



TUBE INVESTMENTS OF INDIA LIMITED

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CIN: L35921TN1949PLC002905



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NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To

The Members of Tube Investments of India Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of The Companies (Management and Administration) Rules, 2014, that the following Special Resolution is proposed to be passed by way of Postal Ballot:

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.

As provided under Section 110 of the Companies Act, 2013, the consent of the Members, by means of a Special Resolution, is sought by way of Postal Ballot for the aforesaid purpose. The Special Resolution and the Explanatory Statement setting out all the material facts and reasons for the proposal appended hereto are being sent to you herewith along with the Postal Ballot Form for casting your votes.

In compliance with the provisions of 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 Members may cast their votes either through Postal Ballot Form or through electronic voting ('e-Voting'). Those Members opting for e-Voting may follow the procedure as recommended by National Securities Depository Limited ('NSDL'), the e-Voting agency appointed for the purpose, under E-VOTING INSTRUCTIONS of this Notice.

The Board of Directors has appointed Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process, including e-Voting, in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed, Business Reply envelope, so as to reach the Scrutinizer **on or before the close of working hours (5.30 P.M.) on Monday, 12th January, 2015**. Please note that any Postal Ballot Form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot (including e-Voting) will be announced by the Chairman or any Director of the Company on Friday, the 16th January, 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. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company's website viz., www.tiindia.com besides being communicated to the Stock Exchanges where the Company's shares are listed.

The date of declaration of the results will be treated as the date of passing of the said Resolution. The Resolution, being a Special Resolution, will be declared as passed if votes cast in favour of the Resolution are not less than three times the number of the votes, if any, cast against it by the Members so entitled and voting.

By Order of the Board
For Tube Investments of India Ltd
S Suresh
Company Secretary

Chennai
18th November, 2014

To consider and, if deemed fit, to pass the following Resolution as a Special Resolution:

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.

By Order of the Board
For Tube Investments of India Ltd
S Suresh
Company Secretary

Chennai
18th November, 2014

ANNEXURE TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

TI Tsubamex Private Limited ('TTPL') was established as a 50:50 joint venture between the Company and Tsubamex Company Ltd., Japan ('Tsubamex') for engaging in the business of Die engineering, Die design & CNC programming with Tsubamex as its primary customer. Pursuant to approval of the Members of the Company, accorded through the Special Resolution dated 16th September, 2013 under a Postal Ballot, the Company had already invested Rs.2 crores in the share capital of TTPL, with Tsubamex contributing a similar amount. TTPL is currently in the process of getting its engineers trained in Die designing at Tsubamex's facility in Japan.

In view of the market potential, TTPL has proposed to set up a Die design-cum-manufacturing facility by setting up a composite tool room facility near Chennai at a cost of about Rs.22 crores. The Company, as the joint venture partner in TTPL, has proposed to invest Rs.17.50 crores in the equity shares of TTPL, at par, in one or more tranches, for the setting up of the manufacturing facility by TTPL. The Japanese joint venture partner, Tsubamex will be making a further investment of Rs.4.50 crores in the equity shares of TTPL. Post the aforesaid investments, TTPL would become a subsidiary of the Company, with the Company's shareholding in TTPL at 75%.

Since the proposed investment in TTPL, together with the investments already made by the Company, will be in excess of the limits prescribed under Section 186 of the Companies Act, 2013, prior approval of the shareholders by way of a Special Resolution is required for the same. The funds required for this investment will be met out of internal accruals or such other sources as the Board may deem appropriate.

In view of the above, approval of the shareholders is sought for the investment in the equity shares of TTPL, at par, of a sum not exceeding Rs.17.50 crores.

Considering the nature of business, potential customers and market, the Board of Directors of the Company is of the view that the proposed investment will be beneficial to the Company and hence, recommends the Special Resolution through Postal Ballot for your approval.

Interest of Directors

Except Mr. L Ramkumar, Managing Director, who is a Director in TTPL, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested in the Resolution.

Chennai
18th November, 2014

By Order of the Board
For Tube Investments of India Ltd
S Suresh
Company Secretary

- Encl: 1) Postal Ballot Form
2) Postage pre-paid self addressed envelope

E-VOTING INSTRUCTIONS

Pursuant to the provisions of 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 is pleased to offer e-Voting facility to Members to exercise their votes electronically on the Resolution set out in the Postal Ballot Notice through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company has appointed Mr. R Sridharan of M/s R Sridharan & Associates, Company Secretaries, as the Scrutinizer for conducting the e-Voting in a fair and transparent manner. Please note that e-Voting is an alternate mode to cast votes and e-Voting is optional. The e-Voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them in the Company as on 28th November, 2014.

The instructions for those Members who wish to cast their votes by e-Voting are as under:

- 1) **In case of Members receiving e-mail from NSDL:**
 - (a) Open e-mail and open PDF file viz., 'Tube Investments e-Voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-Voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (c) Click on 'Shareholder' – 'Login'.
 - (d) Key in User ID and password as initial password noted in step (a) above. Click 'Login'.
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits or characters or a combination thereof. Please take note of the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of 'e-Voting' opens. Click on 'e-Voting: Active Voting Cycles'.
 - (g) Select 'EVEN' of Tube Investments of India Limited.
 - (h) Now, you are ready for 'e-Voting' as 'Cast Vote' page opens.
 - (i) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
 - (j) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (k) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (l) Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter etc., together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer at his e-mail id., rsaevoting@gmail.com, with a copy marked to evoting@nsdl.co.in
- 2) **In case of Members receiving Postal Ballot Form by Post:**
 - (a) Initial password is provided at the bottom of the Postal Ballot Form.
 - (b) Please follow all steps from Sl. No. 1(b) to (j) above, to cast your vote.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the 'downloads' section of www.evoting.nsdl.com
- 4) If you are already registered with NSDL for e-Voting, then you can use your existing User ID and password for casting your vote and there is no need to register once again.
- 5) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 6) Members have the option either to vote through the e-Voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from www.evoting.nsdl.com or seek duplicate Postal Ballot Form from the Company's Registrar & Share Transfer Agent viz., **Karvy Computershare Private Limited, Unit: Tube Investments of India Limited, Plot No.17-24 Vittal Rao Nagar, Madhapur, Hyderabad – 500 081** - E-mail: einward.ris@karvy.com, fill in the details and send the same to the Scrutinizer.
- 7) Members are requested to cast their vote on the Postal Ballot only through one mode i.e., either through Postal Ballot Form or through e-Voting. In case Members cast their votes through both the modes, votes cast through e-Voting only will be considered and votes cast through Postal Ballot Form will be rejected.

Other Instructions:

- 1) **The e-Voting period commences on Saturday, the 13th December, 2014 (9.00 a.m. Indian Standard Time) and ends on Monday, the 12th January, 2015 (5.30 p.m. Indian Standard Time). During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 28th November, 2014 may cast their votes electronically.**
- 2) The e-Voting module shall be disabled by NSDL for voting thereafter.
- 3) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of 28th November, 2014.
- 4) The Scrutinizer shall after conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast for or against, if any, forthwith to the Chairman of the Company.
- 5) The result shall be declared on Friday, the 16th January, 2015 at 10.00 A.M. at the registered office of the Company at 'Dare House', 234, NSC Bose Road, Chennai 600 001. The results declared along with the Scrutinizer's Report shall be placed on the Company's website, www.tiindia.com and on the website of NSDL within two (2) days of passing of the Resolution and communicated to National Stock Exchange of India Ltd. and BSE Ltd. (Bombay Stock Exchange). The date of declaration of the result will be treated as the date of passing of the said Resolution.