



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 June, 2022

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,

Voting result of Postal Ballot under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

In continuation to our letter dated 13th May, 2022, we inform that the shareholders of the Company have passed all the five Resolutions as contained in the Company's Notice of Postal Ballot & E-voting dated 12th May, 2022.

Please therefore find enclosed the details of the result of the said Postal Ballot announced today (13th June, 2022) together with the particulars of the voting thereon as required under Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also, please find attached the Scrutinizer's Report dated 13th June, 2022 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

We request you to take the above on record and do the needful.

Thanking you,

Yours faithfully,

For TUBE INVESTMENTS OF INDIA LIMITED

S SURESH
COMPANY SECRETARY

Encl.



murugappa

Company Name	TUBE INVESTMENTS OF INDIA LIMITED-FACE VALUE (RS.1.00)
Date of Postal Ballot	12 th June 2022
Total number of shareholders on record date	57020
No. of shareholders present in the meeting either in person or through proxy :	N.A
Promoters and Promoter Group Public	
No. of Shareholders attended the meeting through Video Conferencing	N.A
Promoters and Promoter Group Public	

Resolution 1		Alteration of Main Objects Clause of the Memorandum of Association						
Resolution Required : (Ordinary /Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in Favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,96,47,229	8,82,47,677	98.4388	8,72,08,252	10,39,425	98.8222	1.1778
	Postal Ballot							
	Poll							
Public Institutions	E-Voting	7,75,33,020	6,73,49,915	86.8661	6,73,49,915	0	100	0
	Postal Ballot							
	Poll							
Public – Non-Institutions	E-Voting	2,57,69,972	8,43,488	3.2731	8,36,960	6,528	99.2261	0.7739
	Postal Ballot							
	Poll							
	Total	19,29,50,221	15,64,41,080	81.0785	15,53,95,127	10,45,953	99.3314	0.6686



Resolution 2		Appointment of Mr. Tejpreet Singh Chopra as an Independent Director						
Resolution Required : (Ordinary/Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,96,47,229	8,72,08,252	97.2794	8,72,08,252	0	100.00	0.0000
	Postal Ballot							
	Poll							
Public Institutions	E-Voting	7,75,33,020	6,73,49,915	86.8661	5,56,32,430	1,17,17,485	82.6021	17.3979
	Postal Ballot							
	Total							
Public – Non-Institutions	E-Voting	2,57,69,972	8,43,603	3.2736	8,42,353	1,250	99.8518	0.1482
	Postal Ballot							
	Total							
	Total	19,29,50,221	15,54,01,770	80.5398	14,36,83,035	1,17,18,735	92.4591	7.5409



Resolution 3		Appointment of Mr. Vellayan Subbiah as Executive Vice Chairman (Whole-time Director) of the Company and the terms of remuneration thereof						
Resolution Required : (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3) = [(2)/(1)]*100	No. of Votes – in Favour (4)	No. of Votes-against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,96,47,229	8,82,47,677	98.4388	8,72,08,252	10,39,425	98.8222	1.1778
	Postal Ballot							
	Poll							
Public Institutions	E-Voting	7,75,33,020	6,73,49,915	86.8661	6,54,45,822	19,04,093	97.1728	2.8272
	Postal Ballot							
	Poll							
Public – Non-Institutions	E-Voting	2,57,69,972	8,43,595	3.2736	8,42,314	1,281	99.8480	0.1520
	Postal Ballot							
	Poll							
	Total	19,29,50,221	15,64,41,187	81.0785	15,34,96,388	29,44,799	98.1176	1.8824



Resolution 4		Appointment of Mr. Mukesh Ahuja as Managing Director of the Company and the terms of remuneration thereof						
Resolution Required : (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in Favour	No. of Votes -against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) =[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,96,47,229	8,72,08,252	97.2794	8,72,08,252	0	100.0000	0
	Postal Ballot							
	Poll							
Public Institutions	E-Voting	7,75,33,020	6,73,49,915	86.8661	6,71,68,098	1,81,817	99.7300	0.2700
	Postal Ballot							
	Total							
Public – Non Institutions	E-Voting	2,57,69,972	8,43,603	3.2736	8,42,322	1,281	99.8481	0.1519
	Postal Ballot							
	Poll							
	Total	19,29,50,221	15,54,01,770	80.5398	15,52,18,672	1,83,098	99.8822	0.1178



