities or public bodies, hold or resell metal, bullion, gold and silver articles, diamonds,*





*precious stones, ornaments, jewellery, paintings, coins, manuscripts, objects of art, land and building.*

3. *To carry on and become engaged in financial, monetary and other business transactions that are usually and commonly carried on by commercial Financing houses, Shroffs, Credit Corporations, Merchants, Factory, Trade and General Financiers and Capitalists.*
4. *To finance industrial and financial enterprises and to promote Companies engaged in industrial, financial and trading businesses.*
5. *To manage investment pools, mutual funds, syndicates in shares, stocks, securities, finance and real estate.*

19.2 The existing Clauses 17 to 50 of the Object Clause of the Demerged Company be renumbered as Clauses 6 to 41.

19.3 It shall be deemed that the members of the Demerged Company have also resolved and accorded all relevant consents under Section 13 of the Companies Act, 2013. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 13 of the Companies Act, 2013 for the amendments of the Memorandum of Association of the Demerged Company.

### **PART C**

#### **DEALS WITH THE REDUCTION OF EQUITY SHARE CAPITAL OF THE DEMERGED COMPANY**



## 20. Reduction of Face Value of Equity Shares in the Demerged Company

20.1 The authorized capital of the Demerged Company is 21,50,00,000 (Twenty One Crores and Fifty Lakh) equity shares of Rs.2 each. Upon coming into effect of the Scheme, the face value of equity share of the Demerged Company shall be reduced from Rs.2 each to Re.1 each. Accordingly, the revised authorized share capital shall be Rs 43,00,00,000 (Forty Three Crores) divided into 43,00,00,000 equity shares of Re.1 each. The first sentence of the revised Clause V of the Memorandum of Association of the Demerged Company would be as under:

*“Authorised Capital of the Company is Rs 43,00,00,000 (Rupees Forty Three Crores) divided into 43,00,00,000 equity shares of Re.1 each.”*

20.2 The issued, subscribed and paid up share capital of Rs 37,48,21,246 (Rupees Thirty Seven Crores Forty Eight Lakhs Twenty One Thousand Two Hundred and Forty Six) consisting of 18,74,10,623 (Eighteen Crores Seventy Four Lakhs Ten Thousand Six Hundred and Twenty Three) equity shares of Rs.2 each fully paid up. Upon coming into effect of the Scheme, the face value of equity share of the Demerged Company shall be reduced from Rs.2 each fully paid up to Re.1 each fully paid up. Accordingly, the issued, subscribed and paid up share capital of the Demerged Company after the Effective Date shall be Rs 18,74,10,623 (Eighteen Crores Seventy Four Lakhs Ten Thousand Six Hundred and Twenty Three) consisting of 18,74,10,623 (Eighteen Crores Seventy Four Lakhs Ten Thousand Six Hundred and Twenty Three) equity shares of Re.1 each fully paid up.

20.3 In respect of any equity shares issued and allotted by the Demerged Company between the date of the approval of the Scheme by the Board of Directors of



the Demerged Company and the Effective Date, the issued, subscribed and paid up capital shall be appropriately increased. Upon the Scheme coming into effect, in respect of equity shares issued and allotted by the Demerged Company between the date of the approval of the Scheme by the Board of Directors of the Demerged Company and Effective Date, the face value of such equity shares shall be reduced from Rs.2 each fully paid up to Re.1 each fully paid up.

- 20.4 The reduction in face value of the equity share of the Demerged Company, as on the Effective Date, shall be, without any application or deed, take place without any payment. To the extent of reduction in face value of equity shares of the Demerged Company, an amount shall be credited to the capital reserve account.
- 20.5 The reduction in face value of equity share of the Demerged Company shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 100 to 103 of the Companies Act, 1956 and the Order of the High Court sanctioning the Scheme shall be deemed to be also the Order under Section 102 of the Act for the purpose of confirming the reduction of capital. The reduction would not involve payment of paid-up share capital and the provisions of Section 101 of the Act will not be applicable. Notwithstanding the reduction in the equity share capital of the Demerged Company, the Demerged Company shall not be required to add "And Reduced" as suffix to its name.
- 20.6 Consequently, the Memorandum and Articles of Association of the Demerged Company (relating to the capital Clause) shall, without any further act, instrument or deed, be and stand altered, modified, amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under



Sections 13, 14 and 61 of the Companies Act, 2013 read with Section 394 of the Act and other applicable provisions of the Act would be required to be separately passed.

**PART D**  
**GENERAL TERMS AND CONDITIONS**

**21. APPLICATION TO HIGH COURT OF JUDICATURE AT MADRAS**

The Demerged Company and the Resulting Company shall with all reasonable dispatch make all necessary applications under Sections 391 to 394 read with Sections 100-103 of the Act and other applicable provisions of the Act to the High Court for seeking approval of the Scheme.

**22. MODIFICATION OR AMENDMENTS TO THE SCHEME**

Subject to approval of High Court, the Demerged Company and the Resulting Company by their respective Boards of Directors ('the Board', which term shall include Committee thereof), may assent to/make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the Court and/or any other Authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate as a result of subsequent events or otherwise by them (i.e. the Board of Directors). The Demerged Company and the Resulting Company by their respective Board are authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme, whether by reason of any directive or



Orders of any other authorities or otherwise howsoever, arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

### **23. CONDITIONALITY OF THE SCHEME**

This Scheme is and shall be conditional upon and subject to:

- 23.1 The Scheme being approved by the requisite majorities in number and value of such classes of persons including the respective members and/or creditors of the Demerged Company and the Resulting Company as may be directed by the High Court.
- 23.2 The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- 23.3 The sanction of the High Court under Sections 391 to 394 read with Sections 100 to 103 of the said Act in favour of the Demerged Company and the Resulting Company under the said provisions and to the necessary Order under Section 394 of the said Act being obtained.
- 23.4 Certified or authenticated copy of the Order of the High Court sanctioning the Scheme being filed with the Registrar of Companies, Tamil Nadu at Chennai by the Demerged Company and the Resulting Company.

### **24. EFFECT OF NON-RECEIPT OF APPROVALS**

In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by the High Court or such other competent authority and / or the Order not being passed as aforesaid before December 31, 2017 or within such further



period or periods as may be agreed upon between the Demerged Company and the Resulting Company by their Board of Directors, the Board of Directors of the Demerged Company and the Resulting Company are hereby empowered and authorised to agree to and extend the Scheme from time to time without any limitation), this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

## **25. REPEALS AND SAVINGS**

Any matter filed with Registrar of Companies, Regional Director or the Central Government under the Companies Act, 1956, before the notification of the corresponding provisions under The Companies Act, 2013 and not fully addressed at that time shall be concluded by the Registrar of Companies, Regional Director or the Central Government, as the case may be, in terms of the Companies Act, 1956. Any direction or order given by the Hon'ble High Court under the provisions of the Companies Act, 1956 and any act done by the Company based on such directions or order shall be deemed to be in accordance with and consistent with the provisions of The Companies Act, 2013. Accordingly, the provisions of the Companies Act, 2013, shall not apply to acts done by the Company as per direction or order of the Hon'ble High Court sanctioning the Scheme.

## **26. COSTS, CHARGES & EXPENSES**

All costs, charges and expenses (including, but not limited to, any taxes and duties, registration charges, etc.) of the Demerged Company and the Resulting



Company, respectively in relation to carrying out, implementing and completing the terms and provisions of this Scheme and/or incidental to the completion of this Scheme shall be borne by the Resulting Company.



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## SCHEDULE I

### Indicative List of Immovable Properties of the Manufacturing Business

#### Undertaking

Sl No.	Description of immovable properties	Location
1.	Land and buildings in the village of Ambattur, Tiruvallur District admeasuring 43.24 Acres (aprox).	Survey Nos. 583/2A (1C) and 583/2D (1B)etc in the village of Ambattur, Tiruvallur Dist. Tamil Nadu
2.	Land and building in the village of Ambattur, Tiruvallur District admeasuring 5.92 Acres (aprox).	Survey No 574/2 etcin Ayapakkam Village, Ambattur, TiruvallurDist, Tamil Nadu
3.	Land and building in Sinnar Industrial Area, Nasik admeasuring 35364 sq. meters (Aprox)	Plot No.E-8 in Sinnar Industrial Area, within the village limits of Malegaon and outside the limits of Sinnar Municipal Council, Taluka and Registration Sub-District Nashik., Maharashtra
4.	Lands situate at Perungalathur Village, ArakkonamTk, Vellore Dist in the State of Tamil Nadu. Admeasuring 78.78 Ac aprox.	Survey Nos. 529/1J, 529/1H, 529/1P, 529/1F, 529/1D, 529/1G, 529/1I, 529/2A, 529/2C, 529/2B, 529/2D, 529/1B, 529/1E, 529/1K, 529/1M, 529/1O, 529/1R, 529/1L, 529/1C, 529/1N, 529/1Q (part), 196/5A1, 196/5A3, 196/5A5, 196/5B, 196/5C, 196/5D, 196/5E, 196/5A2, 196/5A4, 201/2B, 201/2C, 201/2D, 201/1B, 201/1C2, 201/1A2, 201/1C1, 196/2A, 196/2C, 196/6C, 196/6A, 196/3 (part), 530/1, 530/2, 530/3, 530/4, 530/5, 530/6 (part), Well in 530/2, 195/1C2, 195/1A3, 195/1B11, 195/1B14, 195/1B7, 195/1B13, 195/1G2, 195/1F (part), 195/1A1 (part), 528/2A, 528/2B, 528/2C, 528/2D





		528/2E, 528/2F, 528/2G, 528/2H, 527/3, 527/5 527/6, 527/8, 527/9, 527/10, 527/13, 527/11 527/14, 527/16, 527/1, Well in 527/1, 196/7 196/8, 201/3A, 195/1A1, 195/1A2, 195/1C1, 195/1C3, 195/1G1, 195/1G3, 195/1K, 195/2, 195/3, 195/4, 195/6, 195/7, 195/1E, 195/1F (part), 195/9 (part), 195/5 (part), 201/2A (part) 195/1B10, 195/1H1, 195/1I, 195/1D, 195/1H2 201/3B, 195/1B6, 195/1B9, 195/1B12, 195/1B15 529/3 (part), 527/15, 527/17, 527/4, 527/7 etc situate at Perungalur Village, Arakkonam Taluk, Vellore District in the State of Tamil Nadu.
5.	Land and Building at Rajpura, in the State of Punjab admeasuring 17.21 Acres aprox	Khasra Nos. 700, 701, 702, 703, 704, 706, 707, 708, 709, 718, 699, 1322/724, 1411/705, 710, 717, 719, 720, 721, 1318/722, 1320/723, 1410/705 in Rajpura in the State of Punjab.
6.	Land and Building at Ambattur Industrial Estate, Ambattur, Chennai in the State of Tamil Nadu admeasuring 1 Acre aprox	Plot No.25 (SP) in Ambattur Industrial Estate, Ambattur, comprised in Survey No. 191 Part, 193 Part and 194 of Mannur Village, Ambatur Taluk, Thiruvallur District i in the State of Tamil Nadu.
7.	Land and building in the village of Paruthipet in Poonamallee Taluk, Avadi, Tiruvallur District admeasuring 108.37 Acres aprox	<b>1. Main Plant</b> Survey Nos. 2, 3/2,3,4,5, 7, 8, 9 Part (Eastern Portion), 10/1 Part (Eastern Portion) 10/2 Part, 10/3, 11, 12/6 Part (Eastern Portion), 12/7 Part (Eastern Portion) 14/3 Part (Eastern Portion), 14/4, 15/1 Part (Eastern portion), 15/2, 15/3 Part (Eastern portion) 23 Part (Eastern portion), 23 part (in the middle, a small bit on the eastern



		<p>side), 720/3 Part (Eastern portion), 738, etc in Registration District of South Chennai – Tiruvallur District in the State of Tamil Nadu</p> <p><b>2. Paruthipet Village</b>  (a) Survey Nos.3/1, 4, 5 and 6 etc in Paruthipattu Village, Tiruvallur District, in Tamil Nadu  (b) Survey Nos.636/1, 636/2A, 636/2B and 640 etc in Paruthipet Village, Tiruvallur District in Tamil Nadu admeasuring 3.24 acres aprox</p> <p><b>3. Sundarasholavam Village</b>  Survey Nos.5 and 6 etc in Sundarasholavam village in Poonamallee Taluk, Tiruvallur District, Tamil Nadu admeasuring 3.92 Acres.</p>
8.	Land and Building at Rajpura, in the State of Punjab admeasuring 51.43 Acres aprox	<p><b>Khasra Nos.</b> 675, 683, 690, 676, 684, 691, 677, 685, 692, 678, 687, 695, 679, 688, 696, 680, 689, 697, 681, 694, 698, 682, 1494/686, 1495/693, 1493/686, 1496/693, 671, 673/1, 673/2, 1491/1399, 1492/1399, 1491/1399/670, 743 to 757, 84 to 88 and 90; 504,505 &amp; 508, 609 to 613, 631, 636 to 638, 642 to 647, 650 to 660, 666, 667. 672, 682, 734, 759 to 767, 769 * 770, 773 to 777, 1332/768, 1334/771, 1336/772, 1395/668,1444/633, 1445/633, 1446/633, 1483/1310, 1484/1310, 1486/648, 1487/649</p> <p><b>10</b> 1489/1397, 1490/1396, 1565/575, 1568/576, 492/1, 504/1, 650/2, 651/1, 734/681/89, \735/681, 1485, 1441 in Rajpura, in Punjab</p>
9.	Land and building in Industrial Area, Focal Point, Mohali (SAS Nagar), Punjab admeasuring 8.88 acres aprox	Plot No.A-16 and A-17 Industrial Area, Focal Point, Phase VI, Mohali (SAS Nagar) Ropar District, Punjab
10.	Land and Building in Shirwal Post, Khandala Tk, in	Gutt No.1362, 1359, 1358, 1361, 1365, 1364, 1392, 1360, 1393, 1392 et in



