

25<sup>th</sup> September, 2017

National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor  
Plot No.C/1, G Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai 400051

BSE Ltd.  
1st Floor  
New Trading Ring, Rotunda Building  
P J Towers, Dalal Street  
Fort , Mumbai 400001

Dear Sirs,

**Disclosure under Regulation 10(6) - Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 – Target Company TI Financial Holdings Limited**

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Pursuant to a Scheme of Arrangement (Demerger) ("the Scheme") sanctioned by National Company Law Tribunal, Chennai vide its Order dated 17<sup>th</sup> July, 2017, the persons mentioned in the Annexure to the letter, forming part of the Promoter/Promoter Group of TI Financial Holdings Limited have been allotted 9,14,33,440 Equity Shares of Re. 1/- each, representing 48.77% of its equity capital, in lieu of the existing Equity shares of the Company of the face value of Rs.2 each fully paid up. The allotment in respect of the above was communicated on 19<sup>th</sup> September, 2017.

We are submitting the disclosure under Regulation 10(6) regarding Report to Stock Exchanges in respect of the acquisition made in reliance upon exemption provided for in Regulation 10(1)(d)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

We request you to kindly take note of the above on record.

Yours faithfully,  
For AMBADI INVESTMENTS PRIVATE LIMITED  
(On behalf of Promoters & Promoter Group)



M M MURUGAPPAN  
DIRECTOR

Encl:

**Report under Regulation 10(6) – Report to Stock Exchanges in respect to any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|   |                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                  |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 1 | Name of the Target Company (TC)                                                                                                                                                                                                                                    | M/s. TI Financial Holdings Limited (earlier known as Tube Investments of India Limited)                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                  |
| 2 | Name of the acquirer(s)                                                                                                                                                                                                                                            | Persons and entities named in Sl. Nos. 1 to 72 (Refer Annexure)                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                  |
| 3 | Name of the Stock Exchanges where shares of the TC are listed                                                                                                                                                                                                      | National Stock Exchange of India Limited & BSE Limited.                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                  |
| 4 | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares                                                                                                                                                                    | Pursuant to a Scheme of Arrangement (Demerger) ("the Scheme") sanctioned by National Company Law Tribunal, Chennai vide its Order dated 17th July, 2017, the persons mentioned in the Annexure, forming part of the Promoter/Promoter Group/PAC of TI Financial Holdings limited have been collectively allotted 9,14,33,440 Equity Shares of 1/- each fully paid up, representing 48.77% of its equity capital in lieu of the existing Equity Shares of the face value of R. 2 each fully paid up. |                                                                  |
| 5 | Relevant regulations under which the acquirers is exempted from making open offer                                                                                                                                                                                  | Regulation 10(1)(d)(ii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.                                                                                                                                                                                                                                                                                                                                                                                                |                                                                  |
| 6 | Whether disclosure of proposed acquisition was required to be made under Regulation 10(5) and if so,<br><br>- Whether disclosure was made and whether it was made within timeline specified under the regulations.<br><br>- Date of filing with the Stock Exchange | No. Disclosure of proposed acquisition was not required to be made under Regulation 10(5) of SEBI (SAST) Regulations, 2011.                                                                                                                                                                                                                                                                                                                                                                         |                                                                  |
| 7 | Date of acquisition                                                                                                                                                                                                                                                | Disclosures required to be made under Regulation 10(5)                                                                                                                                                                                                                                                                                                                                                                                                                                              | Whether the disclosures under Regulation 10(5) are actually made |
|   | a. Name of the transferor / seller                                                                                                                                                                                                                                 | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                                  |
|   | b. Date of acquisition                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                  |
|   | c. Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                                  |



