



TI FINANCIAL HOLDINGS LIMITED

(formerly, Tube Investments of India Limited)

(CIN: L65100TN1949PLC002905)

Registered Office: "Dare House", 234 N S C Bose Road, Chennai 600 001
Website: www.tifhl.com - E-mail id: investorservices@tifhl.murugappa.com
Phone: 044-42177770-5 – Fax: 044-42110404

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the SIXTY-EIGHTH ANNUAL GENERAL MEETING (AGM) of the Members of TI Financial Holdings Limited (formerly, Tube Investments of India Limited) will be held on **Monday, the 25th September, 2017 at 11.30. AM** at T T K Auditorium, The Music Academy, 168 (Old no. 306), T T K Road, Chennai - 600 014 to transact the following business:

ORDINARY BUSINESS

1. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:
RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.
2. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:
RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon, be and are hereby received and adopted.
3. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:
RESOLVED THAT the Interim Dividend of ₹1.25 (Rupee one and paise twenty-five) per equity share declared by the Board of Directors on 6th February, 2017 and already paid to the shareholders for the financial year ended 31st March, 2017, be and the same is hereby confirmed.
4. To consider and if deemed fit, to pass, 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. N Srinivasan (DIN 00123338), who retires by rotation, be and is hereby re-appointed as a Director of the Company.
5. To consider and if deemed fit, to pass, 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. S R Batliboi & Associates LLP (LLP Identity no. AAB-4295), Chartered Accountants (Firm registration no.101049W/E300004) as the Statutory Auditors of the Company, to hold office from the conclusion of this (68th) Annual General Meeting until the conclusion of the next (69th) Annual General Meeting of the Company at a remuneration of ₹7.40 lakhs for the financial year, 2017-18 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the said audit.

SPECIAL BUSINESS

6. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:
RESOLVED THAT pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. A Vellayan (DIN 00148891), who was appointed as an Additional Director with effect from 1st August, 2017 by the Board pursuant to Section 161(1) of the Act and holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director, be and is hereby appointed as a Director liable to retire by rotation.
7. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:
RESOLVED THAT pursuant to Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules thereunder (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. M B N Rao (DIN 00287260), who was appointed as an Additional Director with effect from 1st August, 2017 by the Board pursuant to Section 161(1) of the Act and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of one (1) year i.e. from the date of the 68th AGM (2017) till the date of the 69th AGM (2018) of the Company [both dates inclusive].

8. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Shubhalakshmi Panse (DIN 02599310), who was appointed as an Additional Director with effect from 1st August, 2017 by the Board pursuant to Section 161(1) of the Act and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e. from the date of the 68th AGM (2017) till the date of the 73rd AGM (2022) of the Company [both dates inclusive].

9. To consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Company be and is hereby accorded for the appointment of Mr. N Ganesh as Manager of the Company, for a term of three years, with effect from 9th August, 2017.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed in the Companies Act, 2013, approval of the Company be and is hereby accorded for the following terms of remuneration to Mr. N Ganesh:

a. Salary

₹1,53,805 per month in the scale of ₹1,50,000 - ₹3,00,000. The increments within the scale would be decided by the Nomination & Remuneration Committee (NRC).

b. Allowances

Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance not exceeding 150% of the salary.

c. Incentive

Incentive will be (at 100% level) upto 16% of annual pay (annual pay includes salary, perquisites, allowances, incentive and retirement benefits).

d. Perquisites

Perquisites such house rent allowance, reimbursement of medical expenses and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time.

e. Retirement benefits

(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time.

(ii) Encashment of leave as per rules of the Company in force from time to time.

f. General

- (i) In the event of absence or inadequacy of profits in any financial year, Mr. N Ganesh shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.
- (ii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement Benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 2013.
- (iii) Mr. N Ganesh will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorised to do all such acts, deeds and things as they may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in such terms of appointment and remuneration so as to not exceed the limits specified in the Companies Act, 2013 as may be deemed to be in the best interest of the Company.

