

**Tube Investments of India Limited****(Formerly known as TI Financial Holdings Limited)**

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: L35100TN2008PLC069496

13th August, 2018

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

BSE Ltd
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort
Mumbai 400 001

Dear Sirs,

Sub: 10th Annual General Meeting of the Company held on 13th August, 2018 ('10th AGM') – Results of voting at 10th AGM under Regulation 44 of the SEBI (Listing Obligations & Listing Requirements) Regulations, 2015 ('Listing Regulations') and Summary of 10th AGM proceedings under Regulation 30 of the Listing Regulations

The 10th Annual General Meeting ('AGM') of the Company was held at 3.30 P.M. on Monday, the 13th August, 2018 at T T K Auditorium, The Music Academy, 168 (Old No.306) T T K Road, Chennai – 600 014.

Pursuant to 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 and Regulation 44 of the Listing Regulations, the Shareholders of the Company were given the opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting ('e-voting') during the period commencing from 8th August, 2018 (9.00 A.M.) to 12th August, 2018 (5.00 P.M.). Further, the Company provided the facility for electronic voting at the 10th AGM venue to those shareholders who had not earlier exercised their right to vote through remote e-voting.

The resolutions nos.1 to 9 as contained in the Notice of the 10th AGM were approved/passed by the shareholders with requisite majority. Accordingly, all the resolutions were declared to be passed on 13th August, 2018 (viz., date of the 10th AGM). Consequent thereto, in pursuance of Regulation 44 of the Listing Regulations, we enclose herewith the combined voting results in the prescribed format thereunder along with the Consolidated Scrutiniser's Report.

Further, a summary of the proceedings of the 10th AGM is also enclosed pursuant to Regulation 30 of the Listing Regulations.

This is for your information and records.

Thanking you,

Yours faithfully,
For TUBE INVESTMENTS OF INDIA LTD


S SURESH
COMPANY SECRETARY

Encl.

**murugappa**



TUBE INVESTMENTS OF INDIA LIMITED

'Dare House', 234, N S C Bose Road, Chennai – 600 001

Tel: 91.44.42177770-5 - Fax: 91.44.42110404 - Website: www.tiindia.com - E-mail id: investorservices@tii.murugappa.com

CIN: L35100TN2008PLC069496

(REMOTE E-VOTING AND VOTING THROUGH ELECTRONIC VOTING SYSTEM AT THE VENUE OF THE AGM)

Date of the AGM/EGM	13-08-2018
Total number of shareholders on record date	24064
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	2395
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements of the Company for FY 2017-18, Reports of the Board of Directors and Auditors thereon.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	25486227	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	25486227	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	48030965	31793	0.0662	31791	2	99.9937	0.0062	0
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69157	0.144	69051	106	99.8467	0.1533	0
Total		187658674	115335274	61.4601	115335168	106	99.9999	0.0001	0



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Consolidated Financial Statements of the Company for FY 2017-18 and Reports of the Auditors thereon.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	25486227	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	25486227	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	48030965	31793	0.0662	31791	2	99.9937	0.0062	0
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69157	0.144	69051	106	99.8467	0.1533	0
Total	Total	187658674	115335274	61.4601	115335168	106	99.9999	0.0001	0



Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	25486227	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	25486227	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	48030965	31793	0.0662	31783	10	99.9685	0.0314	0
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69157	0.144	69043	114	99.8352	0.1648	0
Total		187658674	115335274	61.4601	115335160	114	99.9999	0.0001	0



Resolution No.	4								
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. M M Murugappan, Director retiring by rotation								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	21059184	4427043	82.6296	17.3703	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	21059184	4427043	82.6297	17.3703	0
Public- Non Institutions	E-Voting	48030965	31793	0.0662	29533	2260	92.8915	7.1084	0
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69157	0.144	66793	2364	96.5817	3.4183	0
Total	Total	187658674	115335274	61.4601	110905867	4429407	96.1595	3.8405	0



Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. S.R.Batliloi & Associates LLP, Chartered Accountants as statutory auditors for the FY 2018-19 and fixing their remuneration in respect thereof.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	25442550	43677	99.8286	0.1713	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	25442550	43677	99.8286	0.1714	0
Public- Non Institutions	E-Voting	48030965	31793	0.0662	29528	2265	92.8757	7.1242	0
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69157	0.144	66788	2369	96.5745	3.4255	0
	Total	187658674	115335274	61.4601	115289228	46046	99.9601	0.0399	0



Resolution No.	6								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ramesh K B Menon as Director.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	21123478	4362749	82.8819	17.1180	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	21123478	4362749	82.8819	17.1181	0
Public- Non Institutions	E-Voting	48030965	31793	0.0662	29528	2265	92.8757	7.1242	0
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69157	0.144	66788	2369	96.5745	3.4255	0
	Total	187658674	115335274	61.4601	110970156	4365118	96.2153	3.7847	0



Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of sub-clause 10 under III(B) of the Memorandum of Association of the Company								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	21123478	4362749	82.8819	17.1180	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	21123478	4362749	82.8819	17.1181	0
Public- Non Institutions	E-Voting	48030965	31773	0.0662	29513	2260	92.8870	7.1129	20
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69137	0.144	66773	2364	96.5807	3.4193	20
Total	Total	187658674	115335254	61.4601	110970141	4365113	96.2153	3.7847	20



Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Non-Convertible Debentures for an aggregate sum of Rs.500 Crores on private placement basis								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	25486227	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	25486227	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	48030965	31773	0.0662	29513	2260	92.8870	7.1129	20
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69137	0.144	66773	2364	96.5807	3.4193	20
	Total	187658674	115335254	61.4601	115332890	2364	99.9980	0.0020	20



Resolution No.	9								
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to M/s. Mahadevan & Co., Cost Auditor, for FY 2018-19.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	89887599	89779890	99.8802	89779890	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		89779890	99.8802	89779890	0	100.0000	0.0000	0
Public- Institutions	E-Voting	49740110	25486227	51.2388	25486227	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		25486227	51.2388	25486227	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	48030965	31773	0.0662	29511	2262	92.8807	7.1192	20
	Poll		37364	0.0778	37260	104	99.7216	0.2783	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		69137	0.144	66771	2366	96.5778	3.4222	20
Total	Total	187658674	115335254	61.4601	115332888	2366	99.9979	0.0021	20



TUBE INVESTMENTS OF INDIA LIMITED

SUMMARY OF PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING

The 10th ANNUAL GENERAL MEETING (10th AGM) of the Members of Tube Investments of India Limited ("the Company") was held on Monday, the 13th August, 2018 at 3.30 P.M. at T T K Auditorium, The Music Academy, 168 (Old no.306), T T K, Chennai - 600 014.

The 10th AGM was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the rules thereunder and the Secretarial Standards made thereunder.

Mr. M M Murugappan, Chairman of the Board of Directors of the Company conducted the proceedings of the Meeting from the Chair. He welcomed the Members to the 10th AGM of the Company. As the requisite quorum was present, the Chairman called the meeting to order and the meeting commenced at 3.30 P.M.

The Chairman introduced the other directors, Secretary and the senior management who were seated on the dais.

The Chairman informed that, the Register of Directors, Key Managerial Personnel & Directors' Shareholding and the Register of Contracts or Arrangements in which the Directors are interested under the Companies Act, 2013 were made available to the Members for inspection.

The Chairman further informed that 2398 Members including proxies attended the Meeting.

Further, the Chairman apprised the Members with regard to the voting procedure in general meetings under the Companies Act, 2013 and informed the Members that the Company had provided remote e-voting facility through the e-voting platform of M/s. Karvy Computershare Private Ltd ("Karvy") to all shareholders of the Company as of the cut-off date of 6th August, 2018. The e-voting was made available from 9 a.m. on 8th August, 2018 till 5.00 p.m. on 12th August, 2018. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries was the Scrutiniser appointed by the Board of Directors for conducting the electronic voting process in a fair and transparent manner.

The Chairman then addressed the Members. He provided the Members with an overview of the performance of the Company and also its subsidiaries and joint ventures for the financial year ended 31st March, 2018. The Chairman further informed the Members about the results for the first quarter of the current financial year, 2018-19. The Chairman's address was followed by a detailed presentation by Mr. L Ramkumar, Managing Director on the business performance as well as division-wise performance of the Company during the financial year, 2017-18.

The Chairman then briefed the Members about the following resolutions forming part of the Notice of the 10th AGM, for the information of the Members:

- 1) Approval for the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution);
- 2) Approval for the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report of the Auditors thereon (Ordinary Resolution);
- 3) Declaration of a Final Dividend of Rs.0.50/- (Fifty Paise only) per share on the equity share capital of the Company for the financial year ended 31st March, 2018 (Ordinary Resolution);
- 4) Re-appointment of Mr. M. M. Murugappan (DIN:00170478) as a non-executive Director of the Company (Ordinary Resolution);
- 5) Ratification of 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 conclusion of 10th AGM until the conclusion of the 11th AGM of the Company and fixation of their remuneration therefor (Ordinary Resolution);
- 6) Appointment of Mr. Ramesh K B Menon (DIN:05275821) as a non-executive Director of the Company (Ordinary Resolution);
- 7) Alteration of sub-clause 10 under III(B) of the Memorandum of Association of the Company (Special Resolution);
- 8) Consent to the Board of Directors of the Company under Section 42 of the Companies Act, 2013 to offer, issue and allot Secured Non-Convertible Debentures for an aggregate sum not exceeding Rs.500 Crores (Special Resolution); &
- 9) Ratification of remuneration payable to M/s. S Mahadevan & Co., Cost Auditor, for FY 2018-19 (Ordinary Resolution).

The Chairman then invited questions/comments from the Members regarding the accounts and performance of the Company for the year ended 31st March, 2018. A few Members made their observations. The Chairman replied to the queries/suggestions of the Members.