|   |                                                                                                              |                                                            |                                                  |                                                            |                                                  |
|---|--------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------|------------------------------------------------------------|--------------------------------------------------|
|   | d. Total shares proposed to be acquired/ actually acquired as a % of diluted share capital of Target Company |                                                            |                                                  |                                                            |                                                  |
|   | e. Price at which shares are proposed to be acquired / actually acquired                                     |                                                            |                                                  |                                                            |                                                  |
| 8 | Shareholding details                                                                                         | Pre-Transaction                                            |                                                  | Post-Transaction                                           |                                                  |
|   |                                                                                                              | No: of Shares                                              | % w.r.t total share capital /voting rights of TC | No: of Shares                                              | % w.r.t total share capital /voting rights of TC |
|   | (a) Each acquirer / Transferee (*)                                                                           |                                                            |                                                  |                                                            |                                                  |
|   | <b>(As per Annexure)</b>                                                                                     | 9,14,33,440<br><b><u>of Rs.2</u></b><br><b><u>each</u></b> | <b>48.77%</b>                                    | 9,14,33,440<br><b><u>of Re.1</u></b><br><b><u>each</u></b> | <b>48.77%</b>                                    |
|   | <b>(b) Each Seller/Transferor</b>                                                                            | NOT APPLICABLE                                             |                                                  |                                                            |                                                  |
|   |                                                                                                              |                                                            |                                                  |                                                            |                                                  |
|   |                                                                                                              |                                                            |                                                  |                                                            |                                                  |

For AMBADI INVESTMENTS PRIVATE LIMITED  
(On behalf of Promoters & Promoter Group)

Chennai  
25<sup>th</sup> September, 2017



*M M Murugappan*

M M MURUGAPPAN  
DIRECTOR

Name of the Target Company : **M/s. TI FINANCIAL HOLDINGS LIMITED**  
 ISIN of the Company : **INE149A01033**

**Details of Equity Shares carrying voting rights allotted to persons forming part of the Promoter/Promoter Group/Persons Acting in concert upon allotment of shares pursuant to the Scheme of Arrangement (Demerger) sanctioned by Order of Sanction dated 17th July, 2017 of National Company Law Tribunal, Chennai.**