Resolution 5		Appointment of Mr. M A M Arunachalam as Executive Chairman (Whole-time Director) of the Company and the terms of remuneration thereof						
Resolution Required : (Ordinary/Special)				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes - in Favour	No. of Votes - against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3) =[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,96,47,229	8,82,47,677	98.4388	8,72,08,252	10,39,425	98.8221	1.1778
	Postal Ballot							
	Poll							
Public Institutions	E-Voting	7,75,33,020	6,73,49,915	86.8661	6,29,02,629	44,47,286	93.3967	6.6032
	Postal Ballot							
	Poll							
Public – Non Institutions	E-Voting	2,57,69,972	8,43,603	3.2736	8,42,322	1,281	99.8481	0.1518
	Postal Ballot							
	Poll							
	Total	19,29,50,221	15,64,41,195	81.0785	15,09,53,203	5,487,992	96.4920	3.5080



13th June, 2022

The Executive Chairman
Tube investments of India Limited,
 "Dare House",
 234, N S C Bose Road,
 Chennai – 600 001.

Dear Sir,

Sub: Passing of Resolutions under Postal Ballot conducted through remote electronic voting

Pursuant to the resolution passed by the Board of Directors of **Tube Investments of India Limited** ("the Company") on 12th May, 2022, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process conducted through remote electronic voting ("e-voting") under the Notice of Postal Ballot and E-voting of the same date issued to the shareholders of the Company in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Section 13 of the Companies Act, 2013	SPECIAL RESOLUTION RESOLVED that in accordance with the provision of Section 13 of the Companies Act, 2013, or any amendment thereto or modification thereof, Clause III(A) [Main Objects Clause] of the Memorandum of Association of the Company be and is hereby altered / amended by insertion of the following new sub-clauses 11,12 and 13 after the existing sub-clause 10 thereunder: 11. To research, manufacture, trade or otherwise deal in all kinds of medical products, devices, equipment, appliances, apparatus, instruments and parts, components & accessories thereof, diagnostic equipment, reagents & other consumables and render manufacturing and other services in connection therewith. 12. To develop, design, manufacture, assemble, trade, or otherwise deal in all kinds of electronic products including components of mobile phones and smartphones, microprocessors, chips, communication devices, and components, parts, sub-assemblies thereof. 13. To develop, design, manufacture, trade or otherwise deal in all types of products, processes, and services in the field of generation, storage, transmission, and conservation of energy including alternative, renewable, environmentally sustainable energy/fuel of all kinds. RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the

	Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that it shall be deemed to have been given all necessary approval thereto expressly by the authority of this Resolution.							
Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013	SPECIAL RESOLUTION RESOLVED that pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) of re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Tejpreet Singh Chopra (holding DIN 00317683), who was appointed as an Additional Director in the Independent Director category by the Board of Directors of the Company effective 16th March, 2022, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years from 16th March, 2022 to 15th March, 2027 (both days inclusive). RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.							
Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013	ORDINARY RESOLUTION RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. Vellayan Subbiah (holding DIN 01138759) as Whole-time Director (Key Managerial Personnel), designated as the Executive Vice Chairman of the Company, for a term of 5 (five) consecutive years, from 1st April, 2022 to 31st March, 2027 (both days inclusive) and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Act. RESOLVED FURTHER that subject to necessary approvals and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed under the Act, approval be and is hereby accorded for the following terms of remuneration to Mr. Vellayan Subbiah in respect of his aforementioned term of Office as Whole-time Director, designated as the Executive Vice Chairman of the Company: <table border="1"> <tr> <td>a.</td><td>Salary</td><td>Rs.16,77,210/- per month in the scale of Rs.8,00,000/- Rs.32,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.</td></tr> <tr> <td>b.</td><td>Allowances/ Perquisites/ Incentive</td><td>(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance; (b) Perquisites such as furnished/unfurnished</td></tr> </table>		a.	Salary	Rs.16,77,210/- per month in the scale of Rs.8,00,000/- Rs.32,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.	b.	Allowances/ Perquisites/ Incentive	(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance; (b) Perquisites such as furnished/unfurnished
a.	Salary	Rs.16,77,210/- per month in the scale of Rs.8,00,000/- Rs.32,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.						
b.	Allowances/ Perquisites/ Incentive	(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance; (b) Perquisites such as furnished/unfurnished						

			accommodation to be provided by the Company or house rent allowance in lieu thereof, Reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities; (c) Incentive: As may be approved by the Nomination and Remuneration Committee from time to time subject to: - The allowances and perquisites not exceeding 200% of the Salary, and - Incentive (at 100% level) not exceeding twelve times of the monthly Basic Salary.
	c.	Retirement benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time. (ii) Encashment of leave as per rules of the Company in force from time to time.
	d.	General	(i) In the event of absence or inadequacy of profits in any financial year, Mr. Vellayan Subbiah shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof. (ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite. (iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement benefits) for any financial year shall be subject to an overall ceiling of 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies Act, 2013. (iv) Mr. Vellayan Subbiah will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof. (v) Mr. Vellayan Subbiah will not be entitled for grant of stock options under Employee Stock Option Scheme(s), if any. (vi) Mr. Vellayan Subbiah will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.
Sections 152, 161 & 196, 197 and 203 read with Schedule V and other applicable provisions of	ORDINARY RESOLUTION RESOLVED that pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. Mukesh Ahuja (holding DIN 09364667), who was appointed as Additional Director		

