Tube Investments of India Ltd.
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:L35921TN1949PLC002905

11th August, 2015

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: 66th Annual General Meeting of the Company held on 10th August, 2015 – Results of voting under Clause 35A of the Listing Agreement.

The 66th Annual General Meeting ('AGM') of the Company was held at 4.00 p.m. on Monday, the 10th August, 2015 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 Clause 35B of the Listing Agreement, 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 5th August, 2015 (9.00 a.m.) to 9th August, 2015 (5.00 p.m.). Further, the Company provided the facility for voting at the AGM venue to those shareholders who had not earlier exercised their right to vote through remote e-Voting.

All the resolutions contained in the Notice of the AGM were approved/passed by the shareholders, with requisite majority. Accordingly, all the resolutions were declared to be passed on 10th August, 2015 (viz., date of the AGM).

Pursuant to Clause 35A of the Listing Agreement, we enclose herewith the combined voting results in the prescribed format thereunder along with the Consolidated Scrutiniser's Report.

This is for your information and records.

Thanking you,

Yours faithfully,
For TUBE INVESTMENTS OF INDIA LIMITED

S SURESH
COMPANY SECRETARY

Encl.

murugappa

TUBE INVESTMENTS OF INDIA LIMITED

Regd. Off: Dare House, 234 N S C Bose Road, Chennai - 600 001
Tel: +91 44 42177770-5; Fax: +91 44 42104054
E-mail: investorservices@tii.murugappa.com ; Website: www.tiindia.com
CIN: L35921TN1949PLC002905

(REMOTE E-VOTING AND VOTING THROUGH ELECTRONIC VOTING SYSTEM AT THE VENUE OF THE AGM)
DATE OF AGM : 10-AUG-2015
DETAILS OF VOTING RESULTS

Date of Annual General Meeting (AGM)	10-Aug-15
Total No. of Shareholders on Record Date (Cut-off date for voting purpose – August 3, 2015)	19368
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	1966 2 1964
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Arranged

Agenda-wise

The mode of voting for all resolutions was through remote e-Voting and through Electronic Voting System, at the Annual General Meeting.

Resolution No. 1.

DESCRIPTION	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g 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
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		100.0000	0.0000
Public - Others	48011446	174701	0.3639	174691	10	99.9943	0.0057
TOTAL	187182329	120579481	**64.4182**	120579471	**10**	**99.99999**	**0.00001**

Resolution No. 2

DESCRIPTION	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
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		100.0000	0.0000
Public - Others	48011446	174921	0.3643	174911	10	99.9943	0.0057
TOTAL	187182329	120579701	**64.4183**	120579691	**10**	**99.99999**	**0.00001**

Resolution No. 3

DESCRIPTION	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
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	28675106	1356434	95.4833	4.5167
Public - Others	48011446	174921	0.3643	174511	410	99.7656	0.2344
TOTAL	187182329	120579701	**64.4183**	119222857	1356844	**98.87473**	**1.12527**

TUBE INVESTMENTS OF INDIA LTD. CHENNAI 600 001

Resolution No. 4

DESCRIPTION	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
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		1.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		1.0000	0.0000
Public - Others	48011446	174811	0.3641	171795	3016	0.9827	0.0173
TOTAL	187182329	120579591	**64.4183**	120576575	**3016**	**99.99750**	**0.00250**

Resolution No. 5

DESCRIPTION	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
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		100.0000	0.0000
Public - Others	48011446	174921	0.3643	173939	982	99.4386	0.5614
TOTAL	187182329	120579701	**64.4183**	120578719	**982**	**99.99919**	**0.00081**

Resolution No. 6

DESCRIPTION	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
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	29905891	125649	99.5816	0.4184
Public - Others	48011446	174921	0.3643	174455	466	99.7336	0.2664
TOTAL	187182329	120579701	**64.4183**	120453586	126115	**99.89541**	**0.10459**

Resolution No. 7

DESCRIPTION	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
Promoter & Promoter Group	91432440	90373240	98.8415	90373240		100.0000	0.0000
Public - Institutional Holders	47738443	30031540	62.9085	30031540		100.0000	0.0000
Public - Others	48011446	174891	0.3643	174080	811	99.5363	0.4637
TOTAL	187182329	120579671	**64.4183**	120578860	**811**	**99.99933**	**0.00067**

All the aforesaid resolutions have been passed with requisite majority.

for TUBE INVESTMENTS OF INDIA LTD.

S SURESH
COMPANY SECRETARY

TUBE INVESTMENTS OF INDIA LTD. CHENNAI 600 001

R.Sridharan & Associates
Company Secretaries

New No. 5, (Old No.12), Sivasailam Street
T.Nagar, Chennai - 600 017.
Phone : 42166988, 43502997, 42555587
Telefax : 044-42137082
email : sribhav@aryes.in
sridharan.r@aryes.in

Consolidated Scrutinizer's Report

11th August, 2015

The Chairman
Messrs. Tube Investments of India Limited,
"Dare House", 234 N.S.C. Bose Road,
Chennai- 600 001.