| Sl. No. | Names of the shareholders                                               | Whether the person belongs to Promoter / Promoter Group | No of shares held prior to the Scheme of Arrangement (Demerger) |       | No of shares allotted pursuant to the Scheme of Arrangement (Demerger) |       |
|---------|-------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------------|-------|------------------------------------------------------------------------|-------|
|         |                                                                         |                                                         | No. of Shares of Re.2 each                                      | %     | No. of Shares of Re.1 each                                             | %     |
| 1       | M V SUBBIAH, 10, Boat Club Road, Chennai 600028                         | Promoter                                                | 2,78,850                                                        | 0.15% | 2,78,850                                                               | 0.15% |
| 2       | M A ALAGAPPAN, 17 Chittaranjan Road, Teynampet, Chennai 600018          | Promoter                                                | 7,10,000                                                        | 0.38% | 7,10,000                                                               | 0.38% |
| 3       | M A ALAGAPPAN, 17 Chittaranjan Road, Teynampet, Chennai 600018          | Promoter                                                | 1,30,660                                                        | 0.07% | 1,30,660                                                               | 0.07% |
| 4       | V ARUNACHALAM, 9/5 Ambadi Road, Kotturpuram, Chennai 600085             | Promoter                                                | 3,38,990                                                        | 0.18% | 3,38,990                                                               | 0.18% |
| 5       | M V SUBBIAH, 10, Boat Club Road, Chennai 600028                         | Promoter                                                | 2,94,100                                                        | 0.16% | 2,94,100                                                               | 0.16% |
| 6       | S VELLAYAN, 10, Boat Club Road, Chennai 600028                          | Promoter                                                | 4,30,250                                                        | 0.23% | 4,30,250                                                               | 0.23% |
| 7       | A VENKATACHALAM, No.3, Bishop Garden, Greenways Road, Chennai 600028    | Promoter                                                | 5,13,610                                                        | 0.27% | 5,13,610                                                               | 0.27% |
| 8       | A VENKATACHALAM, No.3, Bishop Garden, Greenways Road, Chennai 600028    | Promoter                                                | 2,51,000                                                        | 0.13% | 2,51,000                                                               | 0.13% |
| 9       | M M MURUGAPPAN, 12, Boat Club Road, Chennai 600028                      | Promoter                                                | 6,66,165                                                        | 0.36% | 6,66,165                                                               | 0.36% |
| 10      | M M MUTHIAH, 12, Boat Club Road, Chennai 600028                         | Promoter                                                | 3,98,130                                                        | 0.21% | 3,98,130                                                               | 0.21% |
| 11      | M M MURUGAPPAN, 12, Boat Club Road, Chennai 600028                      | Promoter                                                | 3,55,330                                                        | 0.19% | 3,55,330                                                               | 0.19% |
| 12      | M M MURUGAPPAN, 12, Boat Club Road, Chennai 600028                      | Promoter                                                | 33,550                                                          | 0.02% | 33,550                                                                 | 0.02% |
| 13      | M M MURUGAPPAN, 12, Boat Club Road, Chennai 600028                      | Promoter                                                | 2,77,360                                                        | 0.15% | 2,77,360                                                               | 0.15% |
| 14      | M M VENKATACHALAM, 12, Boat Club Road, Chennai 600028                   | Promoter                                                | 7,18,120                                                        | 0.38% | 7,18,120                                                               | 0.38% |
| 15      | M V MUTHIAH, 12, Boat Club Road, Chennai 600028                         | Promoter                                                | 4,49,590                                                        | 0.24% | 4,49,590                                                               | 0.24% |
| 16      | M V SUBRAMANIAN, 12, Boat Club Road, Chennai 600028                     | Promoter                                                | 23,425                                                          | 0.01% | 23,425                                                                 | 0.01% |
| 17      | A VELLAYAN, 9/5 Ambadi Road, Kotturpuram, Chennai 600085                | Promoter                                                | 3,82,400                                                        | 0.20% | 3,82,400                                                               | 0.20% |
| 18      | A VELLAYAN, 9/5 Ambadi Road, Kotturpuram, Chennai 600085                | Promoter                                                | 2,49,500                                                        | 0.13% | 2,49,500                                                               | 0.13% |
| 19      | M A M ARUNACHALAM, 4, Chittaranjan Road, Chennai 600018                 | Promoter                                                | 4,70,160                                                        | 0.25% | 4,70,160                                                               | 0.25% |
| 20      | M A M ARUNACHALAM, 4, Chittaranjan Road, Chennai 600018                 | Promoter                                                | 1,48,660                                                        | 0.08% | 1,48,660                                                               | 0.08% |
| 21      | V NARAYANAN, 9/5 Ambadi Road, Kotturpuram, Chennai 600085               | Promoter                                                | 2,81,140                                                        | 0.15% | 2,81,140                                                               | 0.15% |
| 22      | M V SUBBIAH, 10, Boat Club Road, Chennai 600028                         | Promoter                                                | 1,71,200                                                        | 0.09% | 1,71,200                                                               | 0.09% |
| 23      | M V MURUGAPPAN, 15 Boat Club Road, Chennai 600028                       | Promoter                                                | 6,90,870                                                        | 0.37% | 6,90,870                                                               | 0.37% |
| 24      | M V MURUGAPPAN, 15 Boat Club Road, Chennai 600028                       | Promoter                                                | 5,43,330                                                        | 0.29% | 5,43,330                                                               | 0.29% |
| 25      | ARUN ALAGAPPAN, 17 Chittaranjan Road, Teynampet, Chennai 600018         | Promoter                                                | 8,33,090                                                        | 0.44% | 8,33,090                                                               | 0.44% |
| 26      | M A ALAGAPPAN, 17 Chittaranjan Road, Teynampet, Chennai 600018          | Promoter                                                | 2,15,410                                                        | 0.11% | 2,15,410                                                               | 0.11% |
| 27      | M V MURUGAPPAN, 15 Boat Club Road, Chennai 600028                       | Promoter                                                | 8,63,980                                                        | 0.46% | 8,63,980                                                               | 0.46% |
| 28      | M M VEERAPPAN, 12, Boat Club Road, Chennai 600028                       | Promoter                                                | 3,88,130                                                        | 0.21% | 3,88,130                                                               | 0.21% |
| 29      | ARUN VENKATACHALAM, No.3, Bishop Garden, Greenways Road, Chennai 600028 | Promoter                                                | 1,98,130                                                        | 0.11% | 1,98,130                                                               | 0.11% |
| 30      | S VELLAYAN, 10, Boat Club Road, Chennai 600028                          | Promoter                                                | 14,500                                                          | 0.01% | 14,500                                                                 | 0.01% |
| 31      | S VELLAYAN, 10, Boat Club Road, Chennai 600028                          | Promoter                                                | 14,500                                                          | 0.01% | 14,500                                                                 | 0.01% |



