

**Tube Investments of India Ltd.**

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

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Website: www.tiindia.com CIN:L35921TN1949PLC002905

5th August, 2016

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: 67th Annual General Meeting of the Company held on 4th August, 2016 ('67th AGM') – Results of voting at 67th AGM under Regulation 44 of the SEBI (Listing Obligations & Listing Requirements) Regulations, 2015 ('Listing Regulations') and Summary of 67th AGM proceedings under Regulation 30 of the Listing Regulations

The 67th Annual General Meeting ('AGM') of the Company was held at 3.30 P.M. on Thursday, the 4th August, 2016 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 30th July, 2016 (9.00 A.M.) to 3rd August, 2016 (5.00 P.M.). Further, the Company provided the facility for electronic voting at the 67th AGM venue to those shareholders who had not earlier exercised their right to vote through remote e-voting.

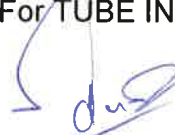
The resolutions nos.1 to 3 as contained in the Notice of the 67th AGM were approved / passed by the shareholders, unanimously, while the resolutions nos.4 to 8 therein were approved / passed by the shareholders, with requisite majority. Accordingly, all the resolutions were declared to be passed on 4th August, 2016 (viz., date of the 67th 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 67th 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.

TUBE INVESTMENTS OF INDIA LIMITED	
Date of the AGM/EGM	04-08-2016
Total number of shareholders on record date	20756
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	2
Public:	2096
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)		ORDINARY - Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and the Auditors thereon.						
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
Promoter and Promoter Group	E-Voting	91433440	91433440	100.0000	91433440	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)				00	0	0.0000	0.0000
Public- Institutions	E-Voting	49498811	33913879	68.5145	33913879	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)				00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	46419548	97068	0.2091	97068	0	100.0000	0.0000
	Poll		16514	0.0356	16514	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Total		187351799	125460901	66.9654	125460901	0	100.0000	0.0000



Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the 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		
Promoter and Promoter Group	E-Voting	91433440	91433440	100.0000	91433440	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	49498811	33913879	68.5145	33913879	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	46419548	97068	0.2091	97068	0	100.0000	0.0000		
	Poll		16514	0.0356	16514	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
	Total	187351799	125460901	66.9654	125460901	0	100.0000	0.0000		



ORDINARY - Declaration of Special dividend									
Resolution required: (Ordinary/ Special)	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	
Promoter and Promoter Group	E-Voting	91433440	91433440	100.0000	91433440	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	49498811	33913879	68.5145	33913879	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	46419548	97068	0.2091	97068	0	100.0000	0.0000	
	Poll		16514	0.0356	16514	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
Total		187351799	125460901	66.9654	125460901	0	100.0000	0.0000	



ORDINARY - Appointment of Mr. N Srinivasan as Director.										
Resolution required: (Ordinary/ Special)										
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		
Promoter and Promoter Group	E-Voting	91433440	91433440	100.0000	91433440	0	100.0000	0.0000		
	Poll	91433440	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	49498811	33913879	68.5145	31652442	2261437	93.3318	6.6681		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	46419548	97068	0.2091	97046	22	99.9773	0.0226		
	Poll		16514	0.0356	16514	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Total		187351799	125460901	66.9654	123199442	2261459	98.1975	1.8025		



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Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. S R Batliboi & Associates LLP as Statutory Auditors of the Company from the conclusion of the 67th Annual General Meeting to the conclusion of the 68th Annual General Meeting and fixing their remuneration.									
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		
Promoter and Promoter Group	E-Voting	91433440	91433440	100.0000	91433440	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	49498811	33913879	68.5145	33913879	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	46419548	97068	0.2091	97066	2	99.9979	0.0020		
	Poll		16514	0.0356	14814	1700	89.7057	10.2942		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Total		187351799	125460901	66.9654	125459199	1702	99.9986	0.0014		