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	Maharashtra State admeasuring 8 Hec 17 Ar aprox	Shirwal Village, KhandalaTk, Sata Dist in the State of Maharashtra
11.	Land and building in IMT Manesar in the State of Haryana admeasuring 4 Acres aprox	Plot No.85-86 at IMT Manesar, Sector 8 , Industrial Estate in the State of Haryana.
12.	Land and Building at Ponpadi Village, Thirutani in Tamil Nadu admeasuring 62.44 Acres aprox	Survey Nos. 150/2 (Part), 150/2B (Part), 150/3 (part), 164/3, 163/3A, 163/4, 180/11, 163/1, 162/7, 164/4A, 164/5A, 164/4B, 164/5B, 161/7, (part), 162/4, 152/3, 152/5, 152/1 (part),152/6, 149/5, 152/1 (part), 163/2, 165/4, 165/12, 162/1B, 150/4, 165/9, 151/6, 152/10, 151/7, 152/9, 165/8, 152/1, 162/1C (part), 162/2, 162/3, 164/2, 164/1, 165/10, 165/11, 178/3, 180/2, 180/4, 182/13, 163/3B, 165/3, 166/1A, 166/1B, 166/2, 166/4, 167/2, 161/8, 162/6, 182/6, 180/3, 182/7, 182/12, 182/11, 163/6, 164/7, 180/1, 182/4, 182/5, 165/6, 178/1, 152/1, 152/2, 181/4, 180/7, 185/12, 180/6, 182/10, 162/5, 152/7, 152/8, 176/11, 177/6, 177/10, 179/1, 177/2, 178/2, 181/6, 181/12, 164/8,164/9, 172/1 Part, 179/3, 180/9, 181/11, 177/11, 177/4, 182/1, 152/4 part, 177/3, 177/8B, 180/10, 182/8, 179/4, 182/3, 181/10, 165/2, 181/1, 185/11, 166/3, 174/1, 174/4, 178/15, 181/5, 181/9, 180/5, 181/7, 178/7, 178/8, 178/9, 178/10, 178/11, 178/12, 178/13, 178/16, 178/17, 178/18, 180/12, 180/13,178/4, 178/5, 178/6, 180/8, 174/2, 174/3, 174/5, 178/14, 179/10, 173/1, 182/8, 179/2, 179/5, 182/9, 177/5, 181/8, 179/6, 178/19, 178/20, 182/2, 164/6, 183/7 Part, 183/8, 179/7, 179/8, 179/11, 179/12, 175/6, 176/12, 185/10, 181/2, 181/3, 177/8A, 162/1B, 164/1, 152/4, 163/5, 177/7, 177/9, 149/2A, 149/2B, 149/3, 149/4A, 149/4B, 167/1, 165/1, 165/5, 165/7, 152/11etc.,sitated in Ponpadi Village, ThirutaniTaluk, ThiruvallurDist, sub-



		registration District Thirutani in the State of Tamil Nadu.
13.	Land and buildings in the village of Ambattur, Tiruvallur District admeasuring 38.51 Acres (aprox).	Survey Nos. 256, 268/2A, 284, 261, 262 257, 574, 260, 268/2B, 269/1, 270, 279, 258, 259, 263, 271/2, 272/1, 272/2A, 272/2B, 273, 271/1, 265, 267/2, 267/3, 264, 266, 267/1, 269/2, 268/1, 277/1 etc in Ambattur Village, Chenglepet Dist, Tamil Nadu.
14.	Land and building in Khazipally Village, NaraspurTq., Medak District in the State of Andhra Pradesh admgeasuring 30 Acres Aprox	Survey Nos. 180/6, 180/4, 180/5 etc., situated at Kazhipally Village, NaraspurTq., Medak Districtm under Gram Panchayat Kazipally, Registration Dist Sangareddy, Sub-District Naraspur in the State of Andhra Pradesh.
15.	Land and Building at Ganganouli, Laskar, in the State of Uttarakhand admesuring 60244 Sq. Mtrs	Khasra Nos. 230 & 231, 225/1, 229, 236/1 & 2, 237 & 238, 244 and 246 in Gangnouli Village, Tehsil, Laksar, Haridwar, Uttarakhand
16.	Land and Building in Thinnanore Village, TiruvallurDist, in the State of Tamil Nadu admeasuring Aprox 20.09 Acr	Survey Nos. 183, 185, 186/1, 186/2, 187/1, 187/2, 189, 190, 192/2, 192/3, 182/1, 182/2, 184, 188 and 192/1 etc in Nemilicherry Vilage within the Registration Dist of Tiruvallur in the State of Tamll Nadu.
17.	Land and building in Industrial Estate, Kakkalur in TiruvallurTk, in the State of Tamil Nadu admeasuring 5.58 Ac Arox	Plot Nos.G78, G79, G92, G93, G80, G81, G82, G90 & G91 in the Industrial Estate, Kakkalur comprised inS.F. No.497/1 & 497/2 of Thannerkulam Vilage and 72 pt, 73 pt, 78 pt, 82 pt, 83 pt, 84 pt and 85 ot Putlur Village Tiruvalur Tk, in the State of Tamil Nadu.
18.	Land and Building in Industrial Model Township, Bawal in the State of Haryana admeasuring 19088.65 sq. met	Plot No.245, Phase – I, Sector -3 in Industrial Model Township, BawalDist, in Rewari District in the State of Hararyana.



19.	Land and Building in Industrial Estate, Kakkalur, ThiruvallurTk, in the State of Tamil Nadu admeasuring 0.9884 Ac	Plot No. DP- G49, in Survey No. 496 part, 497 Part and 83 part in Industrial Estate, in ThanneerkulamPutlur Village, ThiruvallurDist in the State of Tamil Nadu.
20.	Land and Building at Sablewadi, TalukKhed, Dist Pune in the State of Maharashtra admeasuring 2 Hr and 63 Are Aprox	Gat No.1662 at Village Sablewadi, Tak: Khed, Dist Pune in the State of Maharashtra
21.	Land and Building at Ganganouli, Laskar, in the State of Uttarakhand, admeasuring 61255 Aprox	Khasra Nos. 222 and 227, 225/1, 229, 236/1 & 2, 237 & 238, 244 and 246 in in Gangnouli Village, Tehsil, Laksar, Haridwar, Uttarakhand
22.	Land and Building in Ashirwad Apartments, Vadodara in the State of Gujarat admeasuring 1239 sq. ftaprox.	Flat No.4, Ashirwad Apartment, Anand Society, Behind Express Hotel, Vadodara comprised in R.S. No.550/2and City Survey No.2109.
23.	Flat No.302 of Type C, in VasantVihar in Thane Dist in the State of Maharashtra admeasuring 56.03 sqmts	Flat No.302 of the Type C of carpet area admeasuring 56.03 sq mts on 3 <sup>rd</sup> floor in Building No.18 in the land situated on 2 <sup>nd</sup> Pokhran Road, Vilage Majiwade, Thane
24.	Flat No.10, in Gagandeep in Gariahat Road, Calcutta admeasuring 1600 sqaprox.	Flat No.10 in Gagandeep Apartments In PremisesNo.50B, Gariahat Road, Calcutta
25.	4 Flats in Centralis Apartments, ABM Avenue, RA Puram, Chennai in the State of Tamil Nadu admeasuring 11203 sq, ft	Flat Nos.3B, 3C, 4A and 4C in Centralis Apartment, ABM Avenue, RA Puram, Chennai in the State of Tamil Nadu.
26.	One Flat in The Marol Co-op. Hsg. Society Limited, Chandra Niwas Building, Flat No.B-23, AndheriKurla Road, Andheri (E), Mumbai 400059 admeasuring 330 sq. ftaprox	Flat No.23-B in Marol Co-op. Hsg. Society Limited, Chandra Niwas Building, AndheriKurla Road, Andheri (E), Mumbai 400059



27.	Private Plot at Dhanot Village, Kalol Tk, Gandhinagar, Gujarat admeasuring 1625.75 sqmtrs	Part of Consolidated Block No.165 of Mouje Dhanot of KalolTk, Gandhi Nagar, Gujarat
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**Tube Investments of India Ltd.**

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

Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404

Website: www.tiindia.com CIN: L35921TN1949PLC002905

**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF TUBE INVESTMENTS OF INDIA LIMITED HELD ON 3<sup>rd</sup> DAY OF NOVEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT DARE HOUSE, 234 NSC BOSE ROAD, CHENNAI – 600 001**

“RESOLVED THAT pursuant to Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by SEBI, the Board of Directors of the Company do hereby approve the Undertaking signed by Mr. S Suresh, Secretary of the Company for the purpose of Certificate to be issued by M/s. S R Batliboi & Associates, Chartered Accountants, Statutory Auditors of the Company in this regard, to be filed with the BSE Ltd., stating the reason for non-applicability of Para (I)(A) (9)(a) of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.”

**//CERTIFIED TRUE COPY//**

**FOR TUBE INVESTMENTS OF INDIA LIMITED**

**S Suresh**  
**Company Secretary**

Place: Chennai

Date: 3<sup>rd</sup> November, 2016



INDIA

**Tube Investments of India Ltd.**

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

Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404

Website: www.tiindia.com CIN: L35921TN1949PLC002905

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**Brief details of the Tube Investments of India Limited and TI Financial Holdings Limited**

<b>Particulars</b>	<b>Tube Investments of India Limited</b>	<b>TI Financial Holdings Limited</b>
<b>Name of the Company</b>	Tube Investments of India Limited ('TIIL')	TI Financial Holdings Limited ('TIFHL')
<b>Date of Incorporation &amp; Details of name changes, if any</b>	<p><b><u>Date of Incorporation:</u></b></p> <p>September 9, 1949</p> <p><b><u>Details of name change:</u></b></p> <p>TIIL was originally incorporated on 9<sup>th</sup> September, 1949 under the Companies Act, 1956 in the State of Tamil Nadu with the name "T.I. Cycles of India Limited". On September 15, 1959, the name was changed from "T.I. Cycles of India Limited" to "Tube Investments of India Limited"</p>	<p><b><u>Date of Incorporation:</u></b></p> <p>October 6, 2008</p>
<b>Registered Office</b>	Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600 001	Dare House, No 234, N S C Bose Road, Chennai, Tamil Nadu- 600 001
<b>Brief particulars of the Scheme</b>	The Scheme of Arrangement ("the Scheme") under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 provides for the demerger of the Manufacturing Business Undertaking of Tube Investments of India Limited ("TIIL" or "the Demerged Company"), on a going concern basis, into TI Financial Holdings Limited ("TIFHL" or "the Resulting Company"), a wholly owned subsidiary of TIIL.	
<b>Rationale for the Scheme</b>	<ul style="list-style-type: none"><li>• Murugappa Group ('the Group') is amongst India's most renowned and admired corporate houses. Both the companies under this Scheme of Arrangement are part of the same Group.</li></ul>	



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INDIA

Particulars	Tube Investments of India Limited	TI Financial Holdings Limited
	<ul style="list-style-type: none"><li>• TIIL is engaged in multiple businesses broadly classified into the following categories:<ul style="list-style-type: none"><li>- Manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for automobile sector and industrial applications, roll-formed sections, other metal formed products, industrial gears, designing and manufacturing of dies (“Manufacturing Business”). The Manufacturing Business is also carried out through subsidiaries (Shanthi Gears Limited, Financiere C10 SAS, SEDIS SAS, SEDIS Co Limited, TI Tsubamex Private Limited, etc.).</li><li>- The Demerged Company is also engaged in financial services business through subsidiaries, joint ventures, associates viz Non-Banking Financial Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business (through Cholamandalam MS General Insurance Company Limited), Chola MS Risk Services Limited (“Financial Services Business”).</li></ul></li><li>• TI Financial Holdings Limited is a wholly owned subsidiary of Tube Investments of India Limited.</li><li>• In order to segregate the Manufacturing Business and Financial Services Business, the management intends to demerge the Manufacturing Business Undertaking on a going concern basis into a separate entity with a mirror image shareholding.</li><li>• The proposed restructuring would result in better and efficient control by the management for the segregated businesses and promote its growth. Further, it would also result in the following benefits:<ul style="list-style-type: none"><li>- Greater administrative efficiency;</li><li>- Operational rationalization, organization efficiency and optimum utilisation of various resources;</li><li>- Ability to leverage financial and operational resources of each business; and</li><li>- Each business would be able to address independent business opportunities, pursue efficient capital allocation and attract different sets of investors, strategic partners, lenders and other stakeholders</li></ul></li></ul>	



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INDIA

<b>Particulars</b>	<b>Tube Investments of India Limited</b>	<b>TI Financial Holdings Limited</b>
	<ul style="list-style-type: none"><li>The proposed restructuring is likely to be value accretive for the shareholders and would enable them to select investments best suited to their investments strategies. Further, the segregation is also expected to unlock the value of the businesses of the Demerged Company.</li></ul>	
<b>Date of Resolution passed by the Board of Directors of the Company approving the Scheme</b>	November 3, 2016	November 3, 2016
<b>Date of Meeting of the Audit Committee in which the draft scheme has been Approved</b>	November 3, 2016	Not Applicable
<b>Appointed Date</b>	April 1, 2016	
<b>Name of Exchanges where Securities of the Company are Listed</b>	BSE Limited National Stock Exchange	Not Applicable
<b>Nature of Business</b>	TIIL is engaged in the following businesses:  - Manufacturing of tubes, strips, tubular components, bicycles and fitness products, chains for	TIFHL is engaged in the business of making investments



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I N D I A

Particulars	Tube Investments of India Limited	TI Financial Holdings Limited
	<p>automobile sector and industrial applications, roll-formed sections, other metal formed products, industrial gears, designing and manufacturing of dies ("Manufacturing Business"). The Manufacturing Business is also carried out through subsidiaries (Shanthi Gears Limited, Financiere C10 SAS, SEDIS SAS, SEDIS Co Limited, TI Tsubamex Private Limited, etc.)</p> <p>- TIIL is also engaged in financial services business through subsidiaries, joint ventures, associates viz Non-Banking Financial Business (through Cholamandalam Investment and Finance Company Limited), Insurance Business (through Cholamandalam MS General Insurance Company Limited) ("Financial Services Business")</p>	
<b>Capital before the scheme</b>	18,74,10,623 equity shares of Rs.2 each, fully paid up aggregating to Rs 37,48,21,246	11,00,000 equity shares of Re.1 each fully paid up aggregating to Rs 11,00,000
<b>No. of shares to be issued</b>	Not applicable	"1 (One) fully paid up Equity Share of Re.1 (Rupee One) each of TIFHL shall be issued and allotted for every 1 (One) fully paid up equity shares of Rs.2 (Rupees Two) each held in TIIL"