| Sl. No. | Names of the shareholders                                                                  | Whether the person belongs to Promoter / Promoter Group | No of shares held prior to the Scheme of Arrangement (Demerger) | No of shares allotted pursuant to the Scheme of Arrangement (Demerger) |
|---------|--------------------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------------|------------------------------------------------------------------------|
| 32      | ARUN ALAGAPPAN, 17 Chittaranjan Road, Chennai 600018                                       | Promoter                                                | 2,16,777                                                        | 2,16,777                                                               |
| 33      | M A M ARUNACHALAM, 4, Chittaranjan Road, Chennai 600018                                    | Promoter                                                | 2,20,278                                                        | 2,20,278                                                               |
| 35      | AMBADI INVESTMENTS PRIVATE LIMITED, Parry House, 43 Moore Street, Chennai 600001           | Promoter                                                | 7,00,66,595                                                     | 7,00,66,595                                                            |
| 36      | CARBORUNDUM UNIVERSAL LIMITED, Parry House, 43 Moore Street, Chennai 600001                | Promoter                                                | 1,000                                                           | 1,000                                                                  |
| 37      | AMBADI ENTERPRISES LTD., Parry House, 43 Moore Street, Chennai 600001                      | Promoter                                                | 10,58,200                                                       | 10,58,200                                                              |
| 38      | A A ALAGAMMAI, 17 Chittaranjan Road, Teynampet, Chennai 600018                             | Promoter Group                                          | 6,62,000                                                        | 6,62,000                                                               |
| 39      | VALLIMUTHIAH, 34 Rajmahal Vilas Extn., Sedashiva Nagar, Bangalore 560080                   | Promoter Group                                          | 3,87,080                                                        | 3,87,080                                                               |
| 40      | M V AR MEENAKSHI, No 3, Bishop Garden, Greenways Road, Chennai 600028                      | Promoter Group                                          | 4,49,630                                                        | 4,49,630                                                               |
| 41      | LAKSHMI RAMASWAMY, 10 Chittaranjan Road, Teynampet, Chennai 600018                         | Promoter Group                                          | 81,000                                                          | 81,000                                                                 |
| 42      | M V SEETHA SUBBIAH, 10 Boat Club Road, Chennai 600028                                      | Promoter Group                                          | 5,70,550                                                        | 5,70,550                                                               |
| 43      | MEYYAMMAI VENKATACHALAM No 3, Bishop Garden, Chennai 600028                                | Promoter Group                                          | 3,58,580                                                        | 3,58,580                                                               |
| 44      | M M SEETHALAKSHMI, 12 Boat Club Road, Chennai 600028                                       | Promoter Group                                          | 2,58,780                                                        | 2,58,780                                                               |
| 45      | MEENAKSHI MURUGAPPAN, 4, Chittaranjan Road, Chennai 600018                                 | Promoter Group                                          | 2,41,870                                                        | 2,41,870                                                               |
| 46      | LAKSHMI VENKATACHALAM, 12 Boat Club Road, Chennai 600028                                   | Promoter Group                                          | 3,57,680                                                        | 3,57,680                                                               |
| 47      | LALITHA VELLAYAN, 9/5 Ambadi Road, Kotturpuram, Chennai 600085                             | Promoter Group                                          | 3,07,160                                                        | 3,07,160                                                               |
| 48      | A M MEYYAMMAI, 4, Chittaranjan Road, Chennai 600018                                        | Promoter Group                                          | 8,88,170                                                        | 8,88,170                                                               |
| 49      | SIGAPI ARUNACHALAM, 4, Chittaranjan Road, Chennai 600018                                   | Promoter Group                                          | 2,27,990                                                        | 2,27,990                                                               |
| 50      | M V VALLI MURUGAPPAN, 15 Boat Club Road, Chennai 600028                                    | Promoter Group                                          | 2,73,320                                                        | 2,73,320                                                               |
| 51      | M VELLACHI, 15 Boat Club Road, Chennai 600028                                              | Promoter Group                                          | 1,15,330                                                        | 1,15,330                                                               |
| 52      | M SEETHALAKSHMI, 12 Boat Club Road, Chennai 600028                                         | Promoter Group                                          | 60,920                                                          | 60,920                                                                 |
