

**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

5th December, 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,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith the Notice of Postal Ballot sent to our Company's Shareholders seeking their consent for the Tube Investments of India Ltd. Employees Stock Option Plan 2016 ("ESOP 2016") and for grant of Stock Options to eligible Employees of the Company and its subsidiaries under ESOP 2016.

The voting rights of Members will be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date of 18th November, 2016.

Please note that the result of the aforesaid Postal Ballot will be announced on Wednesday, 11th January, 2017 at the Registered Office of the Company. The result will also be displayed at the Registered Office and posted on the Company's website viz., www.tiindia.com besides communication of the same to the Stock Exchanges.

Thanking you,

Yours faithfully,
for TUBE INVESTMENTS OF INDIA LIMITED

S SURESH
COMPANY SECRETARY

**murugappa**



TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35921TN1949PLC002905)
Regd. Office: 'Dare House', 234 N S C Bose Road, Chennai - 600 001.
Tel.: 044-42177770-5, Fax: 044-42110404
Email id: investorservices@tii.murugappa.com Website: www.tiindia.com



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014]

To

The Members of Tube Investments of India Limited

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

1. **Approval of Tube Investments of India Limited Employee Stock Option Plan 2016 ("ESOP 2016") and grant of Stock Options to Employees of the Company under the Plan; and**
2. **Approval to grant Stock Options to the Employees of the Company's subsidiaries under the ESOP 2016.**

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

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Members may cast their votes either through Postal Ballot Form or through electronic voting ('e-voting'). Those Members opting for e-voting may follow the procedure as recommended by the National Securities Depository Limited ("NSDL"), the e-voting agency appointed for the purpose, under E-VOTING INSTRUCTIONS of this Notice.

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

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed Business Reply envelope, so as to reach the Scrutinizer **on or before the close of working hours (5.30 P.M.) on Friday, 6th January, 2017**. Please note that any Postal Ballot Form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the Postal Ballots. The results of the Postal Ballot (including e-voting) will be announced by the Chairman or any Director of the Company on Wednesday, 11th January, 2017 at 10.00 A.M. at the Registered Office of the Company at 'Dare House', 234, N S C Bose Road, Chennai – 600 001. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company's website viz., www.tiindia.com besides being communicated to the Stock Exchanges where the Company's shares are listed.

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

By Order of the Board
For Tube Investments of India Ltd

Chennai
3rd November, 2016

S Suresh
Company Secretary

ITEM NO.1

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SEBI SBEB Regulations"), other applicable statutes, rules, regulations and guidelines, if any and further subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the introduction and implementation of the "Tube Investments of India Limited Employee Stock Option Plan 2016" (hereinafter referred to as the "ESOP 2016") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers including the powers conferred by this Resolution) to create, and grant from time to time, in one or more tranches, not exceeding 37,48,000 (Thirty seven lakhs forty eight thousand) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, including Whole-time/Managing Directors (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided under the ESOP 2016, exercisable into not more than 37,48,000 (Thirty seven lakhs forty eight thousand) Equity Shares of the face value of Rs.2 each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP 2016.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Equity Shares are to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling on the number of Options mentioned in the Resolution above shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT in case the Equity Shares of the Company are consolidated/sub-divided, then the number of Equity Shares to be allotted and the exercise price payable by the Option grantees under the ESOP 2016 shall automatically stand augmented/reduced in the same proportion as the present face value of Rs.2 per Equity Share bears to the revised face value of the Equity Shares of the Company after such consolidation/sub-division, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the ESOP 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the ESOP 2016 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all documents and writings as may be necessary or expedient, with the further power to delegate such powers to any executives/officers of the Company and to give such directions and/or instructions as may be necessary or expedient and to give effect to such modifications, changes, variations, alterations, amendments, suspensions or terminations of the ESOP 2016 as it may in its absolute discretion deem fit and to do all other things incidental or ancillary thereof.