By Order of the Board

Place: Chennai
Date: 9th August, 2017

E Krithika
Company Secretary

NOTES:

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member. The proxy form is annexed herewith. The duly completed proxy form must be sent so as to reach the Company not less than 48 hours before the commencement of the meeting.**
2. **A person shall not act as proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Statement of material facts in respect of the Special Business under Item nos. 6 to 9 (pursuant to Section 102 of the Companies Act, 2013) is annexed hereto.
4. Members are requested to intimate the Registrar and Transfer Agent viz., Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (RTA) of any change in their address. For shares held in dematerialized form, change in address may be intimated directly to the Member's Depository Participant(s).
5. As per the requirements of Section 124 of the Companies Act, 2013, the Company has transferred unclaimed dividends up to 2008-09 to the Investor Education and Protection Fund constituted by the Central Government.
6. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members, on request, by the RTA.
7. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company / RTA for registration of transfer / transmission / transposition of shares in the physical form.
8. Electronic (soft) copy of the Notice of the 68th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with the Attendance Slip & Proxy Form and the Annual Report for 2016-17 are being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 68th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip & Proxy Form and the Annual Report for 2016-17 are being sent in the permitted mode.

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment at the 68th Annual General Meeting vide Item no. 4 of the Notice dated 9th August, 2017

*[Pursuant to Regulation 36 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

Mr. N Srinivasan

The resume of Mr. N Srinivasan, in brief and other details required to be provided pursuant to Regulation 36 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below for the consideration of Members:

Mr. N Srinivasan is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He joined the Board on 29th January, 2007. He has over three decades of rich experience in the areas of Corporate Finance, Legal, Projects and General Management.

Mr. N Srinivasan is a Member of the Audit Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Board of the Company. Details of other Directorships and memberships in Audit and Stakeholders Relationship Committees held by him are as follows:

Vice Chairman Cholamandalam Investment and Finance Company Limited	<u>Committee Membership</u>
Director Cholamandalam MS General Insurance Company Limited Cholamandalam MS Risk Services Limited	Audit Committee Member Cholamandalam Investment and Finance Company Limited Cholamandalam MS General Insurance Company Limited
	Stakeholders Relationship Committee Chairman Cholamandalam Investment and Finance Company Limited

Mr. N Srinivasan holds 69,467 equity shares of the Company.

Mr. N Srinivasan is not related to other Directors and Key Managerial Personnel of the Company and their relatives. Other details relating to Mr. N Srinivasan pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Board of Directors, Corporate Governance Report and annexure thereto.

Explanatory Statement in respect of the Special Business under Item nos. 6 to 9 (Pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 9th August, 2017

Item No. 6

Mr. A Vellayan, Chairman (Non-Executive) (DIN 00148891) was appointed as an Additional Director of the Company with effect from 1st August, 2017, pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and holds office up to the date of the ensuing AGM. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit in respect of Mr. A Vellayan’s appointment.

Mr. A Vellayan holds a Diploma in Industrial Administration from Aston University, Birmingham, UK and Masters in Business Studies from the University of Warwick, Business School, UK. He has industrial experience of over 30 years.

Mr. A Vellayan is also the Chairman of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee and member of the Nomination & Remuneration Committee of the Board of the Company.

Details of other Directorships and memberships in Audit and Stakeholders Relationship Committees held by him are as follows:

<p>Chairman E.I.D. Parry (India) Limited Coromandel International Limited Murugappa Holdings Limited Roca Bathroom Products Private Limited</p> <p>Director Kanoria Industries Limited Ambadi Investments Private Limited</p>	<p><u>Committee Membership</u> Audit Committee Member Ambadi Investments Private Limited</p> <p>Stakeholders Relationship Committee Chairman Murugappa Holdings Limited</p>
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Mr. A Vellayan holds 6,31,900 equity shares of the Company.

Mr. A Vellayan is not related to other Directors and Key Managerial Personnel of the Company and their relatives. Other details relating to Mr. A Vellayan pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Board of Directors, Corporate Governance Report and annexure thereto.

The Board considers that his association with the Company would be beneficial and recommends his appointment as a Director, liable to retire by rotation, for approval of the Members of the Company.

Except Mr. A Vellayan, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is interested or concerned, financially or otherwise in the Resolution relating to his appointment as Director of the Company.

Item No.7

Mr. M B N Rao (DIN 00287260) was appointed as an Additional Director (Non-Executive Independent Director) with effect from 1st August, 2017 pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and holds office upto the date of the ensuing AGM. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit in respect of Mr. M B N Rao’s appointment.

Mr. M B N Rao is a graduate in agriculture, an Associate of the Chartered Institute of Bankers, London, a Certified Associate of the Indian Institute of Bankers and a Fellow of the Indian Institute of Banking & Finance. He is the former Chairman and Managing Director of Canara Bank and Indian Bank. He has over 47 years of varied experience in fields of banking, finance, economics, technology, treasury and administration.