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INDIA

<b>Particulars</b>	<b>Tube Investments of India Limited</b>	<b>TI Financial Holdings Limited</b>
<b>No. of shares to be issued</b>	Not applicable	“1 (One) fully paid up Equity Share of Re.1 (Rupee One) each of TIFHL shall be issued and allotted for every 1 (One) fully paid up equity shares of Rs.2 (Rupees Two) each held in TIIL”
<b>Cancellation of shares on account of cross holding, if any</b>	Upon the Scheme becoming effective and upon the issue of shares by TIFHL in the manner provided in the Scheme, the existing shareholding of TIIL in TIFHL shall, without any application or deed, stand cancelled without any payment.  TIFHL is a wholly owned subsidiary of TIIL. The current paid up capital of TIFHL comprises of 11,00,000 equity shares of Re.1 each. Such equity shares held by TIIL in TIFHL would be cancelled.	
<b>Capital after the scheme</b>	Rs 18.74 crs	Rs 18.74 crs
<b>Net Worth Pre – Demerger</b>	Rs 1,939.28 crs As on March 31, 2016	Rs. 0.05 crs As on March 31, 2016
<b>Net Worth Post – Demerger</b>	Rs. 985.39 crs	Rs 953.78 crs
<b>Valuation by independent Chartered Accountant – Name of valuer, Firm Name and Regn No</b>	M/s SSPA & Co., Chartered Accountants Regn No. 128851W	



INDIA

Particulars	Tube Investments of India Limited	TI Financial Holdings Limited
method with weight given to each method, if any		
Fair Value per share	<i>Not Applicable</i>	
Exchange ratio	“1 (One) fully paid up Equity Share of Re.1 (Rupee One Only) each of the Resulting Company shall be issued and allotted for every 1 (One) fully paid up equity share of Rs.2 (Rupees Two) each held in the Demerged Company”	
Name of Merchant Banker giving fairness opinion	M/s Axis Capital Ltd	
Shareholding Pattern	Shareholding Pattern as on September 30, 2016 is enclosed as <b>Annexure G1</b>	Shareholding Pattern as on September 30, 2016 is enclosed as <b>Annexure G2</b>
No. of shareholdings	As per Annexure G1 above	As per Annexure G2 above
Name of the promoters	As per Annexure G1 above	As per Annexure G2 above
Names of the Directors	Messrs. <ul style="list-style-type: none"><li>• MM Murugappan, Chairman</li><li>• L Ramkumar, Managing Director</li><li>• Hemant M Nerurkar</li><li>• Madhu Dubhashi</li><li>• Pradeep V Bhide</li><li>• S Sandilya</li><li>• C K Sharma</li></ul>	Messrs. <ul style="list-style-type: none"><li>• L Ramkumar, Chairman</li><li>• S Suresh</li><li>• N Prasad</li></ul>



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INDIA

Particulars	Tube Investments of India Limited	TI Financial Holdings Limited
	<ul style="list-style-type: none"><li>N Srinivasan</li></ul>	
<b>Details regarding change in management control if any</b>	Not Applicable	Not Applicable As the demerger is an intra-group demerger

For Tube Investments of India Limited

**S Suresh**  
**Company Secretary**

Email: [sureshs@tii.murugappa.com](mailto:sureshs@tii.murugappa.com)

Tel No: +91 44 42286711



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**TO WHOMSOEVER IT MAY CONCERN**

The Board of Directors of the Tube Investments of India Limited (hereinafter referred to as “the Company” or “TIIL” or “the Demerged Company”) at its meeting held on November 3, 2016, approved a Scheme of Arrangement between the Company and TI Financial Holdings Limited (“TIFHL” or “the Resulting Company”) and their respective shareholders under Sections 391-394 read with Section 100-103 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 (“Scheme”). The Scheme provides for demerger of the Manufacturing Business Undertaking from TIIL to TIFHL and consequent listing of the shares of TIFHL.

The Scheme will be subject to the requisite approvals inter-alia from the shareholders, the creditors, the respective Hon’ble High Court of Madras and the regulatory authorities. Based on the audited financial statements for the year ended March 31, 2016 and information and documents produced before us and explanation furnished to us by the Company, this is to certify that the Net Worth of the Company as on March 31, 2016 and Net Worth of the Company after demerger would be as under:

**Net worth of TIIL as on March 31, 2016 (pre demerger) and April 1, 2016 (post demerger)**

Particulars	Pre Demerger as on March 31, 2016	Post Demerger as on April 1, 2016
	Amt (Rs in crs)	Amt (Rs in crs)
(i) Share Capital	37.47	18.74
(ii) Reserves and Surplus	1,901.81	966.65
<b>Net Worth (i+ii)</b>	<b>1,939.28</b>	<b>985.39</b>

For SBN AND Co.,  
Chartered Accountants  
Firm Regn No: 15224 S

  
T. Balaji

Partner

Membership No : 205635

Place: Chennai

Date: 3<sup>rd</sup> November 2016





**TO WHOMSOEVER IT MAY CONCERN**

The Board of Directors of the TI Financial Holdings Limited (hereinafter referred to as “the Company” or “TIFHL” or “the Resulting Company”) at its meeting held on November 3, 2016, approved a Scheme of Arrangement between the Company and Tube Investments of India Limited (“TIIL” or “the Demerged Company”) and their respective shareholders under Sections 391-394 read with Sections 100-103 of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 (“Scheme”). The Scheme provides for demerger of the Manufacturing Business Undertaking from TIIL to TIFHL and consequent listing of the shares of TIFHL.

The Scheme will be subject to the requisite approvals inter-alia from the shareholders, the creditors, the respective Hon’ble High Court of Madras and the regulatory authorities. Based on the audited financial statements for the year ended March 31, 2016 and information and documents produced before us and explanation furnished to us by the Company, this is to certify that the Net Worth of the Company as on March 31, 2016 and Net Worth of the Company after demerger would be as under:-

**(i) Net worth of TIFHL as on March 31, 2016 (pre demerger) and April 1, 2016 (post demerger):**

	<b>Pre demerger (as on March 31, 2016)</b>	<b>Post demerger (as on April 1, 2016)</b>
<b>Particulars</b>	<b>Amt (Rs in crs)</b>	<b>Amt (Rs in crs)</b>
<b>(i) Share Capital</b>	0.11	18.73
<b>(ii) Reserves and Surplus</b>	(0.06)	935.10
<b>Net Worth (i+ii)</b>	<b>0.05</b>	<b>953.83</b>

**For SBN & Co.,**  
**Chartered Accountants**  
**Firm Regn No: 15224 S**



**T. Balaji**

**Partner**

**Membership No: 205635**

**Place: Chennai**

**Date: 3<sup>rd</sup> November 2016**





## Details of Capital evolution of Tube Investments of India Ltd.

Date of Issue	No. of Shares issued	Issue Price - Rs.	Type of Issue (IPO/FPO/Preferential Issue/Scheme/Bonus/Rights, etc.	Cumulative Capital (No. of Shares)	Whether listed, if not listed, give reasons
9th Sept. 1949	4590	100	Subscriber to the Memorandum of Association	4590	Yes - Listed at BSE/NSE
29th Mar. 1950	634	100	Allotment	5224	Yes - Listed at BSE/NSE
24th Jun. 1950	550	100	Allotment	5774	Yes - Listed at BSE/NSE
30th Oct. 1950	10300	100	Allotment	16074	Yes - Listed at BSE/NSE
3rd Nov. 1950	4700	100	Allotment	20774	Yes - Listed at BSE/NSE
16th Dec. 1950	4545	100	Allotment	25319	Yes - Listed at BSE/NSE
22nd Jan. 1951	2080	100	Allotment	27399	Yes - Listed at BSE/NSE
12th Feb. 1951	10255	100	Allotment	37654	Yes - Listed at BSE/NSE
30th Mar. 1951	1342	100	Allotment	38996	Yes - Listed at BSE/NSE
23rd Jun. 1951	2532	100	Allotment	41528	Yes - Listed at BSE/NSE
13th Aug. 1951	905	100	Allotment	42433	Yes - Listed at BSE/NSE
13th Sept. 1951	2290	100	Allotment	44723	Yes - Listed at BSE/NSE
12th Nov. 1951	125	100	Allotment	44848	Yes - Listed at BSE/NSE
26th Nov. 1951	3000	100	Allotment	47848	Yes - Listed at BSE/NSE
6th Dec. 1951	1040	100	Allotment	48888	Yes - Listed at BSE/NSE
27th Dec. 1951	1112	100	Allotment	50000	Yes - Listed at BSE/NSE
20th Dec. 1952	9	100	Allotment	50009	Yes - Listed at BSE/NSE
8th Feb. 1953	10420	100	Allotment	60429	Yes - Listed at BSE/NSE
13th Apr. 1953	195	100	Allotment	60624	Yes - Listed at BSE/NSE
16th Jun 1953	300	100	Allotment	60924	Yes - Listed at BSE/NSE
22nd Oct. 1953	10	100	Allotment	60934	Yes - Listed at BSE/NSE
9th Feb. 1954	280	100	Allotment	61214	Yes - Listed at BSE/NSE
14th Sept. 1954	620	100	Allotment	61834	Yes - Listed at BSE/NSE
24th Jun 1954	2810	100	Allotment	64644	Yes - Listed at BSE/NSE
7th Oct. 1954	50	100	Allotment	64694	Yes - Listed at BSE/NSE
10th Nov. 1954	170	100	Allotment	64864	Yes - Listed at BSE/NSE
15th Jan. 1955	207	100	Allotment	65071	Yes - Listed at BSE/NSE
4th Apr. 1955	555	100	Allotment	65626	Yes - Listed at BSE/NSE
16th May. 1955	1481	100	Allotment	67107	Yes - Listed at BSE/NSE
6th Jun 1955	2893	100	Allotment	70000	Yes - Listed at BSE/NSE
22nd Jul 1959	180000	100	Allotment	250000	Yes - Listed at BSE/NSE
1967	125000	100	Bonus Issue - 1:2	375000	Yes - Listed at BSE/NSE
22nd Sept. 1977	0		Sub-division of shares - Face value Rs.100 to Rs.10/- each	3750000	Yes - Listed at BSE/NSE
14th June 1979	550000	10	Public Issue	4300000	Yes - Listed at BSE/NSE
Aug-85	1433333	10	Bonus Issue - 1:3	5733333	Yes - Listed at BSE/NSE
29th June 1989	1029215	20	Rights Issue at Rs.20/- per share	6762548	Yes - Listed at BSE/NSE
20th June, 1991	84267	10	Amalgamation of Press Metal Corporation Ltd. under BIFR Order in the ration of 1 shares of TII for 10 shares of PMC	6846815	Yes - Listed at BSE/NSE
1st Jan. 1993	3670595	50	Conversion of Partly Convertible Debentures	10517410	Yes - Listed at BSE/NSE
1st Apr. 1993	248643	10	Amalgamation of Sathvana Chains Ltd. in the ratio of 1 shares for 7 shares held	10766053	Yes - Listed at BSE/NSE
26th May, 1994	5200000	274	Issue of Global Depository Receipts	15966053	Yes - Listed at BSE/NSE
9th June 1994	501254	274	Issue of Global Depository Receipts (green shoe option)	16467307	Yes - Listed at BSE/NSE
26th July, 1994	200000	193	Preferential Offer to Promoter Group	16667307	Yes - Listed at BSE/NSE
7th Aug. 1995	1800000	212	Preferential Offer to Promoter Group (Warrant conversion)	18467307	Yes - Listed at BSE/NSE
11th Dec. 1995	6155769	0	Bonus Issue - 1:3	24623076	Yes - Listed at BSE/NSE
29th Jan. 2003	-6150386		Buyback of shares at Rs.100 per share	18472690	Yes - Listed at BSE/NSE
2nd Sept 2004	18472690	0	Bonus Issue - 1:1	36945380	Yes - Listed at BSE/NSE
27th Jan. 2005	10620	0	Amalgamation of TIDC - 4 shares for 5 shares of TIDC	36956000	Yes - Listed at BSE/NSE
8th June, 2006		0	Stock Split - Face value of Rs.10/- to Rs.2/-	184780000	Yes - Listed at BSE/NSE
18th Mar. 2010	1000	*	Allotment of Shares under ESOP	184781000	Yes - Listed at BSE/NSE
16th Apr. 2010	26976	*	Allotment of Shares under ESOP Scheme 2007	184807976	Yes - Listed at BSE/NSE
17th May, 2010	4296	*	Allotment of Shares under ESOP Scheme 2007	184812272	Yes - Listed at BSE/NSE
8th June, 2010	5000	*	Allotment of Shares under ESOP Scheme 2007	184817272	Yes - Listed at BSE/NSE



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**Details of Capital evolution of Tube Investments of India Ltd.**

<b>Date of Issue</b>	<b>No. of Shares Issued</b>	<b>Issue Price - Rs.</b>	<b>Type of Issue (IPO/FPO/Preferential Issue/Scheme/Bonus/Rights, etc.</b>	<b>Cumulative Capital (No. of Shares)</b>	<b>Whether listed, if not listed, give reasons</b>
25th June, 2010	26794	*	Allotment of Shares under ESOP Scheme 2007	184844066	Yes - Listed at BSE/NSE
12th July, 2010	55230	*	Allotment of Shares under ESOP Scheme 2007	184899296	Yes - Listed at BSE/NSE
11th Aug., 2010	60582	*	Allotment of Shares under ESOP Scheme 2007	184959878	Yes - Listed at BSE/NSE
31st Aug., 2010	84688	*	Allotment of Shares under ESOP Scheme 2007	185044566	Yes - Listed at BSE/NSE
13th Sept., 2010	49812	*	Allotment of Shares under ESOP Scheme 2007	185094378	Yes - Listed at BSE/NSE
23rd Sept. 2010	62340	*	Allotment of Shares under ESOP Scheme 2007	185156718	Yes - Listed at BSE/NSE
21st Oct., 2010	103682	*	Allotment of Shares under ESOP Scheme 2007	185260400	Yes - Listed at BSE/NSE
12th Nov., 2010	126832	*	Allotment of Shares under ESOP Scheme 2007	185387232	Yes - Listed at BSE/NSE
13th Dec., 2010	153319	*	Allotment of Shares under ESOP Scheme 2007	185540551	Yes - Listed at BSE/NSE
28th Jan., 2011	41484	*	Allotment of Shares under ESOP Scheme 2007	185582035	Yes - Listed at BSE/NSE
24th Feb., 2011	27292	*	Allotment of Shares under ESOP Scheme 2007	185609327	Yes - Listed at BSE/NSE
22nd Mar., 2011	57604	*	Allotment of Shares under ESOP Scheme 2007	185666931	Yes - Listed at BSE/NSE
16th Apr., 2011	26539	*	Allotment of Shares under ESOP Scheme 2007	185693470	Yes - Listed at BSE/NSE
2nd May, 2011	23353	*	Allotment of Shares under ESOP Scheme 2007	185716823	Yes - Listed at BSE/NSE
30th May, 2011	34142	*	Allotment of Shares under ESOP Scheme 2007	185750965	Yes - Listed at BSE/NSE
15th June, 2011	15000	*	Allotment of Shares under ESOP Scheme 2007	185765965	Yes - Listed at BSE/NSE
1st July, 2011	30687	*	Allotment of Shares under ESOP Scheme 2007	185796652	Yes - Listed at BSE/NSE
20th July, 2011	41036	*	Allotment of Shares under ESOP Scheme 2007	185837688	Yes - Listed at BSE/NSE
8th Sept., 2011	32150	*	Allotment of Shares under ESOP Scheme 2007	185869838	Yes - Listed at BSE/NSE
27th Sept., 2011	18860	*	Allotment of Shares under ESOP Scheme 2007	185888698	Yes - Listed at BSE/NSE
24th Oct., 2011	56192	*	Allotment of Shares under ESOP Scheme 2007	185944890	Yes - Listed at BSE/NSE
15th Nov., 2011	74046	*	Allotment of Shares under ESOP Scheme 2007	186018936	Yes - Listed at BSE/NSE
5th Dec., 2011	38240	*	Allotment of Shares under ESOP Scheme 2007	186057176	Yes - Listed at BSE/NSE
30th Dec., 2011	86952	*	Allotment of Shares under ESOP Scheme 2007	186144128	Yes - Listed at BSE/NSE
27th Jan., 2012	65720	*	Allotment of Shares under ESOP Scheme 2007	186209848	Yes - Listed at BSE/NSE
27th Feb., 2012	42949	*	Allotment of Shares under ESOP Scheme 2007	186252797	Yes - Listed at BSE/NSE
22nd Mar., 2012	62520	*	Allotment of Shares under ESOP Scheme 2007	186315317	Yes - Listed at BSE/NSE