the Companies Act, 2013

effective 1st April, 2022 by the Board of Directors pursuant to Section 161(1) of the Companies Act, 2013 be and is hereby appointed as Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. Mukesh Ahuja (holding DIN 09364667) as the Managing Director (Key Managerial Personnel) of the Company, for a term of 5 (five) years, from 1st April, 2022 to 31st March, 2027 (both days inclusive) and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Act.

RESOLVED FURTHER that subject to necessary approvals and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed under the Act, approval be and is hereby accorded for the following terms of remuneration to Mr. Mukesh Ahuja in respect of his aforementioned term of Office as the Managing Director of the Company:

a.	Salary	Rs.6,75,000/- per month in the scale of Rs.4,50,000/- Rs.15,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.
b.	Allowances/ Perquisites/ Incentive	(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance; (b) Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities; (c) Incentive: As may be approved by the Nomination and Remuneration Committee from time to time. Incentive (at 100% level) will be 25% of the annual pay (annual pay includes salary, perquisites, allowances, incentives & retiral benefits); and (d) Allowances and perquisites shall not exceed 100% of the Salary.
c.	Retirement benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time. (ii) Encashment of leave as per rules of the Company in force from time to time.
d.	General	(i) In the event of absence or inadequacy of profits in any financial year, Mr. Mukesh Ahuja shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-

		enactment thereof. (ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite. (iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement benefits) for any financial year shall be subject to an overall ceiling of 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies Act, 2013. (iv) Mr. Mukesh Ahuja will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof. (v) Mr. Mukesh Ahuja will be entitled for grant of stock options under Employee Stock Option Scheme(s), if any. (vi) Mr. Mukesh Ahuja will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.						
Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013	ORDINARY RESOLUTION RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval be and is hereby accorded for the appointment of Mr. M A M Arunachalam (holding DIN 00202958) as Whole-time Director (Key Managerial Personnel) designated as the Executive Chairman of the Company, for a term of 5 (five) consecutive years, from 1st April, 2022 to 31st March, 2027 (both days inclusive) and so long as he holds the said Office, he shall not be liable to retire by rotation except to the extent necessary to comply with the provisions of the Act. RESOLVED FURTHER that subject to necessary approvals and pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject further to the limits prescribed under the Act, approval be and is hereby accorded for the following terms of remuneration to Mr. M A M Arunachalam in respect of his aforementioned term of Office as Whole-term Director, designated as the Executive Chairman of the Company: <table border="1"> <tr> <td>a.</td><td>Salary</td><td>Rs.10,50,000/- per month in the scale of Rs.10,00,000/- Rs.30,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.</td></tr> <tr> <td>b.</td><td>Allowances/</td><td>(a) Allowances like Leave Travel Allowance, Personal</td></tr> </table>		a.	Salary	Rs.10,50,000/- per month in the scale of Rs.10,00,000/- Rs.30,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.	b.	Allowances/	(a) Allowances like Leave Travel Allowance, Personal
a.	Salary	Rs.10,50,000/- per month in the scale of Rs.10,00,000/- Rs.30,00,000/-. The increments within the scale would be decided by the Nomination and Remuneration Committee.						
b.	Allowances/	(a) Allowances like Leave Travel Allowance, Personal						

		Perquisites/ Incentive	Allowance, Special Allowance, Grade Allowance and/or any other allowance; (b) Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities; (c) Incentive: As may be approved by the Nomination and Remuneration Committee from time to time subject to: - The allowances and perquisites not exceeding 200% of the Salary, and - Incentive (at 100% level) not exceeding twelve times of the monthly Basic Salary.
	c.	Retirement benefits	(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time. (ii) Encashment of leave as per rules of the Company in force from time to time.
	d.	General	(i) In the event of absence or inadequacy of profits in any financial year, Mr. M A M Arunachalam shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Shareholders, exceed the limits prescribed under the Companies Act, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof. (ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite. (iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive and Retirement benefits) for any financial year shall be subject to an overall ceiling of 2.5% of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Companies Act, 2013. (iv) Mr. M A M Arunachalam will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof. (v) Mr. M A M Arunachalam will not be entitled for grant of stock options under Employee Stock Option Scheme(s), if any. (vi) Mr. M A M Arunachalam will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.

	RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.
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WE REPORT that , in compliance with the provisions of the Companies Act, 2013 and the framework issued by the Ministry of Corporate Affairs through its circular No. 14/2020 dated April, 08, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021 and General Circular No. 3/2022 dated 5th May, 2022, the Company has sent the Postal Ballot Notice dated 12th May, 2022 in electronic form only to those Members who have registered their e-mail address with their Depository Participant(s)/ or with the Register and Share Transfer Agent of the Company.

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to the Postal Ballot conducted through remote electronic voting, on the resolutions contained in the Postal Ballot Notice. Our responsibility as a Scrutinizer for the postal ballot process conducted through remote electronic voting is restricted to presenting the Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by KFin Technologies Limited, the authorized agency engaged by the Company.

We REPORT that as stated in the notice sent to the Members, the Company had fixed 12th June, 2022 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 14th May, 2022 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 14th May, 2022 informing about the completion of despatch of the Postal Ballot Notice on 13th May, 2022 and other related matters mentioned therein. We have received E-Voting from the Members during the period **14th May, 2022 (9:00 a.m. IST) to 12th June, 2022 (5:00 p.m. IST).**

All the votes received upto the closure of working hours (**5:00 p.m. IST**) on Sunday, 12th June, 2022, the last date fixed by the Company for receipt of E-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We REPORT that out of **57020** Shareholders, we have received valid E-Voting from **487** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-Voting	14th May, 2022 (9:00 a.m. IST) to 12th June, 2022 (5:00 p.m. IST)		
Total No. of Shareholders	57020		
Total No. of Shares	192950221		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	487	487
Less: Invalid Forms	-	0	0
Net Valid Forms	-	487	487

ITEM 1 - Alteration of the Main Objects Clause of the Memorandum of Association (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
470	155395127	99.33141

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
14	1045953	0.66859

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

Note: 3 Members abstained from postal ballot e-voting.

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Section 13 of the Companies Act, 2013, with regard to Item 1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 2 - Appointment of Mr. Tejpreet Singh Chopra (holding DIN 00317683) as an Independent Director (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
439	143683035	92.45907

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
46	11718735	7.54093

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

Note: 3 Members abstained from postal ballot e-voting.

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution under Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, with regard to Item 2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 3 - Appointment of Mr. Vellayan Subbiah as Executive Vice Chairman (Whole-time Director) of the Company and the terms of remuneration thereof (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
449	153496388	98.11763

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
37	2944799	1.88237

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

Note: 2 Members abstained from postal ballot e-voting.

RESULT:

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution under Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, with regard to Item 3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 4 - Appointment of Mr. Mukesh Ahuja as Managing Director of the Company and the terms of remuneration thereof (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
470	155218672	99.88218

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
14	183098	0.11782

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

Note: 3 Members abstained from postal ballot e-voting.

RESULT:

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution under Sections 152, 161 and other applicable provisions of the Companies Act, 2013, with regard to Item 4 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM 5 - Appointment of Mr. M A M Arunachalam as Executive Chairman (Whole-time Director) of the Company and the terms of remuneration thereof (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
428	150953203	96.49198

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) –E-Voting	% of total number of valid votes cast
61	5487992	3.50802

(iii) **Invalid** Votes:

Number of members voted in E- Voting	Number of votes cast (Shares) –E- Voting
NIL	NIL

Note: 1 Member abstained from postal ballot e-voting.

RESULT:

As the number of votes cast in favour of the resolution was not less than the number of votes cast against, we report that the Ordinary Resolution under Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, with regard to Item 5 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

We FURTHER REPORT that as per the notice of Postal Ballot dated 12th May, 2022 approved by the Board of Directors on 12th May, 2022. The results of the e-voting will be announced by the Executive Chairman or the Managing Director of the Company on or before Tuesday, 14th June, 2022. 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

be posted on the Company's website viz., www.tiindia.com and also in KFintech's website viz., <https://evoting.kfintech.com> besides being communicated to the Stock Exchanges viz., BSE Ltd., and the National Stock Exchange of India Ltd., where the Company's shares are listed. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for the each resolution is enclosed.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Executive Chairman considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You,

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

R
SRIDHARAN Digitally signed
by R SRIDHARAN
Date: 2022.06.13
16:48:23 +05'30'

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No. 657/2020
UDIN: F004775D000487301**

FOR THE INVESTMENTS OF INDIA LIMITED

M.A.M. ARUNACHALAM
Executive Chairman

Place: Chennai
Encl.: a/a