

# TUBE INVESTMENTS OF INDIA LIMITED

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CIN: L35921TN1949PLC002905

## **Special Resolution passed by Postal Ballot on 16th January, 2015**

1. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company vide the Notice of Postal Ballot dated 18th November, 2014, along with Explanatory Statement thereto, sought the approval of the shareholders for the following **Special Resolution**:

**Approval under Section 186 of the Companies Act, 2013 for the proposed investment of a sum not exceeding Rs.17.50 crores, in addition to the investment of Rs.2 crores already made, in the equity share capital of M/s. TI Tsubamex Private Limited.**

RESOLVED that pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions thereunder, if any (including any statutory modification(s) or re-enactment thereof from time to time) ('the Act'), and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make a further investment, over and above the investment of Rs.2 crores already made by the Company, by subscription or otherwise, in one or more tranches, in the equity shares of TI Tsubamex Private Limited, of a sum not exceeding Rs.17.50 crores, at par, even if such investment exceeds the limits prescribed under the Act.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining requisite approvals and permissions, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings which may be required, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors and generally to do all acts, deeds, matters and things which may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

2. Mr. R Sridharan of Messrs. R Sridharan & Associates, Company Secretaries, was appointed as the Scrutinizer for conducting the Postal Ballot voting process (including electronic voting) in a fair and transparent manner and for submitting his Report thereon to the Chairman or any Director of the Company, after completion of the scrutiny of the Postal Ballots and electronic voting.
3. Physical copy of the Notice of Postal Ballot dated 18th November, 2014, along with the Special Resolution, Explanatory Statement and Postal Ballot Form, was despatched to the Members, in the permitted mode and to those Members who have opted to receive documents by electronic mail, by e-mail, on 6th December, 2014. A notice regarding the posting of the Postal Ballot Forms was published in the 'Financial Express' (English) and 'Makkal Kural' (Tamil) on 7th December, 2014. The electronic voting and voting by Postal Ballot Form commenced from Saturday, 13th December, 2014 (9.00 A.M.) and the last date for receipt of the Postal Ballot Forms, duly completed by the shareholders, was the close of the working hours (5.30 P.M.) on Monday, 12th January, 2015 and the results to be announced on Friday, 16th January, 2015.
4. The Scrutiniser, Mr. R Sridharan of Messrs. R Sridharan & Associates, has submitted his Report on 14th January, 2015.
5. The details of voting relating to the Special Resolution passed by the Members, by means of Postal Ballot, based on the Report received from Mr. R Sridharan, Scrutiniser, are given below:



Details of the Special Resolution	Approval under Section 186 of the Companies Act, 2013 for the proposed investment of a sum not exceeding Rs.17.50 crores, in addition to the investment of Rs.2 crores already made, in the equity share capital of M/s.TI Tsubamex Private Limited.
Date of Postal Ballot Notice	18th November, 2014
Total no. of shareholders	19,070
Total Paid up equity share capital (no. of shares)	18,70,01,696
Postal Ballot Forms received: -	
- Physical Ballot	489
- Electronic Voting	213
- Total	702
Postal Ballot Forms found to be valid: -	
- Physical Ballot	481
- Electronic Voting	213
- Total	694
No. of Postal Ballots cast in favour (assent) of the Resolution: -	
- Physical Ballot	473
- Electronic Voting	203
- Total	676
No. of votes cast in favour (assent) of the Resolution: -	
- Physical Ballot	49,22,164
- Electronic Voting	11,13,55,119
- Total	11,62,77,283
No. of Postal Ballots cast against (dissent) the Resolution: -	
- Physical Ballot	8
- Electronic Voting	10
- Total	18
No. of votes cast against (dissent) the Resolution:-	
- Physical Ballot	8,176
- Electronic Voting	5,348
- Total	13,524

6. **Special Resolution**

The number of votes cast in favour of the Resolution (11,62,77,283 votes) was more than three times the number of votes cast against the Resolution (13,524 votes) and hence, the Special Resolution under Section 186 of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been approved by the shareholders with the requisite majority.



7. The details of Voting Results with regard to the Special Resolution, as tabulated in the manner required under Clause 35A of the Listing Agreement with the Stock Exchanges, are as under:

**Special Resolution**

Promoter/ Public	No. of shares held  (1)	No. of Votes polled  (2)	% of Votes polled on outstanding shares (3)  (3)=[(2)/ (1)]*100	No. of Votes – in favour  (4)	No. of Votes – against (5)	% of Votes in favour of Votes polled  (6)  (6)=[(4)/ (2)]*100	% of Votes against on Votes polled  (7)  (7)=[(5)/ (2)]* 100
Promoter and Promoter Group	90145790	90145790	100%	90145790	-	100%	-
Public – Institutional holders	47829657	25575774	44.27%	21175845	-	100%	-
Public- Others	49026249	569243	1.16%	555719	13524	97.62%	2.38%
<b>Total</b>	<b>187001696</b>	<b>116290807</b>	<b>62.18%</b>	<b>116277283</b>	<b>13524</b>	<b>99.99%</b>	<b>0.01%</b>

8. The above declared results of the Postal Ballot are displayed at the Registered Office of the Company and on its website viz., [www.tiindia.com](http://www.tiindia.com) and on the website of NSDL besides communication of the same to the Stock Exchange on which the Company's shares are listed viz., BSE Ltd (viz., Bombay Stock Exchange) and National Stock Exchange of India Ltd.