**Details of Capital evolution of Tube Investments of India Ltd.**

Date of Issue	No. of Shares issued	Issue Price - Rs.	Type of Issue (IPO/FPO/Preferential Issue/Scheme/Bonus/Rights, etc.	Cumulative Capital (No. of Shares)	Whether listed, if not listed, give reasons
25th Apr., 2012	12326	*	Allotment of Shares under ESOP Scheme 2007	186327643	Yes - Listed at BSE/NSE
11th June, 2012	12937	*	Allotment of Shares under ESOP Scheme 2007	186340580	Yes - Listed at BSE/NSE
28th June, 2012	22177	*	Allotment of Shares under ESOP Scheme 2007	186362757	Yes - Listed at BSE/NSE
16th July, 2012	1200	*	Allotment of Shares under ESOP Scheme 2007	186363957	Yes - Listed at BSE/NSE
31st Aug., 2012	47881	*	Allotment of Shares under ESOP Scheme 2007	186411838	Yes - Listed at BSE/NSE
28th Sept., 2012	15888	*	Allotment of Shares under ESOP Scheme 2007	186427726	Yes - Listed at BSE/NSE
19th Oct., 2012	77550	*	Allotment of Shares under ESOP Scheme 2007	186505276	Yes - Listed at BSE/NSE
28th Nov., 2012	68560	*	Allotment of Shares under ESOP Scheme 2007	186573836	Yes - Listed at BSE/NSE
14th Dec., 2012	27880	*	Allotment of Shares under ESOP Scheme 2007	186601716	Yes - Listed at BSE/NSE
18th Jan., 2013	15896	*	Allotment of Shares under ESOP Scheme 2007	186617612	Yes - Listed at BSE/NSE
21st Feb., 2013	45822	*	Allotment of Shares under ESOP Scheme 2007	186663434	Yes - Listed at BSE/NSE
18th Mar., 2013	15874	*	Allotment of Shares under ESOP Scheme 2007	186679308	Yes - Listed at BSE/NSE
20th June, 2013	68636	*	Allotment of Shares under ESOP Scheme 2007	186747944	Yes - Listed at BSE/NSE
6th Aug., 2013	7000	*	Allotment of Shares under ESOP Scheme 2007	186754944	Yes - Listed at BSE/NSE
24th Sept., 2013	16896	*	Allotment of Shares under ESOP Scheme 2007	186771840	Yes - Listed at BSE/NSE
13th Dec., 2013	19606	*	Allotment of Shares under ESOP Scheme 2007	186791446	Yes - Listed at BSE/NSE
6th Feb., 2014	17476	*	Allotment of Shares under ESOP Scheme 2007	186808922	Yes - Listed at BSE/NSE
14th Mar., 2014	83844	*	Allotment of Shares under ESOP Scheme 2007	186892766	Yes - Listed at BSE/NSE
28th May, 2014	23558	*	Allotment of Shares under ESOP Scheme 2007	186916324	Yes - Listed at BSE/NSE
26th June, 2014	27000	*	Allotment of Shares under ESOP Scheme 2007	186943324	Yes - Listed at BSE/NSE
20th Aug., 2014	58372	*	Allotment of Shares under ESOP Scheme 2007	187001696	Yes - Listed at BSE/NSE
9th Dec., 2014	26936	*	Allotment of Shares under ESOP Scheme 2007	187028632	Yes - Listed at BSE/NSE
24th Dec., 2014	19228	*	Allotment of Shares under ESOP Scheme 2007	187047860	Yes - Listed at BSE/NSE
3rd Mar., 2015	83804	*	Allotment of Shares under ESOP Scheme 2007	187131664	Yes - Listed at BSE/NSE
11th May, 2015	22136	*	Allotment of Shares under ESOP Scheme 2007	187153800	Yes - Listed at BSE/NSE
19th June, 2015	28529	*	Allotment of Shares under ESOP Scheme 2007	187182329	Yes - Listed at BSE/NSE
10th Sept., 2015	36593	*	Allotment of Shares under ESOP Scheme 2007	187218922	Yes - Listed at BSE/NSE
30th Oct., 2015	35596	*	Allotment of Shares under ESOP Scheme 2007	187254518	Yes - Listed at BSE/NSE
16th Dec., 2015	38520	*	Allotment of Shares under ESOP Scheme 2007	187293038	Yes - Listed at BSE/NSE
19th Feb., 2016	53499	*	Allotment of Shares under ESOP Scheme 2007	187346537	Yes - Listed at BSE/NSE
3rd May, 2016	5262	*	Allotment of Shares under ESOP Scheme 2007	187351799	Yes - Listed at BSE/NSE
9th Aug., 2016	19616	*	Allotment of Shares under ESOP Scheme 2007	187371415	Yes - Listed at BSE/NSE
21st Oct., 2016	39208	*	Allotment of Shares under ESOP Scheme 2007	187410623	Yes - Listed at BSE/NSE

\* Upon exercise of vested grants, the shares were allotted to the employees at various prices viz. Rs.62.85, Rs.66.10, Rs.56.80, Rs.44.45, Rs.24.25, Rs.31.05, Rs.140.05, Rs.159.75 and Rs.143.10



### Details of Capital evolution of TI Financial Holdings Ltd.

Date of Issue	No. of Shares Issued	Issue Price - Rs.	Type of Issue (IPO/FPO/Preferential Issue/ Scheme/Bonus/Rights, etc.	Cumulative Capital (No. of Shares)	Whether listed, if not listed, give reasons
3rd Nov. 2008	69940		<b>Subscriber to the Memorandum of Association</b>		
	10		10 Tube Investments India Limited.	69940 No. - Unlisted Company	
	10		10 L Ramkumar jointly with Tube Investments of India Ltd	69950 No. - Unlisted Company	
	10		10 K Balasubramanian jointly with Tube Investments of India Ltd	69960 No. - Unlisted Company	
	10		10 M R Diwakar jointly with Tube Investments of India Ltd	69970 No. - Unlisted Company	
	10		10 S Suresh jointly with Tube Investments of India Ltd	69980 No. - Unlisted Company	
	10		10 Krishna Ramnath jointly with Tube Investments of India Ltd	69990 No. - Unlisted Company	
	10		10 P R Easwaran jointly with Tube Investments of India Ltd	70000 No. - Unlisted Company	
	40000		10 Tube Investments India Limited.	110000 No. - Unlisted Company	
	29th June, 2011				



**Auditors' Certificate**

To  
The Board of Directors,  
Tube Investments of India Limited  
234, Dare House, NSC Bose Road  
Chennai 600 001

We, the Statutory auditors of Tube Investments of India Limited, (herein after referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 8 of the Draft Scheme of Arrangement for the demerger of manufacturing businesses / operations of Tube Investments of India Limited ("Demerged Company") into TI Financial Holdings Limited ("Resulting Company") pursuant to Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 (the "Proposed Scheme") with reference to its compliance with the applicable Accounting Standards notified under Section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the Companies (Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised), issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in Clause 8 of the Proposed Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the Companies (Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.

# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

This Certificate is issued at the Request of Tube Investments of India Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for onward Submission to National Stock Exchange and Bombay Stock Exchange. This Certificate should not be used for any other purpose without our prior written consent. This certificate should be read together with the statement attached herewith (Annexure 1).

**For S.R. BATLIBOI & ASSOCIATES LLP**

**Chartered Accountants**

ICAI Firm Registration Number: 101049W/E300004



**Subramanian Suresh**

Partner

Membership Number: 083673

Place: Chennai

Dated: November 3, 2016

**Annexure to Certificate issued pursuant to Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 issued by the Securities Exchange Board of India on the accounting treatment prescribed in the Proposed Scheme of Arrangement**

The Board of Directors,  
Tube Investments of India Limited  
234, Dare House, NSC Bose Road  
Chennai 600 001

1. This annexure is issued in accordance with the terms of our master service agreement dated August 31, 2015 and supplementary agreement dated December 18, 2015 read with the Service Scope Letter dated November 2, 2016 and forms an integral part of the Auditors' Certificate.
2. The Draft Scheme of Arrangement ("the "Proposed Scheme") for the demerger of manufacturing businesses / operations of Tube Investments of India Limited ("Demerged Company") into TI Financial Holdings Limited ("Resulting Company") pursuant to Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 / Companies Act, 2013 has been prepared by the Company.

**Management's Responsibility**

3. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards notified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014, the Companies (Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles, is that of the Board of Directors of the Companies involved.

**Auditor's Responsibility**

4. Pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our responsibility is to provide reasonable assurance on the reporting criteria as to whether the accounting treatment contained in the Proposed Scheme complies with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all applicable Accounting Standards and Other Generally Accepted Accounting Principles.



# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. Accordingly, we have performed procedures in relation to the Certificate in the form of reading the Proposed Scheme and the proposed accounting treatment specified therein and obtained other necessary information and explanations from the management. Further, our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be to express an opinion on the specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the Proposed Scheme other than the matters referred to in the attached certificate.
7. Based on the reading of the scheme as mentioned above, we note that that the accounting treatment contained in Clause 8 of the Proposed Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act 2013 read with the Companies (Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 and Other Generally Accepted Accounting Principles.

## **Restriction on Use**

8. The certificate is addressed to and provided to the Board of Directors of Tube Investments of India Limited solely for the purpose to complying with requirement of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the National Stock Exchange and Bombay Stock Exchange. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For S.R. BATLIBOI & ASSOCIATES LLP**

**Chartered Accountants**

ICAI Firm Registration Number: 101049W/E300004



**Subramanian Suresh**

Partner

Membership Number: 083673

Place: Chennai

Dated: November 3, 2016



**Annual Reports 2013-14; 2014-15 and 2015-16**

<http://www.tiindia.com/docs/Investors-AnnualReport-TIIAnnualReport2013-14.pdf>

<http://www.tiindia.com/docs/Investors-AnnualReport-TIIAnnualReport2013-14.pdf>

[http://www.tiindia.com/docs/INVESTORS-AnnualReport-TI\\_Annual%20Report%202015-16.pdf](http://www.tiindia.com/docs/INVESTORS-AnnualReport-TI_Annual%20Report%202015-16.pdf)

Un-Audited Financial Results for the quarter and Six months ended 30<sup>th</sup> Sept., 2016

<http://www.tiindia.com/docs/INVESTORS-QTRLYRESULTS-UFR30thSept2016.pdf>

**Annexure - R**

**Annual Reports 2013-14; 2014-15 and 2015-16**

<http://www.tiindia.com/docs/Investors-AnnualReport-TIAnnualReport2013-14.pdf>

[http://www.tiindia.com/docs/Investors\\_Annualreport-TI\\_AnnualReport\\_2015.pdf](http://www.tiindia.com/docs/Investors_Annualreport-TI_AnnualReport_2015.pdf)

[http://www.tiindia.com/docs/INVESTORS-AnnualReport-TI\\_Annual%20Report%202015-16.pdf](http://www.tiindia.com/docs/INVESTORS-AnnualReport-TI_Annual%20Report%202015-16.pdf)

Un-Audited Financial Results for the quarter and Six months ended 30<sup>th</sup> Sept., 2016

<http://www.tiindia.com/docs/INVESTORS-QTRLYRESULTS-UFR30thSept2016.pdf>

**TI FINANCIAL HOLDINGS LIMITED**  
**Statement of Profit and Loss**

in ₹

<b>Particulars</b>	<b>For the Half Year Ended 30.09.2016 (Unaudited)</b>	<b>For the Year Ended 31.03.2016 (Audited)</b>
<b>I . REVENUE FROM OPERATIONS</b>		
Income	-	-
Other Income	21,006	36,103
	<b>21,006</b>	<b>36,103</b>
<b>II. EXPENSES</b>		
Bank Charges	1,069	317
Professional fees	-	12,595
Rates and Taxes	960	1,200
Audit fees (Including Service Tax)	25,875	45,750
	<b>27,904</b>	<b>59,862</b>
<b>Profit / (Loss) Before Tax</b>	<b>(6,898)</b>	<b>(23,759)</b>
Tax Expense	-	-
<b>Profit / (Loss) After Tax</b>	<b>(6,898)</b>	<b>(23,759)</b>
<b>Earnings per Equity Share of ₹10 each</b>		
Basic	(0.06)	(0.22)
Diluted	(0.06)	(0.22)

**TI FINANCIAL HOLDINGS LIMITED**  
**Balance Sheet as at 30 September 2016**

in ₹

As at 30-Sep-2016      As at 31-Mar-2016

**ASSETS**

**Current Assets**

Financial Assets

(a) Investment	5,12,148	-
(b) Cash and Cash Equivalents	10,753	5,32,549

	<u>5,22,901</u>	<u>5,32,549</u>
--	-----------------	-----------------

**Total Assets**

	<u><b>5,22,901</b></u>	<u><b>5,32,549</b></u>
--	------------------------	------------------------

**EQUITY AND LIABILITIES**

**Equity**

Equity Share Capital	11,00,000	11,00,000
Other Equity	(6,02,974)	(5,96,076)
<b>Total Equity</b>	<u><b>4,97,026</b></u>	<u><b>5,03,924</b></u>

**Current Liabilities**

Financial Liabilities - Trade Payables	25,875	28,625
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**TOTAL EQUITY AND LIABILITIES**

	<u><b>5,22,901</b></u>	<u><b>5,32,549</b></u>
--	------------------------	------------------------



# **TI FINANCIAL HOLDINGS LIMITED**

**EIGHTH ANNUAL REPORT**

**2015-16**

**TI FINANCIAL HOLDINGS LIMITED**  
(CIN:U65999TN2008PLC069496)  
Regd. Office: "Dare House", 234 N S C Bose Road, Chennai 600 001  
Phone: 044-42177770-5 – Fax: 044-421104054

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Eighth Annual General Meeting of the Shareholders of **TI Financial Holdings Limited** will be held on Friday, 30<sup>th</sup> September, 2016 at 10.00 A.M. at the Registered Office of the Company at 'Dare House', 234 N S C Bose Road, Chennai 600 001, 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 31<sup>st</sup> March, 2016, the Reports of the Board of Directors and the Auditors Reports 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 pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, Mr. L. Ramkumar (holding DIN 00090089) who retires by rotation, be and is hereby re-appointed as a Director of the Company."