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Resolution required: (Ordinary/ Special)		ORDINARY - Re-appointment of Mr. L Ramkumar as Managing Director 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
Promoter and Promoter Group	E-Voting	91433440	91433440	100.0000	91433440	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
Public- Institutions	E-Voting	49498811	33913879	68.5145	33913879	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)							
Public- Non Institutions	E-Voting	46419548	97068	0.2091	97066	2	99.9979	0.0020
	Poll		16514	0.0356	16514	0	100.0000	0.0000
	Postal Ballot (if applicable)							
Total		187351799	125460901	66.9654	125460899	2	100.0000	0.0000



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Resolution required: (Ordinary/ Special)		ORDINARY - Issue of Non-Convertible Debentures for an aggregate sum of Rs.400 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	
Promoter and Promoter Group	E-Voting	91433440	91433440	100.0000	91433440	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)				00	0	0.0000	0.0000	
Public- Institutions	E-Voting	49498811	33913879	68.5145	33913879	0	100.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)				00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	46419548	97068	0.2091	94808	2260	97.6717	2.3282	
	Poll		16514	0.0356	16514	0	100.0000	0.0000	
	Postal Ballot (if applicable)				00	0	0.0000	0.0000	
Total		187351799	125460901	66.9654	125458641	2260	99.9982	0.0018	



7

Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration payable to Mr. V Kalayanaraman, Cost Auditor for conduct of audit of cost records of the Company for the financial year, 2015-16.									
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		
Promoter and Promoter Group	E-Voting	91433440	91433440	100.0000	91433440	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	E-Voting	49498811	33913879	68.5145	33913879	0	100.0000	0.0000		
	Poll		0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	E-Voting	46419548	97068	0.2091	97066	2	99.9979	0.0020		
	Poll		16514	0.0356	16514	0	100.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000		
Total		187351799	125460901	66.9654	125460899	2	100.0000	0.0000		



Consolidated Scrutinizer's Report

5th August, 2016

The Chairman

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

Ref: 67th 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 03.05.2016, 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 commencing from Saturday, 30th July, 2016 (9.00 A.M.) (IST) to Wednesday, 3rd August, 2016 (5.00 P.M.) (IST) and to conduct the Polling process through electronic voting system (Insta Poll) relating to the 67th Annual General Meeting ("AGM") of the Members of the Company held on Thursday, the 4th August, 2016 at 3.30 p.m. at T.T.K Auditorium, The Music Academy, New No 168, (Old No. 306), T.T.K. Road, Chennai – 600 014 ("AGM Venue").

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) from M/s 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 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 Karvy Computershare Private Limited.
3. Based on the data downloaded from the Official website of M/s 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:

67TH AGM – CONSOLIDATED SCRUTINIZER'S REPORT – Tube Investments of India Limited



Item No. 1 - Adoption of Audited Financial Statements for the financial year ended 31st March, 2016, Reports of Board of Directors & Auditors thereon (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
222	125444387	40	16514	125460901	100.00

Note: Four shareholders had partially abstained from voting through remote e-voting.

(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
NIL	NIL	NIL	NIL	NIL	0.00

(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 unanimously.



Item No. 2 - Adoption of Audited Consolidated Financial Statements for the financial year ended 31st March, 2016, Report of the Auditors thereon (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
222	125444387	40	16514	125460901	100.00

Note: Four shareholders had partially abstained from voting through remote e-voting.

(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
NIL	NIL	NIL	NIL	NIL	0.00

(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 unanimously.





Item No. 3 –Declaration of Special Dividend of Rs.3.50 per share and confirmation of Interim Dividend of Rs.1.50 per share already paid, making a total dividend of Rs.5/- per equity share of Rs.2/- each for the financial year ended 31st March, 2016 (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
222	125444387	40	16514	125460901	100.00

Note: Four shareholders had partially abstained from voting through remote e-voting.

(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
NIL	NIL	NIL	NIL	NIL	0.00

(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 unanimously.



Item No. 4 – Re-appointment of Mr. N Srinivasan (DIN: 00123338) 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
215	123182928	40	16514	123199442	98.1975

Note: Four shareholders had partially abstained from voting through remote e-voting.