The Chairman further informed that those Members who had not taken part in the e-voting and wished to vote at the 10th AGM could do so and sufficient time would be allowed for them to cast their votes. Thereafter, the Members who wished to vote, not having participated in the e-voting earlier, exercised their votes. On completion of the voting, the Chairman announced to the Members

that the Scrutiniser would take up the counting of votes cast at the venue and also unblock the votes cast through the remote e-voting and provide consolidated Scrutiniser's Report on the voting. He also announced that on receipt of the Scrutiniser's Report, the results would be declared forthwith and the details of the voting results along with the Scrutiniser's Report will be placed on the website of the Company and Karvy within the time permitted under law and also communicated to the Stock Exchanges.

The Chairman then declared the meeting as closed at 5.15 P.M.



S SURESH
COMPANY SECRETARY
Date: 13th August, 2018



M M MURUGAPPAN
CHAIRMAN

Consolidated Scrutinizer's Report

13th August, 2018

The Chairman

**Tube Investments of India Limited,
(Formerly TI Financial Holdings Limited)**

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

Ref: 10th Annual General Meeting (AGM) of the Members of the Tube Investments of India Limited.

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of **Tube Investments of India Limited (formerly TI Financial Holdings Limited)** vide resolution dated 7th May, 2018, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Wednesday, August 8, 2018 (9.00 AM) (IST) to Sunday, August 12, 2018 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 10th Annual General Meeting (AGM) of the members of the Company, held on Monday, 13th August, 2018 at 3.30 p.m. (IST) at T T K Auditorium, The Music Academy, No 168 (Old No.306), TTK Road, Chennai – 600 014.

We now submit our Consolidated Report as under:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) provided by Karvy Computershare Private Limited for enabling the members to cast their vote under the provisions of the said Sections and the Rules made there under.
2. We have scrutinized and reviewed the remote e-voting system, electronic voting system at the AGM Venue (Insta Poll) at the conclusion of AGM. We had unblocked the list of members who had exercised the votes through remote e-voting after 5.00 P.M. on August 12, 2018. Further, we have unblocked the votes cast by the members at the AGM venue through electronic voting system (Insta Poll) in the presence of Mr. K Satheesh and Ms. B Devi Lakshmi, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and voting at the AGM venue (Insta Poll) are based on the data downloaded from the official website of Karvy Computershare Private Limited.
3. Based on the data downloaded from the Official website of Karvy Computershare Private Limited for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote e-voting, Electronic Voting System (Insta Poll)) as under:

10TH AGM – CONSOLIDATED SCRUTINIZER'S REPORT – TUBE INVESTMENTS OF INDIA LIMITED



ORDINARY BUSINESS

Item No. 1 - Adoption of Audited Financial Statements, Reports of the Board of Directors' & Auditors for the financial year ended 31st March, 2018.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
165	115297908	51	37260	115335168	99.9999

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
1	2	2	104	106	0.0001

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

Item No. 2 –Adoption of Audited Consolidated Financial Statements & Auditors Report for the financial year ended 31st March, 2018.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
165	115297908	51	37260	115335168	99.9999

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
1	2	2	104	106	0.0001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 3 – Declaration of dividend.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
165	115297900	51	37260	115335160	99.9999

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
1	10	2	104	114	0.0001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 4 – Re-appointment of Mr. M M Murugappan (DIN:00170478), Director retiring by Rotation.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
116	110868607	51	37260	110905867	96.1595

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
49	4429303	2	104	4429407	3.8405

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members/Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 5 – Ratification of the appointment of M/s. S.R.Batliboi & Associates LLP, Chartered Accountants as statutory auditors for FY 2018-19 and fixing their remuneration.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
161	115251968	51	37260	115289228	99.9601

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
5	45942	2	104	46046	0.0399

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of Members/Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.



SPECIAL BUSINESS

Item No. 6 – Appointment of Mr. Ramesh K B Menon (DIN:05275821) as a Non-executive Director of the Company.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
122	110932896	51	37260	110970156	96.2153

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
44	4365014	2	104	4365118	3.7847

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Insta Poll	Number of votes cast (Shares) – Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 7 – Alteration of sub-clause 10 under III(B) of the Memorandum of Association of the Company.

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
121	110932881	51	37260	110970141	96.2153

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
43	4365009	2	104	4365113	3.7847

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

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 with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 8 – Issue of Non-Convertible Debentures of Rs. 500 Crores on a Private Placement Basis.

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
163	115295630	51	37260	115332890	99.9980

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
1	2260	2	104	2364	0.0020

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

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 with regard to Item no. 8 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 9 – Ratification of Remuneration payable to M/s. S. Mahadevan & Co., Cost Auditor for the Financial Year 2018-19.

ORDINARY RESOLUTION

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
163	115295628	51	37260	115332888	99.9979

(ii) Votes **against** the resolution:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
2	2262	2	104	2366	0.0021

(iii) **Invalid** Votes:

Number of Members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of Members/Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed with requisite majority.





4. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**" and "**AGAINST**" for each resolution is enclosed.

5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

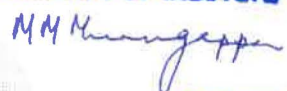
Yours faithfully,

For **R. Sridharan & Associates**
Company Secretaries


CS R. Sridharan
CP No. 3239
FCS No. 4775



For TUBE INVESTMENTS OF INDIA LTD


Chairman