3. 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. R G N & Price (Regn. No. 002785S), Chartered Accountants as the Statutory Auditors of the Company, to hold office from the conclusion of this (8<sup>th</sup>) Annual General Meeting until the conclusion of the next (9<sup>th</sup>) Annual General Meeting of the Company on a remuneration of Rs. 25,000 (Twenty five thousand only) 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).

**By Order of the Board**

Chennai  
20<sup>th</sup> April, 2016

S SURESH  
DIRECTOR

**NOTES:**

**A member entitled to attend and vote at the above meeting 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 with the Company not later than 48 hours before the time for holding the meeting.**

## **BOARD'S REPORT**

Your Directors present their 8th Annual report together with the Audited Accounts for the year ended 31st March, 2016.

### **PERFORMANCE**

The operations of the Company during the year under review resulted in a loss of Rs. 23,759/-. The accumulated loss as on 31st March, 2016 is Rs.5,96,076/-. In view of the same, the Directors do not recommend any dividend.

### **DEPOSITS**

The Company has not accepted any fixed deposits under Chapter V of the Companies Act, 2013 and as such no amount of principal and interest were outstanding as on 31st March, 2016.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT**

There were no material changes and commitments occurred between the end of the financial year of the Company i.e. 31st March, 2016 and the date of this Report affecting the financial position of the Company.

### **CHANGE IN NATURE OF BUSINESS**

Your Company is yet to commence its operations as on 31st March, 2016. There is no change in the nature of the Company's business.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any subsidiary, associate or joint venture companies.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended 31st March 2016, the applicable accounting standards and there have been no material departures there from;
- b) that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the loss of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) that the annual financial statements have been prepared on a going concern basis;&
- e) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **BOARD MEETINGS**

4 (Four) meetings of the Board of Directors of the Company were held during the financial year.

#### **DIRECTORS**

Mr. L Ramkumar will retire by rotation at the ensuing Annual General Meeting under Section 152 of the Companies Act, 2013 ('the Act') and being eligible, he offers himself for re-appointment.

#### **CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

The Company has no activity relating to the consumption of energy or technology absorption.

#### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, there has been no foreign exchange earnings and outgo.

#### **PARTICULARS OF LOAN/GUARANTEES OR INVESTMENTS**

During the financial year ended 31st March, 2016, the Company has not given any loan / guarantee or made any investment in terms of the provisions of Section 186 of the Act.

#### **PARTICULARS OF EMPLOYEES**

There are no employees covered by the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

#### **AUDITORS**

At the previous Annual General Meeting, M/s. R G N & Price (Regn. No. 002785S), Chartered Accountants were appointed as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the said 7th Annual General Meeting till the conclusion of the 12th Annual General Meeting. In terms of the Companies Act, 2013 the appointment of the said Statutory Auditors is subject to ratification each year. Accordingly, the Board of Directors recommend the ratification of the appointment of M/s. R G N & Price Chartered Accountants as the Statutory Auditors of the Company for the period from the conclusion of the 8th Annual General Meeting to the 9th Annual General Meeting on the terms of remuneration as set out in the resolution contained in the Notice of the Annual General Meeting.

There are no qualifications, reservations or adverse remarks in the Auditor's Report for the financial year ended 31st March, 2016.



### **RELATED PARTY TRANSACTIONS**

During the year under review, the Company has not entered into any contract or arrangement or transaction with its related parties which are not at arm's length basis or any material contract or arrangement or transaction with its related parties which are at arm's length basis.

### **RISK MANAGEMENT**

The Company believes in effective management of risks associated with the enterprise as a whole. There are normal constraints of time, efficiency and cost. The Company's business processes are enabled to identify risks so that effective steps for reporting of the same for monitoring and mitigation are taken in time. It would be the endeavour to further strengthen the risk management processes of the Company as and when full-fledged business operations commence.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There were no significant, material orders passed by the Regulators or Courts or Tribunals during the year, which would impact the going concern status of the Company and its future operations.

### **INTERNAL FINANCIAL CONTROLS**

The Company has internal financial controls with reference to the financial statements adequate and commensurate with its present size and scale of operations. Going forward, as and when full-fledged business operations of the Company commence, such controls will be subjected to periodical audit and review processes to further reinforce and strengthen them as may be identified as necessary.

### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act is provided under the Annexure forming part of this Report.

### **ACKNOWLEDGMENT**

The Directors record their appreciation for the assistance rendered to the Company by its Shareholders, Banks and various authorities under the Central and the State Governments.

On behalf of the Board

L RAMKUMAR  
Chairman

Chennai  
20th April, 2016

**Form No. MGT-9**

**Extract of Annual Return  
as on the financial year ended on 31st March, 2015  
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

- 1 Corporate Identification No. : U65999TN2008PLC069496  
 2 Registration Date : 6<sup>th</sup> October, 2008  
 3 Name of the Company : TI Financial Holdings Limited  
 4 Category/Sub-Category of the Company : Public Company/Limited by Shares  
 5 Address of the Regd. Office and Contact details : "Dare House", 234 N S C Bose Road  
 Chennai – 600 001  
 Tel: 044 42286715  
 Fax: 044 42110404  
 6 Whether listed Company : No  
 7 Name, Address and Contact details of Registrar and Transfer Agent, if any : Nil

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the company
1	Investment Company	Section K – Group 649 – Other Financial Service activities except insurance and pension funding activities	100%*

\*Company yet to start business operations

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Tube Investments of India Ltd. "Dare House" 234 N.S.C.Bose Road Chennai - 600001	L35921TN1949PLC002905	Holding company	100.00	2(46)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Promoters</b>									
Tube Investments of India Ltd.	0	1,09,940	1,09,940	99.945%	0	1,09,940	1,09,940	99.945%	0
Mr L Ramkumar jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0

Mr.K Balasubramanian jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0
Mr M R Diwakar jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0
Mr S Suresh jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0
Mr Krishna Ramnath jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0
Mr P R Easwaran jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0

\*Tube Investments of India Ltd., is the beneficial owner of the shares

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Tube Investments of India Ltd.	110000	100%	-	110000	100%	-	-
	<b>Total</b>	<b>110000</b>	<b>100%</b>	<b>-</b>	<b>110000</b>	<b>100%</b>	<b>-</b>	<b>-</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	110000	100%	110000	100%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	110000	100%	110000	100%

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year				
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year ( or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	For each of the Directors and KMP At the beginning of the year - Mr. L Ramkumar, Director - Mr. S Suresh, Director	10* 10*	0.009 0.009	10* 10*	0.009 0.009
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year - Mr. L Ramkumar, Director - Mr. S Suresh, Director	10* 10*	0.009 0.009	10* 10*	0.009 0.009

\*shares are held jointly with Tube Investments of India Ltd, which is the beneficial owner thereof

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

All amounts in Rs.

Particulars	Secured	Short Term - Unsecured	Deposits
<b>Indebtedness at the beginning of the financial year</b>			
i) Principal Amount			
ii) Interest due but not paid			
iii) Interest accrued but not due			
<b>Total (i+ii+iii)</b>			
<b>Change in Indebtedness during the financial year</b>			
i) Addition			
ii) Reduction			
<b>Net Change</b>			
<b>Indebtedness at the end of the financial year</b>			
i) Principal Amount			
ii) Interest due but not paid			
iii) Interest accrued but not due			
<b>Total (i+ii+iii)</b>			

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

All amounts in Rs.

S. No.	Particulars of Remuneration	Name of Managing Director	Total Amount
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites under Section 17(2) of Income-tax Act, 1961		
	(c) Profits in lieu of salary under Section 17(3) of Income tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of Profit - others, specify		
5	Others, please specify		
	<b>Total (A)</b>		

**B. Remuneration to Other Directors:**

	Particulars of remuneration	Name of Directors	Total Amount
	<b>3. Independent Directors</b>		
	Fees for attending Board/Committee Meetings	NIL	NIL
	Commission		
	Others, please specify		
	Total (1)		

	4. Other Non-Executive Directors	Not applicable		
	Fees for attending Board/Committee Meetings	NIL	NIL	NIL
	Commission*			
	Others, please specify			
	Total (2)			
	Total (B) = (1)+(2)			
	Total Managerial Remuneration (A)+(B)			

**C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole-time Director:**

	Particulars of remuneration	Key Managerial Personnel		Total Amount
1	Gross Salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites under Section 17(2) of Income-tax Act, 1961			
	(c) Profits in lieu of salary under Section 17(3) of Income-tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of Profit - others, specify			
5	Others, please specify			
	<b>Total</b>			

**VII. Penalties / Punishment / Compounding of Offences: -**

There were no penalties, punishment or compounding of offences during the financial year ended 31st March, 2016.

**R.G.N.PRICE & CO.**  
CHARTERED ACCOUNTANTS

Phone : 28413633 & 28583494  
Telefax : 28544569  
E-Mail : [price@vsnl.com](mailto:price@vsnl.com)  
Offices at : Mumbai, Ernakulam, Quilon, Calicut,  
Bangalore and New Delhi  
Ref. No. :

Simpson's Buildings,  
Post Box No.335  
861, Anna Salai,  
CHENNAI - 600 002.

20<sup>th</sup> April 2016

**INDEPENDENT AUDITORS' REPORT**

**To the Members of TI Financial Holdings Limited**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **TI Financial Holdings Limited** ("the Company"), which comprises the Balance Sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016, its profit and cash flows for the year ended on that date.


### **Report on Other Legal and Regulatory Requirements**

1. The Companies (Auditor's report) order, 2015 ("the order") issued by the Central Government in terms of Section 143(11) of the Act is not applicable to the company.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of accounts.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) The Company has adequate internal financial controls over financial reporting of the company and the operating effectiveness of such controls is sufficient.



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations.
  - ii. The Company does not have any long-term contracts, which may have any material foreseeable losses.
  - iii. No amounts were required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

For R.G.N. PRICE & CO.  
Chartered Accountants

  
K. Venkatakrishnan  
Partner  
M. No. 208591  
FR No. 002785S



**TI FINANCIAL HOLDINGS LIMITED**

**BALANCE SHEET**

Particulars	Note No	in ₹	
		As at 31.03.2016	As at 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	2	1,100,000	1,100,000
(b) Reserves and Surplus	3	(596,076)	(572,317)
<b>Current Liabilities</b>	4	28,625	33,710
<b>TOTAL</b>		<b>532,549</b>	<b>561,393</b>
<b>II. ASSETS</b>			
<b>Current Assets</b>			
(a) Current Investments	5	-	543,387
(b) Cash and Cash Equivalents	6	532,549	18,006
		532,549	561,393
<b>TOTAL</b>		<b>532,549</b>	<b>561,393</b>

Significant Accounting Policies 1

See accompanying Notes forming part of the Financial Statements.

In terms of our report attached  
For **RGN Price & Co**  
Chartered Accountants  
Firm Reg.No. 002785S

**K.Venkatakrishnan**  
Partner  
M.No: 208591



Chennai  
20 April 2016

**On behalf of the board**

**S.Suresh**  
Director

**L. Ramkumar**  
Chairman

**TI FINANCIAL HOLDINGS LIMITED**

**STATEMENT OF PROFIT AND LOSS**


in ₹

<b>Particulars</b>	<b>Note No</b>	<b>For the Year Ended 31.03.2016</b>	<b>For the Year Ended 31.03.2015</b>
<b>I . REVENUE FROM OPERATIONS</b>			
Income		-	-
Other Income		36,103	30,778
		<u><b>36,103</b></u>	<u><b>30,778</b></u>
<b>II. EXPENSES</b>			
Bank Charges		317	56
Professional fees		12,595	12,392
Filing Fees		1,200	3,694
Audit fees (Including Service Tax)	7	45,750	44,944
		<u><b>59,862</b></u>	<u><b>61,086</b></u>
<b>Profit / (Loss) Before Tax</b>		<u><b>(23,759)</b></u>	<u><b>(30,308)</b></u>
Tax Expense		-	-
<b>Profit / (Loss) After Tax</b>		<u><b>(23,759)</b></u>	<u><b>(30,308)</b></u>

Significant Accounting Policies 1

See accompanying Notes forming part of the Financial Statements.