| 53      | VALLI SUBBIAH, 10 Boat Club Road, Chennai 600028                                           | Promoter Group                                          | 2,04,000                                                        | 2,04,000                                                               |
| 54      | VALLI ANNAMALAI, 10 Boat Club Road, Chennai 600028                                         | Promoter Group                                          | 1,00,000                                                        | 1,00,000                                                               |
| 55      | UMAYAL R, No 24 Arunachalam Road, Kotturpuram, Chennai 600028                              | Promoter Group                                          | 2,26,580                                                        | 2,26,580                                                               |
| 56      | A KEERTIKA UNNAMALAI, 17 Chittaranjan Road, Teynampet, Chennai 600018                      | Promoter Group                                          | 500                                                             | 500                                                                    |
| 57      | PRANAV ALAGAPPAN, 17 Chittaranjan Road, Teynampet, Chennai 600018                          | Promoter Group                                          | 25,950                                                          | 25,950                                                                 |
| 58      | DHRUV M ARUNACHALAM, 4, Chittaranjan Road, Chennai 600018                                  | Promoter Group                                          | 1,000                                                           | 1,000                                                                  |
| 59      | A M MEYYAMMAI, 4, Chittaranjan Road, Chennai 600018                                        | Promoter Group                                          | 53,330                                                          | 53,330                                                                 |
| 60      | M V VALLI MURUGAPPAN, 15 Boat Club Road, Chennai 600028                                    | Promoter Group                                          | 14,000                                                          | 14,000                                                                 |
| 61      | SOLACHI RAMANATHAN, 12 Boat Club Road, Chennai 600028                                      | Promoter Group                                          | 8,500                                                           | 8,500                                                                  |
| 62      | LAKSHMI CHOCKA LINGAM, 4, Chittaranjan Road, Chennai 600018                                | Promoter Group                                          | 1,58,660                                                        | 1,58,660                                                               |
| 63      | A V NAGALAKSHMI, 9/5 Ambadi Road, Kotturpuram, Chennai 600085                              | Promoter Group                                          | 3,600                                                           | 3,600                                                                  |
| 64      | V VASANTHA, 9/5 Ambadi Road, Kotturpuram, Chennai 600085                                   | Promoter Group                                          | 2,300                                                           | 2,300                                                                  |
| 65      | AR LAKSHMI ACHI TRUST, 4, Chittaranjan Road, Chennai 600028                                | Promoter Group                                          | 3,91,510                                                        | 3,91,510                                                               |
| 67      | MURUGAPPA EDUCATIONAL AND MEDICAL FOUNDATION, 3 Sri Ram Nadar North Street, Chennai 600018 | Promoter Group                                          | 7,26,200                                                        | 7,26,200                                                               |
| 68      | M A ALAGAPPAN HOLDINGS PRIVATE LIMITED, 10 Chittaranjan Road, Chennai 600018               | Promoter Group                                          | 5,09,860                                                        | 5,09,860                                                               |
| 69      | A M M VELLAYAN SONS P LTD, 15 Boat Club Road, Chennai 60028                                | Promoter Group                                          | 38,430                                                          | 38,430                                                                 |
| 70      | M M MUTHIAH SONS PRIVATE LTD, 12 Boat Club, Chennai 600028                                 | Promoter Group                                          | 4,200                                                           | 4,200                                                                  |
| 71      | M M MUTHIAH RESEARCH FOUNDATION, 12 Boat Club Road, Chennai 600028                         | Promoter Group                                          | 2,80,920                                                        | 2,80,920                                                               |
| 72      | M M MURUGAPPAN HOLDINGS PRIVATE LIMITED, 4 Chittaranjan Road, Chennai 600018               | Promoter Group                                          | 5,46,860                                                        | 5,46,860                                                               |
|         |                                                                                            |                                                         | 9,14,33,440                                                     | 9,14,33,440                                                            |
|         |                                                                                            |                                                         | 48.77%                                                          | 48.77%                                                                 |

For Ambadi Investments Private Limited

M M Muthiah  
Director