ITEM NO.2

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), other applicable statutes, rules, regulations and guidelines, if any and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed

to include any Committee including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this Resolution) to extend the benefits of the "Tube Investments of India Limited Employee Stock Option Plan 2016" ("ESOP 2016") referred under Item No. 1 above within the limit prescribed therein to or for the benefit of such person(s) who are in permanent employment of any existing or in future Subsidiary Company/ies of the Company, including Whole-time/Managing Directors thereof (other than Promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), whether in India or outside India, as may be decided under the ESOP 2016, exercisable into corresponding number of Equity Shares of the face value of Rs.2 each fully paid-up, provided that the maximum number of Stock Options granted to eligible employees of both the Company and its subsidiaries under the ESOP 2016 shall not cumulatively exceed 37,48,000 (Thirty seven lakhs forty eight thousand) Options and exercisable into not more than 37,48,000 (Thirty seven lakhs forty eight thousand) Equity Shares of the face value of Rs.2 each fully paid-up of the Company (as adjusted for any changes in the capital structure of the Company) on such terms and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of the ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable for the aforesaid purpose and with powers to settle any questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all documents and writings as may be necessary or expedient, with the further power to delegate such powers to any executives/officers of the Company and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions, as it may deem fit, as regards the terms and conditions of the ESOP 2016 and to do all other things incidental or ancillary thereof.

By Order of the Board
For Tube Investments of India Ltd

Chennai
3rd November, 2016

S Suresh
Company Secretary

**ANNEXURE TO THE NOTICE
STATEMENT IN RESPECT OF ITEM NOS. 1 & 2 OF THE NOTICE PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. The Company believes in rewarding its employees including Whole-time/Managing Directors of the Company and its subsidiaries for their continuous hard work, dedication and support, which has led the Company and its subsidiaries on the growth path. The Company intends to implement an employee stock option plan with a view to attract and retain the key talent working with the Company and its subsidiaries by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

With this objective in mind, the Company intends to introduce and implement a new Employee Stock Option Plan 2016 viz., "Tube Investments of India Limited Employee Stock Option Plan 2016" ("ESOP 2016") for the permanent employees including Whole-time/Managing Directors of the Company and its subsidiaries.

Item no.1 of the Notice is a Special Resolution seeking the approval of the Members for the ESOP 2016 and for grant of Stock Options to eligible employees of the Company thereunder. Item no.2 of the Notice is also a Special Resolution for the Members' approval for the grant of Stock Options under the ESOP 2016 to eligible employees of the Company's present or future subsidiaries.

The Company had in the past, with the Shareholders' approval, implemented the ESOP Scheme 2007 under which the employees were granted ESOPs. The Company made grants under the said Scheme till November 2011. It is not proposed to make any further grants under the said Scheme.

The Company seeks the Members' approval in respect of the ESOP 2016 and grant of Stock Options to eligible employees of the Company and its subsidiaries as decided in this behalf from time to time in due compliance of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

The main features of the ESOP 2016 are as under:

a) Brief description of the Plan:

The Company proposes to introduce the ESOP 2016 primarily with a view to attract, retain, incentivise and motivate the existing employees of the Company and its subsidiaries, employees joining the Company and its subsidiaries, and its Whole-time / Managing Directors that would lead to higher corporate growth. The ESOP 2016 contemplates grant of Options to the eligible employees (including Whole-time / Managing Directors), as may be determined in due compliance of the SEBI SBEB Regulations and provisions of the ESOP 2016. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the Exercise period and obtain Equity Shares of the Company subject to payment of the Exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall administer the ESOP 2016. All questions of interpretation of the ESOP 2016 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2016.

b) Total number of Options to be granted:

The total number of Options to be granted under the ESOP 2016 shall not exceed 37,48,000 (thirty seven lakhs forty eight thousand). Each Option when exercised would be converted into one Equity Share of Rs.2 each fully paid-up.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the ESOP 2016 remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 37,48,000 (thirty seven lakhs forty eight thousand) shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the ESOP 2016:

All the permanent employees (including Whole-time/Managing Directors but excluding promoters and Independent Directors of the Company and its subsidiaries) working in India or out of India shall be eligible to participate in the ESOP 2016. Provided however that the following persons shall not be eligible to participate in the ESOP 2016:

- i) an employee who is a promoter or belongs to the Promoter Group as defined in the SEBI SBEB Regulations;
- ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Equity Shares of the Company; &
- iii) Independent Directors.

d) Requirements of vesting and period of vesting:

All the Options granted on any date shall vest not earlier than 1 (one) year and not later than a maximum of 4 (four) years from the date of grant of the Options as may be determined by the Committee.

Options shall vest essentially based on continuation of employment and apart from that the vesting will be subject to individual performance and corporate performance parameters as the Committee may specify additionally.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than a maximum of 4 (four) years from the date of grant of the Options as may be determined by the Committee.

f) Exercise price or pricing formula:

The Exercise price shall be equal to market price of the Equity Shares on the date of grant or any other price as decided by the Committee.

g) Exercise period and the process of exercise:

The Exercise period would commence from the date of vesting and will expire on completion of 5 (five) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time.