For TUBE INVESTMENTS OF INDIA LTD.



L. RAMKUMAR  
MANAGING DIRECTOR

Place: Chennai

Date : 16th January, 2015

14<sup>th</sup> January, 2015

**The Chairman**  
**Messrs. Tube Investments of India Limited**  
"Dare House", No.234, N.S.C. Bose Road,  
Chennai - 600 001.

Dear Sir,

**Sub: Passing of Resolution through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **M/s.Tube Investments of India Limited** on 18<sup>th</sup> November, 2014, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the following resolution:

Reference to Companies Act, 2013	Type and Description of the Resolution
Section 186 of Companies Act, 2013	<p><b>SPECIAL RESOLUTION</b></p> <p>RESOLVED that pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions thereunder, if any (including any statutory modification(s) or re-enactment thereof from time to time) ('the Act'), and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to make a further investment, over and above the investment of Rs.2 crores already made by the Company, by subscription or otherwise, in one or more tranches, in the equity shares of TI Tsubamex Private Limited, of a sum not exceeding Rs.17.50 crores, at par, even if such investment exceeds the limits prescribed under the Act.</p> <p>RESOLVED FURTHER that the Board of Directors of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining requisite approvals and permissions, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings which may be required, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors and generally to do all acts, deeds, matters and things which may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.</p>



WE REPORT that the Postal Ballot Notice dated **18<sup>th</sup> November, 2014** under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 were issued individually to all the shareholders and the notices were despatched by Physical mode and E-mails for those shareholders who have provided e-mail id on 6<sup>th</sup> November, 2014.

We report that as stated in the Notice sent to the shareholders, the Company had fixed **12<sup>th</sup> January, 2015** as the last date for receipt of Postal Ballots and for E-Voting. As stated in Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "**FINANCIAL EXPRESS**" in English and "**MAKKAL KURAL**" in vernacular language Tamil on 7<sup>th</sup> December, 2014 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting from the shareholders during the period starting from **13<sup>th</sup> December, 2014** to **12<sup>th</sup> January, 2015**.

All the Postal Ballot forms and E-Voting received upto the closure of working hours (5.30 P.M. Indian Standard Time) on Monday, 12<sup>th</sup> January, 2015, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregated to **427** (Four Hundred and Twenty Seven Only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot forms and E-Voting were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **19070** Shareholders, we have received valid polled Ballot forms and E-Voting from 694 Shareholders and the details of polling results are given below:





Receipt of Postal Ballot Forms and E-Voting	<b>13<sup>th</sup> December, 2014 to 12<sup>th</sup> January 2015</b>		
Total No. of Shareholders	<b>19070</b>		
Total No. of Shares	<b>187001696</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per E-Voting</b>	<b>Total</b>
Postal Ballot Forms Received	<b>489</b>	<b>213</b>	<b>702</b>
Less: Invalid Forms*	<b>8</b>	<b>0</b>	<b>8</b>
<b>Net Valid Forms</b>	<b>481</b>	<b>213</b>	<b>694</b>

*\*Invalid Postal Ballots were not taken into account for the voting.*

**RESOLUTION IN THE NOTICE OF POSTAL BALLOT**

**Special Resolution** pursuant to Section 186 of the Companies Act, 2013 for the investment of a sum not exceeding Rs.17.50 Crores in addition to investment of Rs.2 Crores already made, in the equity share capital of M/s. TI Tsubamex Private Limited.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No. of E-Voting	No. of shares (E-Voting)	Total No. of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
<b>Assent</b>	473	4922164	203	111355119	676	116277283	99.9884%
<b>Dissent</b>	8	8176	10	5348	18	13524	0.0116%
<b>Total</b>	<b>481</b>	<b>4930340</b>	<b>213</b>	<b>111360467</b>	<b>694</b>	<b>116290807</b>	<b>100%</b>

**RESULTS**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** under Section 186 of the Companies Act, 2013, with regard to the resolution as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

The results of the resolution passed through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 is annexed hereto.

We further report that as per the notice of Postal Ballot dated 18<sup>th</sup> November, 2014 approved by the Board of Directors on 18<sup>th</sup> November, 2014 the Chairman or any other Director of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolution referred to herein on





Friday, 16<sup>th</sup> January, 2015 at 10.00 a.m. at the Registered Office of the Company. The results of the Postal Ballot will also be displayed at the registered office and posted on the Company's website – [www.tiindia.com](http://www.tiindia.com) besides communication to the Stock Exchanges where the Company's shares are listed.

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the said Rules. We further report that as per the said Rules, the records maintained by us such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to act as Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES**  
**COMPANY SECRETARIES**

**CS R. SRIDHARAN**  
**C P No. 3239**  
**FCS No. 4775**