In terms of our report attached  
For **RGN Price & Co**  
Chartered Accountants  
Firm Reg.No. 002785S

  
**K.Venkatakrishnan**  
Partner  
M.No: 208591



Chennai  
20 April 2016

**On behalf of the board**

  
**S.Suresh**  
Director

  
**L. Ramkumar**  
Chairman

TI FINANCIAL HOLDINGS LIMITED

CASH FLOW STATEMENT

In ₹

Particulars	Year Ended 31.03.2016	Year Ended 31.03.2015
<b>A. Cash Flow from Operating Activities:</b>		
<b>Net Profit Before Tax</b>	<b>(23,759)</b>	<b>(30,308)</b>
Adjustments for :		
Dividend Income	(36,103)	(30,778)
<b>Operating Profit before Working Capital Changes</b>	<b>(59,862)</b>	<b>(61,086)</b>
Adjustments for :		
Increase in Liabilities and Provisions	(5,085)	-
<b>Cash Generated From Operations</b>	<b>(64,947)</b>	<b>(61,086)</b>
Direct Taxes Paid (Net)	-	-
<b>Net Cash Flow from Operating Activities</b>	<b>(64,947)</b>	<b>(61,086)</b>
<b>B. Cash Flow from Investing Activities:</b>		
Redemption / (Investment) in Mutual Funds	543,387	(30,778)
Dividend Received	36,103	30,778
<b>Net Cash Used in Investing Activities</b>	<b>579,490</b>	<b>-</b>
<b>C. Cash Flow from Financing Activities:</b>		
Proceeds from issuance of share capital	-	-
<b>Net Cash Used in Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase in Cash and Cash Equivalents [A+B+C]</b>	<b>514,543</b>	<b>(61,086)</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>18,006</b>	<b>79,092</b>
<b>Cash and Cash Equivalents as at End of the Year</b>	<b>532,549</b>	<b>18,006</b>

In terms of our report attached  
For **RGN Price & Co**  
Chartered Accountants  
Firm Reg.No. 002785S

On behalf of the board

  
**K. Venkatakrishnan**  
Partner  
M.No: 208591



Chennai  
20 April 2016

  
**S. Suresh**  
Director

  
**L. Ramkumar**  
Chairman

**TI FINANCIAL HOLDINGS LIMITED**

**NOTES TO FINANCIAL STATEMENTS**

**1. Significant Accounting Policies**

**1.1 Accounting Convention:**

The financial statements are prepared under historical cost convention in accordance with applicable accounting standards and provisions of the Companies Act, 2013.

**1.2 Current Investments:**

Current investments are carried at lower of cost and fair value.

**1.3 Revenue and Expenditure:**

These are recognised under accrual system of accounting.

**2. Share Capital**

Particulars	in ₹	
	As at 31.03.2016	As at 31.03.2015
<b>Authorised Capital</b>		
20,00,000 Equity Shares of Rs.10/- each	20,000,000	20,000,000
<b>Issued, Subscribed and Paid-up Capital</b>		
1,10,000 Equity Shares of Rs. 10/- each fully paid up (Previous Year 1,10,000 Equity Shares of Rs. 10/- each fully paid up)	1,100,000	1,100,000
	<b>1,100,000</b>	<b>1,100,000</b>

- a) The Reconciliation of shares capital at the beginning and at the end of reporting period is given below:

Particulars	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	in ₹	No. of Shares	in ₹
At the beginning of the year	110,000	1,100,000	110,000	1,100,000
Shares allotted on Subscription	-	-	-	-
At the end of the Period	<b>110,000</b>	<b>1,100,000</b>	<b>110,000</b>	<b>1,100,000</b>

- b) The Company has only one class of shares referred to as equity shares having a par value of ₹10/-. The holders of equity shares are entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. Prepayment of capital will be in proportion to the number of equity shares held.

4

**TI FINANCIAL HOLDINGS LIMITED**

c) Details of Shareholder(s) holding more than 5 Percent of equity shares in the Company

Name of the Share Holder	No of Shares	% against total number of shares
Tube Investments of India Limited	1,10,000	100.00%

**3. Reserves and Surplus**

in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Surplus / (Deficit) in the statement of Profit and Loss</b>		
Surplus / (Deficit) at the beginning of the year	(572,317)	(542,009)
Profit / (Loss) for the period	<u>(23,759)</u>	<u>(30,308)</u>
Net Surplus / (Deficit) in the Statement of Profit and Loss	(596,076)	(572,317)
	<u><b>(596,076)</b></u>	<u><b>(572,317)</b></u>

**4. Current Liabilities**

in ₹

Particulars	As at 31.03.2016	As at 31.03.2015
Audit Fee Payable	27,125	33,710
TDS Payable	1,500	-
	<u><b>28,625</b></u>	<u><b>33,710</b></u>

**5. Current Investments**

Particulars	Nominal Value (Rs.) / Unit	In ₹	
		As at 31.03.2016	As at 31.03.2015
Investments in Mutual Funds (At cost)		-	543,387
		<u>-</u>	<u><b>543,387</b></u>

**TI FINANCIAL HOLDINGS LIMITED****6. Cash and Cash Equivalents**

<b>Particulars</b>	in ₹	
	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
Balance with Banks - Current Accounts	532,549	18,006
	<b>532,549</b>	<b>18,006</b>

**7. Audit Fees**

<b>Particulars</b>	in ₹	
	<b>For the Year Ended 31.03.2016</b>	<b>For the Year Ended 31.03.2015</b>
Statutory Audit	25,000	25,000
Limited review	15,000	15,000
Service Tax	5,750	4,945
	<b>45,750</b>	<b>44,945</b>

**8. Previous Year's Figures**

The Company has reclassified / regrouped previous year figures to conform to this year's classification.

Signatures to Notes to Financial Statements

**On behalf of the Board**



**S.Suresh**  
Director



**L.Ramkumar**  
Chairman

Chennai  
20 April 2016

**TI FINANCIAL HOLDINGS LIMITED**  
Audited financial results for the quarter and year ended 31st March 2016

in ₹

Sl No	Particulars	For the quarter ended			For the year ended	
		31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015
		Audited	Unaudited	Audited	Audited	Audited
<b>1</b>	<b>Income from operations</b>					
a	Net Sales / Income From Operations	-	-	-	-	-
b	Other operating income	-	-	-	-	-
	<b>Total income from operations (Net)</b>	-	-	-	-	-
<b>2</b>	<b>Expenditure</b>					
a	Cost of Materials Consumed	-	-	-	-	-
b	Employees benefit expenses	-	-	-	-	-
c	Depreciation and amortisation expense	-	-	-	-	-
d	Other expenses	9,014	25,138	46,089	59,862	61,086
	<b>Total expenses</b>	<b>9,014</b>	<b>25,138</b>	<b>46,089</b>	<b>59,862</b>	<b>61,086</b>
<b>3</b>	<b>Profit / (loss) from operations before other income, finance cost and exceptional items ( 1-2 )</b>	<b>(9,014)</b>	<b>(25,138)</b>	<b>(46,089)</b>	<b>(59,862)</b>	<b>(61,086)</b>
4	Other income	10,402	8,553	23,691	36,103	30,778
<b>5</b>	<b>Profit / ( Loss) from ordinary activities before finance costs and exceptional Items ( 3+4 )</b>	<b>1,388</b>	<b>(16,585)</b>	<b>(22,398)</b>	<b>(23,759)</b>	<b>(30,308)</b>
6	Finance costs	-	-	-	-	-
<b>7</b>	<b>Profit / ( loss ) from ordinary activities after finance costs but before exceptional items ( 5-6 )</b>	<b>1,388</b>	<b>(16,585)</b>	<b>(22,398)</b>	<b>(23,759)</b>	<b>(30,308)</b>
8	Exceptional items	-	-	-	-	-
<b>9</b>	<b>Profit / ( loss ) from ordinary activities before tax ( 7+8 )</b>	<b>1,388</b>	<b>(16,585)</b>	<b>(22,398)</b>	<b>(23,759)</b>	<b>(30,308)</b>
10	Tax expense	-	-	-	-	-
<b>11</b>	<b>Net profit / ( loss ) from ordinary activities after tax ( 9-10 )</b>	<b>1,388</b>	<b>(16,585)</b>	<b>(22,398)</b>	<b>(23,759)</b>	<b>(30,308)</b>
12	Extraordinary Items	-	-	-	-	-
<b>13</b>	<b>Net profit / ( loss ) for the period ( 11-12 )</b>	<b>1,388</b>	<b>(16,585)</b>	<b>(22,398)</b>	<b>(23,759)</b>	<b>(30,308)</b>
14	Minority interest	-	-	-	-	-
<b>15</b>	<b>Net profit / (loss) after taxes and minority Interest (13-14)</b>	<b>1,388</b>	<b>(16,585)</b>	<b>(22,398)</b>	<b>(23,759)</b>	<b>(30,308)</b>
16	Paid-up equity share capital (face value of ₹10/- each)	1,100,000	1,100,000	1,100,000	1,100,000	1,100,000
17	Reserve excluding Revaluation Reserves as per balance sheet				(596,076)	(572,317)
18 . i	Earning per share (before extraordinary Item) (of ₹10 each)					
	-Basic and diluted (Not annualised)	0.01	(0.15)	(0.20)	(0.22)	(0.28)
18 . ii	Earning per share (after extraordinary Item) (of ₹10 each)					
	-Basic and diluted (Not annualised)	0.01	(0.15)	(0.20)	(0.22)	(0.28)

**Notes:**

- The above results have been reviewed and approved by the Board of Directors at its meeting held on 20th April 2016.
- Previous period figures have been regrouped / reclassified, where necessary.



Place: Chennai  
Date : 20 April 2016

  
**S.Suresh**  
Director

By order of the board of  
**TI FINANCIAL HOLDINGS LIMITED**

  
**L.Ramkumar**  
Chairman



# **TI FINANCIAL HOLDINGS LIMITED**

**SEVENTH ANNUAL REPORT**

**2014-15**



**TI FINANCIAL HOLDINGS LIMITED**

(CIN:U65999TN2008PLC069496)

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

Phone: 044-4217770-5 – Fax: 044-421104054

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Seventh Annual General Meeting of the Shareholders of **TI Financial Holdings Limited** will be held on Wednesday, 30<sup>th</sup> September, 2015 at 10.00 A.M. at the Registered Office of the Company at 'Dare House', 234 N S C Bose Road, Chennai 600 001, 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 31<sup>st</sup> March, 2015, the Reports of the Board of Directors and the Auditors Reports 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 pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, Mr. S. Suresh (holding DIN 00137164) who retires by rotation, be and is hereby re-appointed as a Director of the Company."

3. 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) , M/s. R G N & Price (Regn. No. 002785S), Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive financial years, from the conclusion of 7<sup>th</sup> Annual General Meeting until the conclusion of the 12<sup>th</sup> Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting) on a remuneration of Rs.25,000/- (Rupees Twenty five thousand only) per year (including the expenses, if any, incurred by them in connection with the said audit but excluding service tax, as may be applicable).

**By Order of the Board**

Chennai  
20<sup>th</sup> April, 2015

S SURESH  
DIRECTOR

**NOTES:**

**A member entitled to attend and vote at the above meeting 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 with the Company not later than forty eight hours before the time for holding the meeting.**

## **BOARD'S REPORT**

Your Directors present their 7th Annual report together with the Audited Accounts for the year ended 31st March, 2015.

### **PERFORMANCE**

The operations of the Company during the year under review resulted in a loss of Rs.30,308/-. The accumulated loss as on 31st March, 2015 is Rs.5,72,317/-. In view of the same, the Directors do not recommend any dividend.

### **DEPOSITS**

The Company has not accepted any fixed deposits under Chapter V of the Companies Act, 2013 and as such no amount of principal and interest were outstanding as on 31st March, 2015.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT**

There were no material changes and commitments occurred between the end of the financial year of the Company i.e. 31st March, 2015 and the date of this Report affecting the financial position of the Company.

### **CHANGE IN NATURE OF BUSINESS**

Your Company is yet to commence its operations as on 31st March, 2015. There is no change in the nature of the Company's business.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any subsidiary, associate or joint venture companies.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended 31st March 2015, the applicable accounting standards and there have been no material departures there from;
- b) that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the loss of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;&
- e) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **BOARD MEETINGS**

4 (Four) meetings of the Board of Directors of the Company were held during the financial year.

**DIRECTORS**

Mr. S Suresh will retire by rotation at the ensuing Annual General Meeting under Section 152 of the Companies Act, 2013 ('the Act') and being eligible, he offers himself for re-appointment.

**CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

The Company has no activity relating to the consumption of energy or technology absorption.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review, there has been no foreign exchange earnings and outgo.

**PARTICULARS OF LOAN/GUARANTEES OR INVESTMENTS**

During the financial year ended 31st March, 2015, the Company has not given any loan / guarantee or made any investment in terms of the provisions of Section 186 of the Act.

**PARTICULARS OF EMPLOYEES**

There are no employees covered by the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**AUDITORS**

M.s R.G.N. Price & Co., Chartered Accountants, Statutory Auditors of the Company hold office till the conclusion of the ensuing Annual General Meeting. It is proposed to appoint them for a period of 5 years from the conclusion of 7th Annual General Meeting till the conclusion of 12th Annual General Meeting.

The Board of Directors recommend the appointment of M/s. R.G.N. Price & Co., Chartered Accountants as the Statutory Auditors of the Company.

There are no qualifications, reservations or adverse remarks in the Auditor's Report for the financial year ended 31st March, 2015.

**RELATED PARTY TRANSACTIONS**

During the year under review, the Company has not entered into any contract or arrangement or transaction with its related parties which are not at arm's length basis or any material contract or arrangement or transaction with its related parties which are at arm's length basis.

**RISK MANAGEMENT**

The Company believes in effective management of risks associated with the enterprise as a whole. There are normal constraints of time, efficiency and cost. The Company's business processes are enabled to identify risks so that effective steps for reporting of the same for monitoring and mitigation are taken in time. It would be the endeavour to further strengthen the risk management processes of the Company as and when full-fledged business operations commence.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There were no significant, material orders passed by the Regulators or Courts or Tribunals during the year, which would impact the going concern status of the Company and its future operations.

**INTERNAL FINANCIAL CONTROLS**

The Company has internal financial controls with reference to the financial statements adequate and commensurate with its present size and scale of operations. Going forward, as and when full-fledged business operations of the Company commence, such controls will be subjected to periodical audit and review processes to further reinforce and strengthen them as may be identified as necessary.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act is provided under the Annexure forming part of this Report.

**ACKNOWLEDGMENT**

The Directors record their appreciation for the assistance rendered to the Company by its Shareholders, Banks and various authorities under the Central and the State Governments.