(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
7	2261459	NIL	NIL	2261459	1.8025

(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 appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors to hold office from the conclusion of 67th AGM until the conclusion of 68th AGM and payment of 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
221	125444385	39	14814	125459199	99.9986

Note: Four shareholders had partially abstained from voting through remote e-voting.

(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	1	1700	1702	0.0014

(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.





Item No. 6 – Re-appointment of and remuneration payable to Mr. L Ramkumar (DIN: 00090089) as Managing Director from 9th April, 2016 to the date of AGM of the Company in 2018 (both days inclusive) (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
221	125444385	40	16514	125460899	99.999998

Note: Four shareholders had partially abstained from voting through remote e-voting.

(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	NIL	NIL	2	0.000002

(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 – Approval for offer/issue and allot Secured Redeemable Non-convertible Debentures on private placement basis aggregating to Rs.400 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
221	125442127	40	16514	125458641	99.9982

Note: Four shareholders had partially abstained from voting through remote e-voting.

(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	NIL	NIL	2260	0.0018

(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, 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 – Ratification of the remuneration payable to Mr. V Kalyanaraman, Cost Accountant as the Cost Auditor for the financial year 2015-16 (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
221	125444385	40	16514	125460899	99.999998

Note: Four shareholders had partially abstained from voting through remote e-voting.

(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	NIL	NIL	2	0.000002

(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. 8 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**", "**AGAINST**" and those who had partially abstained from voting in each of the aforementioned resolutions is enclosed.

5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) and 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

TUBE INVESTMENTS OF INDIA LIMITED

SUMMARY OF PROCEEDINGS OF THE 67TH ANNUAL GENERAL MEETING

The 67th ANNUAL GENERAL MEETING (67th AGM) of the Members of the Company was held on Thursday, the 4th August, 2016 at 3.30 P.M. at T T K Auditorium, The Music Academy, 168 (Old no.306), T T K Road, Chennai - 600 014.

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 67th 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, the Register of Contracts or Arrangements in which the Directors are interested under the Companies Act, 2013 and Certificate from the Statutory Auditors that the Employees' Stock Option Scheme of the Company had been implemented in according with the relevant SEBI Guidelines were made available to the Members for inspection.

The Chairman further informed that 2,098 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 28th July, 2016. The e-voting was made available from 9 a.m. on 30th July, 2016 till 5.00 p.m. on 3rd August, 2016. 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 free 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 associate and subsidiaries for the financial year ended 31st March, 2016. The Chairman further informed the Members about the results for the first quarter of the current financial year, 2016-17. 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, 2015-16.

The Chairman then briefed the Members about the following resolutions forming part of the Notice of the 67th AGM, for the information of the Members:

- 1) Approval for the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, 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, 2016 and the Report of the Auditors thereon (Ordinary Resolution);
- 3) Declaration of a Special Dividend of Rs.3.50 (Rupees three and paise fifty only) per share on the equity share capital of the Company for the year ended 31st March, 2016 (Ordinary Resolution);
- 4) Re-appointment of Mr. N Srinivasan (holding DIN 00123338), as a Director, liable to retire by rotation (Ordinary Resolution);
- 5) Ratification of 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 conclusion of 67th AGM until the conclusion of the 68th AGM of the Company and fixation of their remuneration therefor (Ordinary Resolution);
- 6) Re-appointment of Mr. L Ramkumar (holding DIN00090089) as Managing Director of the Company, from 9th April, 2016 to the date of the Annual General Meeting of the Company in 2018 (both days inclusive) (Ordinary Resolution);
- 7) 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.400 Crores (Special Resolution); &
- 8) Ratification of the remuneration payable to Mr. V Kalyanaraman, Cost Accountant (holding Registration no.778) for conducting the audit of the cost records of the Company for the financial year, 2015-16 (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, 2016.



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 67th 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 6.20 P.M.

For TUBE INVESTMENTS OF INDIA LTD.



S SURESH
COMPANY SECRETARY 