Mr. M B N Rao is also the Chairman of the Audit Committee and Nomination & Remuneration Committee and member of the Corporate Social Responsibility Committee of the Board of the Company. Details of other Directorships and memberships in Audit and Stakeholders Relationship Committees held by him are as follows:

<p>Chairman Cholamandalam Investment & Finance Company Limited CRISIL Risk and Infrastructure Solutions Limited</p> <p>Director E.I.D. Parry (India) Limited The Ramco Cements Limited Taj GVK Hotels & Resorts Limited Apollo Munich Health Insurance Co. Limited Nuziveedu Seeds Limited Franklin Templeton Asset Mgt (India) Pvt. Limited MMTC-PAMP India Pvt. Limited Mumbai International Airport Pvt. Limited Green Woods Palaces and Resorts Pvt. Limited</p>	<p><u>Committee Membership</u></p> <p>Audit Committee</p> <p>Chairman E.I.D Parry (India) Limited Apollo Munich Health Insurance Co. Limited Mumbai International Airport Pvt. Limited Green Woods Palaces and Resorts Pvt. Limited</p> <p>Member Cholamandalam Investment & Finance Company Limited Nuziveedu Seeds Limited MMTC-PAMP India Pvt. Limited Taj GVK Hotels & Resorts Limited The Ramco Cements Limited</p> <p>Stakeholders Relationship Committee</p> <p>Member MMTC-PAMP India Pvt. Limited</p>
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Mr. M B N Rao does not hold any shares of the Company.

In the opinion of the Board, Mr. M B N Rao satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and he is independent of the Management. Accordingly, the Board of Directors have recommended his appointment as an Independent Director for a term of 1 (one) year, from the date of 68th Annual General Meeting (2017) till the date of the 69th Annual General Meeting (2018) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

Mr. M B N Rao is not related to other Directors and Key Managerial Personnel of the Company and their relatives. Other details relating to Mr. Rao pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Board of Directors, Corporate Governance Report and annexure thereto.

The Board considers that the association of Mr. Rao would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. M B N Rao as an Independent Director for approval of the shareholders of the Company.

Except Mr. M B N Rao, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is interested or concerned, financially or otherwise in the Resolution relating to his appointment as Independent Director of the Company.

Item No.8

Ms. Shubhalakshmi Panse (DIN 02599310) was appointed as an Additional Director (Non-Executive Independent Director) with effect from 1st August, 2017 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and holds office upto the date of the ensuing AGM. The Company has received the requisite consent and disclosure forms from her. The Company has also received a notice in writing from a Member under Section 160 of the Act along with the requisite deposit in respect of her appointment.

Ms. Shubhalakshmi Panse is a M.Sc. graduate from Pune University, a Certified Associate of the Indian Institute of Bankers and holds D.B.M. (Diploma in Business Management) & M.M.S (Masters in Management Sciences with specialisation in Financial Management), Pune University and also M.B.A. (Bank Management) from Drexel University, USA. She has around forty years of experience in the field of banking. She had served as Chairperson-cum-Managing Director of Allahabad Bank, Chairperson of ALL Bank Finance Limited and the Executive Director of Vijaya Bank.

Ms. Panse is a Member of the Audit Committee and Nomination & Remuneration Committee of the Board of the Company. Details of other Directorships and memberships in Audit Committee and Stakeholders Relationship Committee held by her are as follows:

<p>Director Cholamandalam MS General Insurance Company Limited PNB Housing Finance Limited India Infoline Finance Limited Sudarshan Chemical Industries Limited The Federal Bank Limited Atul Limited Utkarsh Micro Finance Limited IL&FS Financial Services Limited L&T Infrastructure Development Projects Limited Catalyst Asset Reconstruction Pvt. Limited</p>	<p><u>Committee Membership</u> Audit Committee Member The Federal Bank Limited IL&FS Financial Services Limited L&T Infrastructure Development Projects Limited Cholamandalam MS General Insurance Company Limited</p> <p>Stakeholders Relationship Committee Nil</p>
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Ms. Panse does not hold any shares of the Company.