On behalf of the Board

L RAMKUMAR  
Chairman

Chennai  
20th April, 2015

**Form No. MGT-9**

**Extract of Annual Return  
as on the financial year ended on 31st March, 2015  
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

1	Corporate Identification No.	:	U65999TN2008PLC069496
2	Registration Date	:	6 <sup>th</sup> October, 2008
3	Name of the Company	:	TI Financial Holdings Limited
4	Category/Sub-Category of the Company	:	Public Company/Limited by Shares
5	Address of the Regd. Office and Contact details	:	"Dare House", 234 N S C Bose Road Chennai – 600 001 Tel: 044 42286715 Fax: 044 42110404
6	Whether listed Company	:	No
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Nil

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the company
1	Investment Company	Section K – Group 649 – Other Financial Service activities except insurance and pension funding activities	100%*

\*Company yet to start business operations

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Tube Investments of India Ltd. "Dare House" 234 N.S.C.Bose Road Chennai - 600001	L35921TN1949PLC002905	Holding company	100.00	2(46)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Promoters</b>									
Tube Investments of India Ltd.	0	1,09,940	1,09,940	99.945%	0	1,09,940	1,09,940	99.945%	0
Mr L Ramkumar jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0

Mr.K Balasubramanian jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0
Mr M R Diwakar jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0
Mr S Suresh jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0
Mr Krishna Ramnath jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0
Mr P R Easwaran jointly with Tube Investments of India Ltd.	0	10	10*	0.009%	0	10	10*	0.009%	0

\*Tube Investments of India Ltd., is the beneficial owner of the shares

**(ii) Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Tube Investments of India Ltd.	110000	100%	-	110000	100%	-	-
	<b>Total</b>	<b>110000</b>	<b>100%</b>	<b>-</b>	<b>110000</b>	<b>100%</b>	<b>-</b>	<b>-</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change) - Nil**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	110000	100%	110000	100%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	110000	100%	110000	100%

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year ( or on the date of separation, if separated during the year)	-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year				
	- Mr. L Ramkumar, Director	10*	0.009	10*	0.009
	- Mr. S Suresh, Director	10*	0.009	10*	0.009
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
3	At the end of the year				
	- Mr. L Ramkumar, Director	10*	0.009	10*	0.009
	- Mr. S Suresh, Director	10*	0.009	10*	0.009

\*shares are held jointly with Tube Investments of India Ltd, which is the beneficial owner thereof

V. INDEBTEDNESS - Nil

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured	Short Term - Unsecured	Rs. in Cr.
			Deposits
<b>Indebtedness at the beginning of the financial year</b>	-	-	-
i) Principal Amount	-	-	-
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-
i) Addition	-	-	-
ii) Reduction	-	-	-
<b>Net Change</b>	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-
i) Principal Amount	-	-	-
ii) Interest due but not paid	-	-	-
iii) Interest accrued but not due	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-

VI. Remuneration of Directors and Key Managerial Personnel - Nil

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

S. No.	Particulars of Remuneration	Name of Managing Director	All amounts in Rs.
			Total Amount
1	Gross Salary	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites under Section 17(2) of Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of Income tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of Profit - others, specify	-	-
5	Others, please specify	-	-
	Total (A)	-	-



**B. Remuneration to Other Directors: Nil**

Particulars of remuneration	Name of Directors					Total Amount
<b>3. Independent Directors</b>	-	-	-	-	-	-
Fees for attending Board/Committee Meetings	-	-	-	-	-	-
Commission	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-
<b>Total (1)</b>	-	-	-	-	-	-

<b>4. Other Non-Executive Directors</b>	<b>Not applicable</b>		
Fees for attending Board/Committee Meetings	-	-	-
Commission*	-	-	-
Others, please specify	-	-	-
<b>Total (2)</b>	-	-	-
<b>Total (B) = (1)+(2)</b>	-	-	-
<b>Total Managerial Remuneration (A)+(B)</b>	-	-	-

**C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole-time Director: - Nil**

	Particulars of remuneration	Key Managerial Personnel		Total Amount
<b>1</b>	Gross Salary	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 17(2) of Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of Income-tax Act, 1961	-	-	-
<b>2</b>	Stock Option	-	-	-
<b>3</b>	Sweat Equity	-	-	-
<b>4</b>	Commission - as % of Profit - others, specify	-	-	-
<b>5</b>	Others, please specify	-	-	-
	<b>Total</b>	-	-	-

**VII. Penalties / Punishment / Compounding of Offences: - Nil**

**R.G.N.PRICE & CO.**  
**CHARTERED ACCOUNTANTS**

Phone : 28413633 & 28583494  
Telefax : 28544569  
E-Mail : [price@vsnl.com](mailto:price@vsnl.com)  
Offices at : Mumbai, Ernakulam, Quilon, Calicut,  
Bangalore and New Delhi  
Ref. No. :

Simpson's Buildings,  
Post Box No.335  
861, Anna Salai,  
CHENNAI - 600 002.

20 April, 2015

**INDEPENDENT AUDITORS' REPORT**

**To the Members of TI Financial Holdings Limited**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **TI Financial Holdings Limited** ("the Company"), which comprises the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, its profit and cash flows for the year ended on that date.


### **Report on Other Legal and Regulatory Requirements**

1. The Companies (Auditor's report) order, 2015 ("the order") issued by the Central Government in terms of Section 143(11) of the Act is not applicable to the company.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of accounts.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) The Company has adequate internal financial controls over financial reporting of the company and the operating effectiveness of such controls is sufficient.



- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations.
  - ii. The Company does not have any long-term contracts, which may have any material foreseeable losses.
  - iii. No amounts were required to be transferred, to the Investor Education and Protection Fund by the Company during the year.

For R.G.N. PRICE & CO.  
Chartered Accountants

  
K. Venkatakrisnan  
Partner  
M. No. 208591  
FR No. 002785S

**TI FINANCIAL HOLDINGS LIMITED**

**BALANCE SHEET**

Particulars	Note No	in ₹	
		As at 31.03.2015	As at 31.03.2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	2	11,00,000	11,00,000
(b) Reserves and Surplus	3	(5,72,317)	(5,42,009)
<b>Current Liabilities</b>	4	33,710	33,710
<b>TOTAL</b>		<b>5,61,393</b>	<b>5,91,701</b>
<b>II. ASSETS</b>			
<b>Current Assets</b>			
(a) Current Investments	5	5,43,387	5,12,609
(b) Cash and Cash Equivalents	6	18,006	79,092
<b>TOTAL</b>		<b>5,61,393</b>	<b>5,91,701</b>

Significant Accounting Policies 1

See accompanying Notes forming part of the Financial Statements.

In terms of our report attached  
For **RGN Price & Co**  
Chartered Accountants  
Firm Reg.No. 002785S

  
**K. Venkatakrishnan**  
Partner  
M.No: 208591



Chennai  
20 April 2015

  
**S. Suresh**  
Director

**On behalf of the board**

  
**L. Ramkumar**  
Chairman

  
**Arjun Ananth**  
Director

**TI FINANCIAL HOLDINGS LIMITED**

**STATEMENT OF PROFIT AND LOSS**


in ₹

<b>Particulars</b>	<b>Note No</b>	<b>For the Year Ended 31.03.2015</b>	<b>For the Year Ended 31.03.2014</b>
<b>I. REVENUE FROM OPERATIONS</b>			
Income		-	-
Other Income		30,778	31,634
		<b>30,778</b>	<b>31,634</b>
<b>II. EXPENSES</b>			
Bank Charges		56	169
Professional fees		12,392	28,406
Filing Fees		3,694	1,000
Audit fees (Including Service Tax)	7	44,944	44,946
		<b>61,086</b>	<b>74,521</b>
<b>Profit / (Loss) Before Tax</b>		<b>(30,308)</b>	<b>(42,887)</b>
Tax Expense		-	-
<b>Profit / (Loss) After Tax</b>		<b>(30,308)</b>	<b>(42,887)</b>

Significant Accounting Policies 1

See accompanying Notes forming part of the Financial Statements.

In terms of our report attached  
For **RGN Price & Co**  
Chartered Accountants  
Firm Reg.No. 002785S

  
**K. Venkatakrisnan**  
Partner  
M.No: 208591



**On behalf of the board**

**L. Ramkumar**  
Chairman

Chennai  
20 April 2015

**S.Suresh**  
Director


  
**Arjun Ananth**  
Director

TI FINANCIAL HOLDINGS LIMITED

CASH FLOW STATEMENT

Particulars	In ₹	
	Year Ended 31.03.2015	Year Ended 31.03.2014
<b>A. Cash Flow from Operating Activities:</b>		
<b>Net Profit Before Tax</b>	<b>(30,308)</b>	<b>(42,887)</b>
Adjustments for :		
Dividend Income	(30,778)	(31,634)
<b>Operating Profit before Working Capital Changes</b>	<b>(61,086)</b>	<b>(74,521)</b>
Adjustments for :		
Increase in Liabilities and Provisions	-	(5,616)
<b>Cash Generated From Operations</b>	<b>(61,086)</b>	<b>(80,137)</b>
Direct Taxes Paid (Net)	-	-
<b>Net Cash Flow from Operating Activities</b>	<b>(61,086)</b>	<b>(80,137)</b>
<b>B. Cash Flow from Investing Activities:</b>		
Purchase of Other Investments	(30,778)	(31,634)
Dividend Received	30,778	31,634
<b>Net Cash Used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash Flow from Financing Activities:</b>		
Proceeds from issuance of share capital	-	-
<b>Net Cash Used in Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increase in Cash and Cash Equivalents [A+B+C]</b>	<b>(61,086)</b>	<b>(80,137)</b>
<b>Cash and Cash Equivalents at the Beginning of the Year</b>	<b>79,092</b>	<b>1,59,229</b>
<b>Cash and Cash Equivalents as at End of the Year</b>	<b>18,006</b>	<b>79,092</b>

In terms of our report attached  
For **RGN Price & Co**  
Chartered Accountants  
Firm Reg.No. 002785S


  
**K. Venkatakrisnan**  
Partner  
M.No: 208591



On behalf of the board

  
**L. Ramkumar**  
Chairman

Chennai  
20 April 2015

  
**S. Suresh**  
Director

  
**Arjun Ananth**  
Director

**TI FINANCIAL HOLDINGS LIMITED****NOTES TO FINANCIAL STATEMENTS****1. Significant Accounting Policies****1.1 Accounting Convention:**

The financial statements are prepared under historical cost convention in accordance with applicable accounting standards and provisions of the Companies Act, 2013.

**1.2 Current Investments:**

Current investments are carried at lower of cost and fair value.

**1.3 Revenue and Expenditure:**

These are recognised under accrual system of accounting.

**2. Share Capital**

Particulars	in ₹	
	As at 31.03.2015	As at 31.03.2014
<b>Authorised Capital</b>		
20,00,000 Equity Shares of Rs.10/- each	2,00,00,000	2,00,00,000
<b>Issued, Subscribed and Paid-up Capital</b>		
1,10,000 Equity Shares of Rs. 10/- each fully paid up (Previous Year 1,10,000 Equity Shares of Rs. 10/- each fully paid up)	11,00,000	11,00,000
	<b>11,00,000</b>	<b>11,00,000</b>

- a) The Reconciliation of shares capital at the beginning and at the end of reporting period is given below:

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. of Shares	in ₹	No. of Shares	in ₹
At the beginning of the year Shares allotted on Subscription	1,10,000	11,00,000	1,10,000	11,00,000
At the end of the Period	<b>1,10,000</b>	<b>11,00,000</b>	<b>1,10,000</b>	<b>11,00,000</b>

- b) The Company has only one class of shares referred to as equity shares having a par value of ₹10/-. The holders of equity shares are entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. Prepayment of capital will be in proportion to the number of equity shares held.



**TI FINANCIAL HOLDINGS LIMITED**

c) Details of Shareholder(s) holding more than 5 Percent of equity shares in the Company

Name of the Share Holder	No of Shares	% against total number of shares
Tube Investments of India Limited	1,10,000	100.00%

**3. Reserves and Surplus**

in ₹

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Surplus / (Deficit) in the statement of Profit and Loss</b>		
Surplus / (Deficit) at the beginning of the year	(5,42,009)	(4,99,122)
Profit / (Loss) for the period	(30,308)	(42,887)
Net Surplus / (Deficit) in the Statement of Profit and Loss	(5,72,317)	(5,42,009)
	<b>(5,72,317)</b>	<b>(5,42,009)</b>

**4. Current Liabilities**

Particulars	As at 31.03.2015	As at 31.03.2014
Audit Fee Payable	33,710	33,710
	<b>33,710</b>	<b>33,710</b>

**5. Current Investments**

Particulars	Nominal Value (Rs.) / Unit	As at 31.03.2014	As at 31.03.2014
Investments in Mutual Funds (At cost)	10.0699	5,43,387	5,12,609
		<b>5,43,387</b>	<b>5,12,609</b>

**TI FINANCIAL HOLDINGS LIMITED**

**6. Cash and Cash Equivalents**

Particulars	in ₹	
	As at 31.03.2015	As at 31.03.2014
Balance with Banks - Current Accounts	18,006	79,092
	<b>18,006</b>	<b>79,092</b>

**7. Audit Fees**

Particulars	in ₹	
	For the Year Ended 31.03.2015	For the Year Ended 31.03.2014
Statutory Audit	25,000	25,000
Limited review	15,000	15,000
Service Tax	4,944	4,945
	<b>44,944</b>	<b>44,945</b>

**8. Previous Year's Figures**

The Company has reclassified regrouped previous year figures to conform to this year's classification.

Signatures to Notes to Financial Statements

**On behalf of the Board**

  
**L. Ramkumar**  
Chairman



**S Suresh**  
Director

  
**Arjun Ananth**  
Director

Chennai  
20 April 2015



# **TI FINANCIAL HOLDINGS LIMITED**

**SIXTH ANNUAL REPORT**

**2013-14**

**TI FINANCIAL HOLDINGS LIMITED**  
Registered Office"  
DARE House, 234 N S C Bose Road, Chennai 600 001  
CIN: U65999TN2008PLC069496

**NOTICE OF THE ANNUAL GENERAL MEETING TO THE SHAREHOLDERS**

NOTICE is hereby given that the Sixth Annual General Meeting of the Shareholders of TI Financial Holdings Limited will be held on Wednesday, 6<sup>th</sup> August, 2014 at 5.45 p.m. at the Registered Office of the Company at 'Dare House', 234 N S C Bose Road, Chennai 600 001, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. L Ramkumar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) Messrs. R G N Price & Co., Chartered Accountants (Firm registration no.002785S), be and are hereby appointed as Statutory Auditors of the Company to hold office for the period, from the conclusion of the 6<sup>th</sup> Annual General Meeting until the conclusion of the next/succeeding Annual General Meeting on a remuneration of Rs.25,000/- (including the expenses, if any, incurred by them in connection with the said audit but excluding service tax, as may be applicable).

**SPECIAL BUSINESS**

4. To consider and if deemed fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

'RESOLVED that pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder,

Mr. Arjun Ananth (holding DIN: 01207540), Additional Director, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retirement by rotation.”