The vested Option shall be exercisable by the employees by a written application to the Company expressing their desire to exercise such Options in such manner and in such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified Exercise period.

h) Appraisal process for determining the eligibility of employees under the ESOP 2016:

The appraisal process for determining the eligibility of employees under the ESOP 2016 shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

i) Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted to any specific employee of the Company and its subsidiaries under the ESOP 2016, in any financial year and in the aggregate under the ESOP 2016 shall not exceed 37,48,000 Options.

j) Maximum quantum of benefits to be provided per employee under the ESOP 2016:

The maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the market price of the Equity Shares as on the date of exercise of the Options.

k) Route of the ESOP 2016 implementation:

The ESOP 2016 shall be implemented and administered directly by the Company. In case Company wishes otherwise, it may be intimated to the Members in due course as per applicable laws.

l) Source of acquisition of shares under the ESOP 2016:

The ESOP 2016 contemplates fresh/new issue of Equity Shares by the Company.

m) Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc:

This is currently not contemplated under the ESOP 2016.

n) Maximum percentage of secondary acquisition:

This is not relevant under the ESOP 2016.

o) Accounting and disclosure policies:

The Company shall follow the Guidance Note on Accounting for Employee Share-based Payments ("Guidance Note") and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of the Options as prescribed under the Guidance Note or under any relevant Accounting Standard(s) notified by appropriate authorities from time to time.

q) Declaration:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Board's Report.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are interested or concerned in the Resolutions, except to the extent of their entitlements, if any, under the ESOP 2016.

The Members are requested to accord their approval to the Special Resolutions as set out in the Notice.

By Order of the Board
For Tube Investments of India Ltd

S Suresh
Company Secretary

Chennai
3rd November, 2016

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

Notes:

1. The Statement pursuant to Section 102(2) of the Act stating all material facts and the reasons thereof for the proposal in respect of the Special Resolutions as set out in the Postal Ballot Notice is annexed.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on Friday, 18th November, 2016. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 18th November 2016 will be considered for the purpose of voting. However, a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. Members who have received the Postal Ballot Notice by email and who wish to vote through physical Postal Ballot Form and in case a Member is desirous of obtaining a duplicate Postal Ballot Form, such Member may send an email to investorservices@tii.murugappa.com. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
7. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting facility provided by NSDL. The instructions for e-voting are annexed to this Notice.
8. A Member cannot exercise his/her vote by proxy on the Postal Ballot.
9. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Friday, 6th January, 2017 (5:30 PM IST). The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any Postal Ballot is received after close of working hours on Friday, 6th January, 2017 (5.30 PM IST), it will be considered that no reply has been received from the Member.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced on Wednesday, 11th January, 2017 (10:00 AM IST) at the Registered Office of the Company at 'Dare House', 234, N S C Bose Road, Chennai – 600 001. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and posted on the Company's website viz., www.tiindia.com besides being communicated to the Stock Exchanges where the Company's shares are listed. The date of declaration of the result will be treated as the date of passing of the said Resolutions.
11. The material documents, if any, referred to in the Statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Friday, 6th January, 2017.

INSTRUCTIONS FOR ELECTRONIC VOTING [e-voting]

- I. In compliance with the provisions of Section 110 of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), the Company is pleased to provide the Members the facility to exercise their right to vote on the resolutions proposed for consideration set out in the Postal Ballot Notice by electronic means and the same may be transacted through e-voting services. The facility of casting the votes by the Members using an e-voting system ("e-voting") is being provided by M/s. National Securities Depository Ltd. ("NSDL").
- II. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

III. The e-voting period commences on Wednesday, 7th December, 2016 (9.00 a.m. IST) and ends on Friday, 6th January, 2017 (5.30 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, 18th November, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

IV. The instructions for Shareholders for e-voting are as under:

(a) **In case of Shareholders' receiving e-mail from NSDL:**

- (i) Open e-mail and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of Tube Investments of India Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) **In case of Shareholders' receiving Postal Ballot Form by Post:**

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD (PIN)

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or contact the following:

- (i) Mr. Rajiv Ranjan, Assistant Manager, National Securities Depository Ltd., Trade World, "A" Wing, 4th & 5th Floors, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 at telephone No. 022 2499 4768 or toll free no. 1800222990 or at e-mail ID RajivR@nsdl.co.in;
- (ii) Mr. N Sridhar or Ms. M Divya, Secretarial Dept. at telephone No. 044 42286715/42286758 or at email id sridhar.n@tii.murugappa.com. You may also send your queries to the email id investorservices@tii.murugappa.com.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

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TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35921TN1949PLC002905)
Regd. Office: 'Dare House', 234 N S C Bose Road, Chennai - 600 001.
Tel.: 044-4217770-5, Fax: 044-42110404
Email id: investorservices@til.murugappa.com Website: www.tilindia.com



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POSTAL BALLOT FORM

Sl. No.

- (1) Name(s) of Member(s)
(including joint-holders, if any)
- (2) Registered address of the sole / first
named Member

- (3) Registered Folio No.*
(*Applicable to Member(s) holding
shares in physical form)
DP ID No. & Client ID No. **
(**Applicable to Member(s) holding
shares in dematerialised form)

- (4) No. of shares held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 3rd November, 2016 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 62(1)(b) of the Companies Act, 2013 and the Rules thereunder for the Tube Investments of India Ltd. Employee Stock Option Plan 2016 ("ESOP 2016") and grant of Stock Options to eligible Employees of the Company under the ESOP 2016.		
2.	Special Resolution under Section 62(1)(b) of the Companies Act, 2013 and the Rules thereunder for granting Stock Options to eligible Employees of the Company's subsidiaries under the ESOP 2016.		

Place :
Date :

Signature of the Shareholder/Beneficial Owner

ELECTRONIC VOTING PARTICULARS		
EVEN (E Voting Event Number)	USER ID	PASSWORD (PIN)

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, the Form should be completed and signed by the first named Member and in this absence, by the next named Member. Unsigned/incorrect Postal Ballot Forms will be rejected. The right of voting by Postal Ballot shall not be exercised by a Proxy.
4. In case of companies, trusts, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority to the person voting on the Postal Ballot Form.
5. In case holders of Power of Attorney sign the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
6. **Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (5.30 P.M.) on Friday, the 6th January, 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.** Scrutinizer not later than the date specified at item no. 6 above.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item no. 6 above.
8. For shares held in demat form, the voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 18th November, 2016 viz., the date of download of beneficial position from NSDL and CDSL. For shares held in physical form, the voting rights shall be reckoned with as on the same date as aforementioned viz., 18th day of November, 2016.
9. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
10. Mannerous paper found in such envelope will be destroyed by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot form will be final.
12. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.



TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35921TN1949PLC002905)
Regd. Office: 'Dare House', 234 N S C Bose Road, Chennai - 600 001.
Tel.: 044-4217770-5, Fax: 044-42110404
Email id: investorservices@til.murugappa.com Website: www.tilindia.com



murugappa

POSTAL BALLOT FORM

Sl. No.

- (1) Name(s) of Member(s)
(including joint-holders, if any)
- (2) Registered address of the sole / first
named Member

- (3) Registered Folio No.*
(*Applicable to Member(s) holding
shares in physical form)
DP ID No. & Client ID No. **
(**Applicable to Member(s) holding
shares in dematerialised form)

- (4) No. of shares held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 3rd November, 2016 by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 62(1)(b) of the Companies Act, 2013 and the Rules thereunder for the Tube Investments of India Ltd. Employee Stock Option Plan 2016 ("ESOP 2016") and grant of Stock Options to eligible Employees of the Company under the ESOP 2016.			
2.	Special Resolution under Section 62(1)(b) of the Companies Act, 2013 and the Rules thereunder for granting Stock Options to eligible Employees of the Company's subsidiaries under the ESOP 2016.			

Place :
Date :

Signature of the Shareholder/Beneficial Owner

ELECTRONIC VOTING PARTICULARS		
EVEN (E Voting Event Number)	USER ID	PASSWORD (PIN)

INSTRUCTIONS

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, the Form should be completed and signed by the first named Member and in this absence, by the next named Member. Unsigned/incorrect Postal Ballot Forms will be rejected. The right of voting by Postal Ballot shall not be exercised by a Proxy.
4. In case of companies, trusts, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authority to the person voting on the Postal Ballot Form.
5. In case holders of Power of Attorney sign the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
6. **Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours (5.30 P.M.) on Friday, the 6th January, 2017. Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received.** Scrutinizer not later than the date specified at item no. 6 above.
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