Ms. Panse is not related to other Directors and Key Managerial Personnel of the Company and their relatives. Other details relating to Ms. Panse pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Board of Directors, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Ms. Shubhalakshmi Panse satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and she is independent of the Management. Accordingly, the Board of Directors have recommended her appointment as an Independent Director for a term of 5 (five) years, from the date of the 68th Annual General Meeting (2017) till the date of the 73rd Annual General Meeting (2022) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of her appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

The Board considers that the association of Ms. Shubhalakshmi Panse would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Shubhalakshmi Panse as an Independent Director for approval of the members of the Company.

Except Ms. Shubhalakshmi Panse, being the appointee, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution relating to her appointment as Independent Director of the Company.

Item No.9

In terms of Section 203 of the Companies Act, 2013 ("Act") providing for appointment of whole time key managerial personnel and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, subject to the approval of the Members appointed Mr. N Ganesh as the Manager and Key Managerial Person of the Company under Section 203 and pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Act, for a period of 3 years with effect from 9th August, 2017 on the terms and conditions mentioned in the Notice under Item No.9.

Mr. Ganesh, aged 44 years, is a B.Com graduate, a member of the Institute of Chartered Accountants of India, graduate member of the Institute of Cost and Works Accountants of India and a Licentiate Member of the Institute of Company Secretaries of India. He has 21 years of post qualification work experience in financial services sector in the areas of Corporate Accounting Function, Treasury Management, Financial Accounting Process and Controls etc.

Mr. Ganesh does not hold any shares of the Company.

Mr. Ganesh is not related to the other Directors and Key Managerial Personnel of the Company and their relatives.

The Board recommends the resolution set forth in Item No.9 for the approval of the Members.

Except Mr. N Ganesh, being the appointee, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution relating to his appointment.

By Order of the Board

Place: Chennai
Date: 9th August, 2017

E Krithika
Company Secretary

INSTRUCTIONS FOR ELECTRONIC VOTING [e-voting]

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (“Amended Rules 2015”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”), the Company is pleased to provide the Members the facility to exercise their right to vote on the resolutions proposed for consideration at the 68th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an e-voting system from a place other than the venue of the AGM (“remote e-voting”) is being provided by M/s. Karvy Computershare Private Limited (“Karvy”).
- II. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- III. **The remote e-voting period commences on Wednesday, 20th September 2017 (9.00 a.m. Indian Standard Time) and ends on Sunday, 24th September 2017 (5.00 p.m. Indian Standard Time). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 18th September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
- IV. The process and manner for remote e-voting are as under:
 - A. **In case of Members receiving e-mail from Karvy** (for Members whose e-mail IDs are registered with the Company/ Depository Participant(s):
 - (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be the EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on “LOGIN”.
 - (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the e-voting event.
 - (vii) Select the EVENT of TI Financial Holdings Limited and click on “SUBMIT”.
 - (viii) Now you are ready for e-voting as “Cast Vote” page opens.
 - (ix) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- (x) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- (xi) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (xii) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xiii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- (xiv) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "TIFHL – 68th AGM".

B. In case of Members receiving physical copies of the Notice of AGM (for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):

- i. E-Voting Event Number (EVEN), User ID and Password is provided in the Ballot Form.
- ii. Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.

C. Voting at AGM:

The Members who have not cast their vote electronically can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM venue.

Other instructions:

- i. In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy website) or call Karvy on 040-67162222 & Toll-free No.1-800-3454-001.
- ii. 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).
- iii. 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 viz., 18th September, 2017. However, a person who is not a Member as on the cut off date should treat this Notice for information purpose only. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, he will not be allowed to change it subsequently or cast the vote again.
- iv. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice to the Shareholders and holding shares as on the cut-off date of 18th September, 2017, may obtain the login ID and password by sending a request at einward.ris@karvy.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.karvy.com>
- v. Since the Company is required to provide the Members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date and not casting their vote electronically, may cast their vote at the AGM venue. Facility will be available at the venue.

- vi. Members who have cast their votes through remote e-voting may also attend the AGM. However, those Members are not entitled to cast their vote again in the AGM.
- vii. Voting facility will be provided to the Members through electronic voting system or through ballot/polling paper at the AGM venue. A Member can opt for only one mode of voting i.e. either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- viii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutiniser, by use of e-voting for all those Members who are present at the AGM who have not cast their votes by availing the remote e-voting facility.
- ix. The Scrutiniser shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company who shall make, within forty-eight hours of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- x. The results declared along with the Scrutiniser's Report shall be placed on the Company's website, www.tifhl.com and on the website of Karvy immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).
- V. All documents referred in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM.

Route Map for AGM Venue



