



July 20, 2018

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring, Rotunda
Building, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

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

Dear Sir,

Sub: Filing of Reconciliation of share capital for the quarter ended June 30, 2018

Kindly refer to SEBI circular no. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 regarding submission of audit report on the reconciliation of the total admitted share capital held in depositories and in physical form with the total issued and listed capital. In this regard, we enclose the report from the Practicing Company Secretary as on June 30, 2018.

We request you to take the above on record.

Thanking you,

For TI Financial Holdings Limited
(Formerly Tube Investments of India Limited)

E Krithika
Compliance Officer

Encl: As above

12th July, 2018

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
FOR THE QUARTER ENDED 30th June, 2018

ISIN: - INE149A01033

We have examined the Register of Members, beneficiary details furnished by the Depositories and other relevant books and records, correspondence, and information maintained by ***TI FINANCIAL HOLDINGS LIMITED** (Formerly Known as "TUBE INVESTMENTS OF INDIA LIMITED") having its Registered Office at "DARE HOUSE", No. 234, N.S.C Bose Road, Chennai - 600 001 (herein after referred to as "The Company") and its Registrars and Share Transfer Agents, **Karvy Computer Share Private Limited** for issuing this certificate, in accordance with Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 & CIR/MRD/DP/30/2010 dated September 06, 2010 issued by the Securities and Exchange Board of India.

In our opinion and to the best of our knowledge and based on such examination as well as information and explanations furnished to us which to the best of our knowledge and belief were necessary for the purpose of our certification and based on such verification as considered necessary we hereby certify the report for the quarter ended 30th June, 2018 as detailed below: -

1.	For Quarter Ended	30th June, 2018	
2.	ISIN	INE149A01033	
3.	Face Value	Re.1/-	
4.	Name of the Company	TI FINANCIAL HOLDINGS LIMITED (Formerly Known as "TUBE INVESTMENTS OF INDIA LIMITED")	
5.	Registered Office Address	'Dare House', 234, N.S.C Bose Road, Chennai 600 001.	
6.	Correspondence Address	'Dare House', 234, N.S.C Bose Road, Chennai 600 001.	
7.	Telephone & Fax Nos.	Tel: (044) 4217 7770 Fax: (044) 4211 0404	
8.	Email address	krithikae@tifhl.murugappa.com	
9.	Names of the Stock Exchanges where the Company's Securities are listed	1. BSE Limited. 2. National Stock Exchange of India Limited.	
		No. of Shares	% of Total Issued Capital
10.	Issued Capital	18,76,36,826	100.00
11.	Listed Capital	18,76,36,826	100.00
12.	Held in dematerialised form in CDSL	9867617	5.26
13.	Held in dematerialised form in NSDL	176245896	93.93
14.	Physical	1523313	0.81
15.	Total No. of Shares (12+13+14)	18,76,36,826	100.00
16.	Reasons for difference, between (11&15) & (10&11)	NIL	



17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars***	No. of Shares allotted	Applied / Not applied for listing	Listed on Stock Exchanges (specify names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principle Approval pending from Stock Exchanges (specify names)
1. Allotment of 50,330 equity shares of Re.1/- each to the option grantees under ESOP Scheme 2007 & 2016 respectively by its Nomination and Remuneration Committee on 13 th April, 2018.	50,330	Applied for listing	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> 1. Vide Letter no: DCS/ESOP/TP/SR/6699/2018- 19 dated 26 th April 2018 5,560 shares are listed and admitted for trading with effect from 27 th April 2018. 2. Vide Letter no: DCS/ESOP/TP/SR/6692/2018- 19 dated 25 th April 2018 44,770 shares are listed and admitted for trading with effect from 26 th April 2018. <u>National Stock Exchange of India Limited</u> Vide Notice Ref. no NSE/LIST/16299 Dated 25 th April, 2018 50,330 shares are listed and admitted for trading with effect from 26 th April 2018.	Yes	Yes	No
2. Allotment of 12,690 equity shares of Re.1/- each to the option grantees under ESOP Scheme 2007 by its Nomination and Remuneration Committee on 10 th May, 2018.	12,690	Applied for listing	Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Notice no: DCS/ESOP/TP/SD/6841/2018- 19 dated 22 nd May, 2018 12,690 shares are listed and admitted for trading with effect from 23 rd May, 2018.	Yes	Yes	No





			<p><u>National Stock Exchange of India Limited</u> Vide Notice Ref no: NSE/LIST/16589 dated 21st May, 2018 12,690 shares are listed and admitted for trading with effect from 22nd May, 2018.</p>			
3. Allotment of 18,208 equity shares of Re.1/- each to the option grantees under ESOP Scheme 2007 by its Nomination and Remuneration Committee on 30 th May, 2018.	18,208	Applied for listing	<p>Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Notice no: DCS/ESOP/TP/AJ/6928/2018- 19 dated 04th June, 2018 18,208 shares are listed and admitted for trading with effect from 29th May, 2018.</p> <p><u>National Stock Exchange of India Limited</u> Vide Notice Ref no: NSE/LIST/16823 dated 04th June, 2018 18,208 shares are listed and admitted for trading with effect from 05th June, 2018.</p>	Yes	Yes	No
4. Allotment of 21,902 equity shares of Re.1/- each to the option grantees under ESOP Scheme 2007 by its Nomination and Remuneration Committee on 26 th June, 2018.	21,902	Applied for listing	<p>Obtained Final Listing and Trading Approval from:- <u>BSE Limited</u> Vide Notice no: DCS/ESOP/TP/SR/7137/2018- 19 dated 06th July, 2018 21,902 shares are listed and admitted for trading with effect from 09th July, 2018.</p> <p><u>National Stock Exchange of India Limited</u> Vide Notice Ref no: NSE/LIST/17419 dated 06th July, 2018 21,902 shares are listed and admitted for trading with effect from 09th July, 2018.</p>	Yes	Yes	No





*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, any other (to specify)

18.	Register of Members is updated (Yes/No)	YES		
	If not, updated upto which date	Not Applicable		
19.	Reference of previous quarter with regards to excess dematerialised shares, if any	Not Applicable		
20.	Has the Company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?	Not Applicable		
21.	Mention the total No. of requests, if any, confirmed after 21 days and the total No. of requests pending beyond 21 days with the reasons for delay:			
	Total No. of Demat Requests	No. of Requests	No. of Shares	Reasons for delay
	Confirmed after 21 days	NIL	NIL	NIL
	Pending for more than 21 days	NIL	NIL	NIL
22.	Name, Telephone & Fax No. Of the Compliance Officer of the Company	Ms. E Krithika, Company Secretary & Compliance Officer, Tel: 044-42177770 / 71 / 72 / 73 / 74 / 75 Fax: 044-42110404		
23.	Name, Address, Tel & Fax No., Regn. No. of the Auditor	CS R.Sridharan, R Sridharan & Associates, Company Secretaries, New No.5, Old No.12, Sivasailam Street, T.Nagar, Chennai – 600 017. Tel: 044-42166988, 4255 5587 Cell No:9841018446 Email Id: Sridharan.r@aryes.in www.aryes.in C.P.No.3239. FCS No.4775		
24.	Appointment of Common Agency for Share Registry Work	YES M/s. Karvy Computershare Private Limited, (Unit: TI Financial Holdings Limited (formerly known as Tube Investments of India Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel: 040-67161500 Fax: 040-23001153		
25.	Any other detail that the Auditor may like to provide (eg. BIFR Company, delisting from SE, Company changed its name, etc.)	NIL		

FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



CS R.SRIDHARAN

C.P No.3239

FCS.No.4775

UIN: S2003TN063400