Ref: 66th Annual General Meeting of the Members of Messrs.Tube Investments of India Limited.

Dear Sir,

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

The Board of Directors of **Messrs. Tube Investments of India Limited**("the Company")vide resolution dated 05.05.2015, pursuant to Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 ("the Rules") have appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process for the period commencingfrom Wednesday, 5th August, 2015 (9.00 AM) (IST) to Sunday, 9th August, 2015 (5.00 PM) (IST) and to conduct the Polling process through electronic voting system (Insta Poll) relating to the 66th Annual General Meeting ("AGM") of the Members of the Company, held on Monday, 10th August , 2015 at 4:00 p.m.at T.T.K Auditorium, The Music Academy, New No 168, (Old No. 306), T.T.K. Road, Royapettah, Chennai – 600 014 ("AGM Venue").

We now submit our Consolidated Report as under:

1. The Company has availed remote e-voting system from National Securities Depository Limited (NSDL) and electronic voting system at the AGM Venue (Insta Poll) from M/s Karvy Computershare Private Limited ("Karvy") for enabling the Members to cast their vote under the provisions of the sections of the Act and the Rules made there under.

2. We have scrutinized and reviewed the electronic voting ("Insta Poll") at the conclusion of the AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Mr.V.Narasimhan, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of M/s National Securities Depository Limited [NSDL].

3. Based on the report furnished to us by Karvy on the electronic voting (Insta Poll) conducted at the AGM Venue and based on the data downloaded from the Official website of the NSDLfor the remote e-voting process, we now submit our Consolidated Report (Remote E-Voting and Electronic Voting) as under:

R. SRIDHARAN & ASSOCIATES ★ COMPANY SECRETARIES ★

TUBE INVESTMENTS OF INDIA LTD. CHENNAI 600 001

Item No. 1 - Adoption of Standalone & Consolidated Financial Statements for the financial year ended 31st March, 2015, Reports of Board of Directors & Auditors (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
208	118147185	57	2432286	120579471	99.99999

(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	0	0	10	0.00001

(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 RemoteE- 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, wereport that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 6 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17 COMPANY SECRETARIES

TUBE INVESTMENTS OF INDIA LTD CHENNAI 600 001

Item No. 2 –Declaration of Final Dividend of Re.0.50 per share and confirmation of Interim Dividend of Rs.1.50 per share already paid, for the financial year ended 31st March, 2015 (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
209	118147405	57	2432286	120579691	99.99999

(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	0	0	10	0.00001

(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, wereport that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES (OLD No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

TUBE INVESTMENTS OF INDIA LTD. CHENNAI 600 001

Item No. 3 – Re-appointment of Mr. M.M. Murugappan (DIN: 00170478) as Director who retires 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
201	116790571	57	2432286	119222857	98.87473

(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
9	1356844	0	0	1356844	1.12527

(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.

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES
OLD No. 129 NEW No. 6 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLA ROAD T. NAGAR, CHENNAI-17

TUBE INVESTMENTS OF INDIA LTD CHENNAI 600 001

Item No. 4 – Appointment of M/s. S R Batliboi& Associates LLP, Chartered Accountants, as Statutory Auditors (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
204	118146869	56	2429706	120576575	99.99750

(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
4	436	1	2580	3016	0.00250

(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, wereport that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES * (OLD No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

TUBE INVESTMENTS OF INDIA LTD CHENNAI 600 001

Item No. 5 – Appointment of Ms. Madhu Dubhashi (DIN: 00036846) as an Independent Director for a term of 5 consecutive years(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
206	118146974	54	2431745	120578719	99.99919

(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
4	441	3	541	982	0.00081

Note: One Member holding 1000 shares cast/voted 500 shares in favour of the resolution and 500 shares against the resolution.

(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.

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES * (OLD No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLA ROAD T. NAGAR, CHENNAI-17

TUBE INVESTMENTS OF INDIA LTD CHENNAI 600 001

Item No. 6 – Issue of Non-Convertible Debentures aggregating to Rs.650 Crores (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
200	118021300	57	2432286	120453586	99.89541

(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
10	126115	0	0	126115	0.10459

(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 three times more than the number of votes cast against, wereport that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES
No. 129 NEW No. 61 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

TUBE INVESTMENTS OF INDIA LTD CHENNAI 600 001

Item No. 7 – Ratification of remuneration payable to Mr. V Kalyanaraman, Cost Accountant as the Cost Auditor for the financial year 2014-15 (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
205	118146574	57	2432286	120578860	99.99933

(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
4	811	0	0	811	0.00067

(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, wereport that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.

TUBE INVESTMENTS OF INDIA LTD. CHENNAI 600 001

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES

4. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**"and"**AGAINST**" each of the aforementioned resolutions 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

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES (OLD No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

For TUBE INVESTMENTS OF INDIA LTD

Chairman