**By Order of the Board**

Chennai  
21<sup>st</sup> April, 2014

S SURESH  
DIRECTOR

**NOTES:**

1. **A member entitled to attend and vote at the above meeting 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 with the Company not later than forty eight hours before the time for holding the meeting.**
2. Explanatory Statement of material facts pursuant to Section 102 of the Companies Act, 2013 read with the Articles of Association of the Company in respect of the Special Business under Item No. 4 of the Notice is annexed hereto.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013  
in respect of the Special Business under Item No. 4 of the Notice dated  
21st April, 2014.**

**Item No.4**

The Board of Directors at their meeting held on 21<sup>st</sup> April, 2014 appointed Mr. Arjun Ananth as an Additional Director of the Company. He will hold office up to the ensuing Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013. Notice proposing his candidature for appointment as Director under Section 160 of the Companies Act, 2013, together with the requisite deposit has been received from a Member. The Board commends the election of Mr. Arjun Ananth as Director for the approval of Members as his knowledge and experience will immensely benefit the Company.

**Memorandum of Interest**

Except Mr. Arjun Ananth, being the appointee, none of the Directors of the Company and their relatives is concerned or interested, financial or otherwise in this aforesaid Resolution.

**By Order of the Board**

Chennai  
21<sup>st</sup> April, 2014

S SURESH  
DIRECTOR

## **TI FINANCIAL HOLDINGS LIMITED**

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

### **DIRECTORS' REPORT**

Your Directors have pleasure in presenting their Directors' Report together with the audited accounts for the financial year ended 31<sup>st</sup> March, 2014.

#### **REVIEW**

The operations of the Company under review resulted in a loss of Rs. 42,887/-. The accumulated loss as on 31<sup>st</sup> March, 2014 is Rs. 5,42,009/-.

#### **DIRECTORS**

Mr. L Ramkumar, Chairman, retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Mr. Arjun Ananth was appointed as an Additional Director with effect from 21<sup>st</sup> April, 2014 and a resolution under Section 160 of the Companies Act, 2013 for his appointment is being placed before the shareholders at the ensuing Annual General Meeting for approval.

Mr. K Balasubramanian, Director, resigned from the Board with effect from 22<sup>nd</sup> April, 2014 due to pre-occupation. The Board places on record its appreciation of the service rendered by Mr K Balasubramanian during his tenure as Director of the Company.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors report that:

- i. in the preparation of Statement of the Profit & Loss for the financial year ended 31<sup>st</sup> March, 2014 and the Balance Sheet as at that date ("financial statements") applicable accounting standards have been followed.
- ii. appropriate accounting policies have been selected and applied consistently and such judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company as at the end of 31<sup>st</sup> March, 2014;

- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The annual accounts have been prepared on a going concern basis.
- v. the financial statements have been audited by Messrs. R G N Price & Co, statutory auditors and their report is appended thereto.

### **AUDITORS**

Messrs. R G N Price & Co., Chartered Accountants, are being appointed as Statutory Auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting.

### **PARTICULARS OF EMPLOYEES**

The statement of particulars of employees required in terms of Section 217 (2A) of the Companies Act, 1956 does not arise, since there are no employees on the rolls of the Company.

Chennai  
21<sup>st</sup> April, 2014

On behalf of the Board

L RAMKUMAR  
CHAIRMAN



**R.G.N.PRICE & CO.**  
**CHARTERED ACCOUNTANTS**

Phone : 28413633 & 28583494  
Telefax : 28544569  
E-Mail : [price@vsnl.com](mailto:price@vsnl.com)  
Offices at : Mumbai, Ernakulam, Quilon, Calicut,  
Bangalore and New Delhi  
Ref. No. :

Simpson's Buildings,  
Post Box No.335  
861, Anna Salai,  
CHENNAI - 600 002.

21 April, 2014

**Independent Auditor's Report**

**To the Members of TI FINANCIAL HOLDINGS LIMITED**

We have audited the attached Balance Sheet of **TI Financial Holdings Limited** as at 31<sup>st</sup> March 2014 and the Statement of Profit and Loss Account for the year then ended, and a summary of significant accounting policies and other explanatory information.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub - section (3C) of section 211 of the Companies Act, 1956 This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013; and
- (b) in the case of the Profit and Loss Account, of the LOSS for the year ended on that date

### **Report on Other Legal and Regulatory Requirements**

1. Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 would not apply to this company.
2. Further to our comments in the Annexure referred to in paragraph I above, we report that:
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - ii. In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books;
  - iii. The Balance Sheet and the Statement of Profit and Loss dealt with by this report are in agreement with the books of account;
  - iv. In our opinion, the Balance Sheet and the Statement of Profit and Loss dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
  - v. On the basis of the written representations received from the Directors, as on 31<sup>st</sup> March, 2014 and taken on record by the Board of Directors, we report that none of the Directors is disqualified from being appointed as a Director of the company in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956 on the said date.

**For R.G.N. PRICE & CO.**  
**Chartered Accountants**

  
**K. Venkatakrishnan**  
**Partner**  
**M. No. 208591**  
**FR No. 002785S**

**TI FINANCIAL HOLDINGS LIMITED**

**BALANCE SHEET**

Particulars	Note No	in ₹	
		As at 31.03.2014	As at 31.03.2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	2	11,00,000	11,00,000
(b) Reserves and Surplus	3	(5,42,009)	(4,99,122)
<b>Current Liabilities</b>	4	33,710	39,326
<b>TOTAL</b>		<b>5,91,701</b>	<b>6,40,204</b>
<b>II. ASSETS</b>			
<b>Current Assets</b>			
(a) Current Investments	5	5,12,609	4,80,975
(b) Cash and Cash Equivalents	6	79,092	1,59,229
		<b>5,91,701</b>	<b>6,40,204</b>
<b>TOTAL</b>		<b>5,91,701</b>	<b>6,40,204</b>

Significant Accounting Policies 1

See accompanying Notes forming part of the Financial Statements.

In terms of our report attached  
For **RGN Price & Co**  
Chartered Accountants  
Firm Reg.No. 002785S

  
**K.Venkateshkrishnan**  
Partner  
M.No: 208591



**On behalf of the board**

  
**L. Ramkumar**  
Chairman

Chennai  
21 April 2014

  
**S.Suresh**  
Director

  
**K.Balasubramanian**  
Director



**TI FINANCIAL HOLDINGS LIMITED****STATEMENT OF PROFIT AND LOSS**

in ₹

Particulars	Note No	For the Year Ended 31.03.2014	For the Year Ended 31.03.2013
<b>I. REVENUE FROM OPERATIONS</b>			
Income		-	-
Other Income		31,634	27,625
		<b>31,634</b>	<b>27,625</b>
<b>II. EXPENSES</b>			
Bank Charges		169	-
Professional fees		28,406	44,944
Filing Fees		1,000	9,739
Printing & Stationery		-	866
Audit fees (Including Service Tax)	7	44,946	44,946
		<b>74,521</b>	<b>1,00,495</b>
<b>Profit / (Loss) Before Tax</b>		<b>(42,887)</b>	<b>(72,870)</b>
Tax Expense		-	-
<b>Profit / (Loss) After Tax</b>		<b>(42,887)</b>	<b>(72,870)</b>

Significant Accounting Policies 1

See accompanying Notes forming part of the Financial Statements.

In terms of our report attached  
For **RGN Price & Co**  
Chartered Accountants  
Firm Reg.No. 002785S

  
**K.Venkatakrishnan**  
Partner  
M.No: 208591



On behalf of the board

  
**L. Ramkumar**  
Chairman

Chennai  
21 April 2014

  
**S.Suresh**  
Director

  
**K.Balasubramanian**  
Director



## TI FINANCIAL HOLDINGS LIMITED

### NOTES TO FINANCIAL STATEMENTS

#### 1. Significant Accounting Policies

##### 1.1 Accounting Convention:

The financial statements are prepared under historical cost convention in accordance with applicable accounting standards and provisions of the Companies Act, 1956.

##### 1.2 Current Investments:

Current investments are carried at lower of cost and fair value.

##### 1.3 Revenue and Expenditure:

These are recognised under accrual system of accounting.

#### 2. Share Capital

Particulars	in ₹	
	As at 31.03.2014	As at 31.03.2013
<b>Authorised Capital</b>		
20,00,000 Equity Shares of Rs.10/- each	2,00,00,000	2,00,00,000
<b>Issued, Subscribed and Paid-up Capital</b>		
1,10,000 Equity Shares of Rs. 10/- each fully paid up (Previous Year 1,10,000 Equity Shares of Rs. 10/- each fully paid up)	11,00,000	11,00,000
	<b>11,00,000</b>	<b>11,00,000</b>

- a) The Reconciliation of shares capital at the beginning and at the end of reporting period is given below:

Particulars	As at 31.03.2014		As at 31.03.2013	
	No. of Shares	in ₹	No. of Shares	in ₹
At the beginning of the year	1,10,000	11,00,000	1,10,000	11,00,000
Shares allotted on Subscription	-	-	-	-
At the end of the Period	<b>1,10,000</b>	<b>11,00,000</b>	<b>1,10,000</b>	<b>11,00,000</b>

- b) The Company has only one class of shares referred to as equity shares having a par value of ₹10/-. The holders of equity shares are entitled to one vote per share. Dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. Prepayment of capital will be in proportion to the number of equity shares held.

**TI FINANCIAL HOLDINGS LIMITED**

c) Details of Shareholder(s) holding more than 5 Percent of equity shares in the Company

Name of the Share Holder	No of Shares	% against total number of shares
Tube Investments of India Limited	1,10,000	100.00%

**3. Reserves and Surplus**

in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
<b>Surplus / (Deficit) in the statement of Profit and Loss</b>		
Surplus / (Deficit) at the beginning of the year	(4,99,122)	(4,26,252)
Profit / (Loss) for the period	<u>(42,887)</u>	<u>(72,870)</u>
Net Surplus / (Deficit) in the Statement of Profit and Loss	(5,42,009)	(4,99,122)
	<u><b>(5,42,009)</b></u>	<u><b>(4,99,122)</b></u>

**4. Current Liabilities**

in ₹

Particulars	As at 31.03.2014	As at 31.03.2013
Audit Fee Payable	33,710	39,326
	<u><b>33,710</b></u>	<u><b>39,326</b></u>

**5. Current Investments**

Particulars	Nominal Value (Rs.) / Unit	in ₹	
		As at 31.03.2014	As at 31.03.2013
Investments in Mutual Funds (At cost)	10.0699	5,12,609	4,80,975
		<u><b>5,12,609</b></u>	<u><b>4,80,975</b></u>



**TI FINANCIAL HOLDINGS LIMITED**

**6. Cash and Cash Equivalents**

<b>Particulars</b>	in ₹	
	<b>As at 31.03.2014</b>	<b>As at 31.03.2013</b>
Balance with Banks - Current Accounts	79,092	1,59,229
	<u>79,092</u>	<u>1,59,229</u>

**7. Audit Fees**

<b>Particulars</b>	in ₹	
	<b>For the Year Ended 31.03.2014</b>	<b>For the Year Ended 31.03.2013</b>
Statutory Audit	25,000	25,000
Limited review	15,000	15,000
Service Tax	4,945	4,945
	<u>44,945</u>	<u>44,945</u>

**8. Previous Year's Figures**

 The Company has reclassified regrouped previous year figures to conform to this year's classification.

Signatures to Notes to Financial Statements

**On behalf of the Board**

  
**L. Ramkumar**  
Chairman

  
**S Suresh**  
Director

  
**K Balasubramanian**  
Director

Chennai  
21 April 2014



**TI Financial Holdings Limited**

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

Tel: +91 44 4217 7770 Fax: +91 44 4211 0404

CIN: U65999TN2008PLC069496

**DETAILS OF DIRECTORS OF TIFHL ("RESULTING COMPANY")**  
**PRE-SCHEME**

Messrs.

1. L Ramkumar, Chairman
2. S Suresh
3. N Prasad

**For TI Financial Holdings Limited****S Suresh****Director****DIN: 00137164**

M

**Place: CHENNAI****Date : November 3, 2016**





**Tube Investments of India Ltd.**

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

Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404

Website: www.tiindia.com CIN: L35921TN1949PLC002905

Date: - 3<sup>rd</sup> November 2016

Details of Assets and Liabilities of the Manufacturing Business Undertaking as on 1<sup>st</sup> April, 2016

**Name of the Company: Tube Investments of India Limited**

**Scrip Code: 504973**

**(Rs. in crores)**

<b>Particulars</b>	<b>As at April 1, 2016</b>
<b><u>Assets</u></b>	
Fixed Assets	887.66
Non-current assets	596.36
Current assets	1,627.90
<b>Total (A)</b>	<b>3,111.92</b>
<b><u>Liabilities</u></b>	
Non-current liabilities	416.96
Current liabilities	1,741.18
<b>Total (B)</b>	<b>2158.14</b>
<b>Net Assets (A-B)</b>	<b>953.78</b>

Yours faithfully,

For **Tube Investments of India Limited**

  
**Company Secretary**

Email: [sureshs@tii.murugappa.com](mailto:sureshs@tii.murugappa.com)

Tel No: +91 44 4228 6711



**Tube Investments of India Ltd.**

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

Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404

Website: www.tiindia.com CIN: L35921TN1949PLC002905

Date: - 3<sup>rd</sup> November 2016

Details of Assets and Liabilities of the Manufacturing Business Undertaking as on 1<sup>st</sup> April, 2016

**Name of the Company: Tube Investments of India Limited**

**Scrip Code: 504973**

**(Rs. in crores)**

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<b>Net Assets (A-B)</b>	<b>953.78</b>

Yours faithfully,

For **Tube Investments of India Limited**

  
**Company Secretary**

Email: [sureshs@tii.murugappa.com](mailto:sureshs@tii.murugappa.com)

Tel No: +91 44 4228 6711

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Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404

Website: www.tiindia.com CIN: L35921TN1949PLC002905

Date: - 3<sup>rd</sup> November 2016

The Percentage of Net Worth of the Manufacturing Business Undertaking and percentage wise contribution of Manufacturing Business Undertaking to the total turnover and income of the company in the last two years

**Name of the Company: Tube Investments of India Limited****Scrip Code: 504973****(Rs. in Crs)**

	Financial Year	Networth	% to total	Turnover	% to total	Profit before Tax (before exceptional items)	% to total
Demerged division (Manufacturing Business)	2014-15	322	24%	3646	100%	95	79%
	2015-16	954	49%	3790	100%	114	82%
Other divisions (Financial Service business)	2014-15	998	76%	-	-	26	21%
	2015-16	985	51%	-	-	25	18%
Total	2014-15	1320	100%	3646	100%	121	100%
	2015-16	1939	100%	3790	100%	139	100%

Yours faithfully,

For **Tube Investments of India Limited**  
**Company Secretary**Email: [sureshs@tii.murugappa.com](mailto:sureshs@tii.murugappa.com)

Tel No: +91 44 4228 6711