

**Tube Investments of India Limited**

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

Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404

Website: www.tiindia.com CIN: L35100TN2008PLC069496

13th March 2023

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: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") – ISIN: INE 974X01010 – Foray into Contract Development and Manufacturing Operations business and related matters

We write to inform the following pursuant to Regulation 30 of the SEBI Listing Regulations:

1. Foray into Contract Development and Manufacturing Operations ("CDMO") business

Tube Investments of India Limited ("TII" or "Company") has today (13th March 2023) entered into an agreement with Mr. N. Govindarajan ("NG") to incorporate a subsidiary for pursuing the CDMO business, subject to the approval of the Shareholders of TII.

TII will be investing up to Rs. 285 Cr. and NG will be investing up to Rs. 15 Cr. in the form of equity and compulsorily convertible preference shares.

Further details are in the annexed statement of disclosure furnished pursuant to Regulation 30 of the SEBI Listing Regulations.

2. Issue of Notice of Postal Ballot & E-voting to the Shareholders:

A Notice of Postal Ballot and E-voting will be issued to the Shareholders of the Company to seek their necessary approval, by means of Special Resolution, under Section 13 of the Companies Act, 2013 and the rules thereunder for an amendment to the Objects Clause of the Memorandum of Association of the Company, by insertion of a new sub-clause to facilitate the Company to engage in the CDMO business, as given below:

'To engage in the business of contract manufacturing, development and manufacturing of starting materials, advanced intermediates, specialty chemicals, active pharmaceuticals ingredients and other related products in India and/or abroad and render services in connection therewith.'



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A copy of the Press Release issued in the above regard is further attached for information.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For TUBE INVESTMENTS OF INDIA LIMITED

Swaminath
an Suresh

Digitally signed by
Swaminathan Suresh
Date: 2023.03.13
21:49:39 +05'30'

S SURESH
COMPANY SECRETARY

Encl.

Disclosure pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to execution of definitive agreement by Tube Investments of India Limited (“TII”) with Mr. N. Govindarajan (“NG”).

Disclosure requirement	Details
a) Name(s) of parties with whom the agreement is entered.	TII has entered into an agreement with NG for incorporating a subsidiary to pursue business of contract development and manufacturing operations (CDMO).
b) Purpose of entering into the agreement	TII is looking at new platforms to complement the existing businesses for its future growth as part of its long term strategy and has identified CDMO as a new line of business with the potential to grow and expand in the future.
c) Shareholding, if any, in the entity with whom the agreement is executed.	Not Applicable.
d) Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	Significant terms of the agreement between TII and NG include Project Funding, Board Composition, Unanimous Consent Matters, Right of First Offer, Tag Along Right, Conversion Terms, Non-Compete, Non-Solicitation and Fall Away.
e) Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	No. TII and NG are not related in any manner.
f) Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”.	No.
g) In case of issuance of shares to the parties, details of issue price, class of shares issued.	TII will be investing up to Rs. 285 Cr. and NG will be investing up to Rs. 15 Cr. in the form of equity and compulsorily convertible preference shares. Subject to the performance and other terms and conditions specified in the agreement, NG will be entitled to get up to 25% of the equity for his investment.
h) Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity,	The incorporation of CDMO subsidiary is subject to the approval of the shareholders of

Disclosure requirement	Details
potential conflict of interest arising out of such agreements etc.	TII for amendment to Objects Clause as being proposed in the postal ballot notice. The proposed investment is subject to satisfactory completion of the Conditions Precedents as contained in the agreement executed between the parties.
i) In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable.



Tube Investments of India Limited forays into Contract Development and Manufacturing Organization (CDMO)

Tube Investments of India Limited ('the Company') has been focussing to diversify its business by identifying new growth opportunities and has recently entered into clean mobility, electronics and alternate fuels. In line with our strategy, the Company has identified contract development and manufacturing organization (CDMO) and active pharmaceutical ingredients (API) as its new line of businesses with the potential to grow and expand.

CDMO is one of the fastest growing segments in the pharmaceutical industry as big pharma players are increasingly outsourcing R&D and manufacturing to focus on core business activity.

Considering the growth potential in this sector and subject to the approval of the shareholders for amendment to the Objects Clause enabling the Company to foray into CDMO, the Company has signed an agreement on 13th March 2023 with Mr. N. Govindarajan, a well-recognised professional having rich experience in the Indian pharmaceutical industry, for establishment of CDMO business through a new subsidiary to be incorporated. The proposed subsidiary will focus on API and other products.

Mr. N Govindarajan will be the Chief Executive Officer of the subsidiary and will be establishing the business and driving its growth and profitability. The Company proposes to invest up to Rs. 285 Cr. into this subsidiary in the form of equity and compulsorily convertible preference shares in tranches. Mr. N Govindarajan will be investing up to Rs. 15 Cr. in equity and compulsorily convertible preference shares in tranches. Subject to the performance and other terms and conditions specified in the agreement, Mr. N Govindarajan will be entitled to get up to 25% of the equity for his investment.

Commenting on this new venture, Mr. M.A.M Arunachalam (known as Arun Murugappan), Executive Chairman of the Company said, *"TII's foray in to CDMO, a business with high growth potential, augurs well with its plan to diversify its business portfolio and reduce dependency on traditional revenue streams. TII is delighted to join hands with Mr. N. Govindarajan, a well accomplished professional in the pharmaceutical industry in India."*

Commenting on the partnership with TII, Mr. N. Govindarajan said, *"I am privileged to partner with Murugappa Group for its entry into CDMO business and looking forward to work with TII to make the new venture a great success."*

About Murugappa Group

Founded in 1900, the INR 547 billion (INR 54,722 Crores) Murugappa Group is one of India's leading business conglomerates. The Group has 29 businesses including ten listed Companies traded in NSE & BSE. Headquartered in Chennai, the major Companies of the Group include Carborundum Universal Ltd., CG Power and Industrial Solutions Ltd., Cholamandalam Financial Holdings Ltd., Cholamandalam Investment and Finance Company Ltd., Cholamandalam MS General Insurance Company Ltd., Coromandel International Ltd., Coromandel Engineering Company Ltd., E.I.D. Parry (India) Ltd., Parry Agro Industries Ltd., Shanthi Gears Ltd., Tube Investments of India Ltd. and Wendt (India) Ltd.

The Group holds leadership position in several product lines including Abrasives, Technical Ceramics, Electro Minerals, Auto Components & Systems, Power Conversion Equipment, Transformers & Reactors for the Power T&D segment, Solutions for Railways in Rolling Stock & Signalling Equipment, Bicycles, Fertilisers, Sugar, Tea and Spirulina (Nutraceuticals). The Group has forged strong alliances with leading international companies such as Groupe Chimique Tunisien, Foskor, Mitsui Sumitomo, Morgan Advanced Materials, Yanmar & Co. and Compagnie Des Phosphat De Gafsa (CPG). The Group has a wide geographical presence all over India and spanning 6 continents.

Renowned brands like BSA, Hercules, Montra, Mach City, Ballmaster, Ajax, Rhodius, Parry's, Chola, Gromor, Shanthi Gears and Paramfos are from the Murugappa stable. The Group fosters an environment of professionalism and has a workforce of over 59,000 employees.

For more details, visit <https://www.murugappa.com/>

For further information, please contact:

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