

**Tube Investments of India Limited**

"Chola Crest", No. C54-55 & Super B-4,
Thiru - Vi - Ka Industrial Estate, Guindy, Chennai-600 032.
Tel: 91 44 4217 7770-5 Email: tii-secretarial@tii.murugappa.com
Website: www.tiindia.com CIN: L35100TN2008PLC069496

16th February 2026

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051
Scrip Symbol: TIINDIA

BSE Ltd
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street Fort
Mumbai 400 001
Security Code: 540762

Dear Sirs,

Sub: Notice of Postal Ballot & E-Voting to Shareholders - ISIN: INE 974X01010

Further to our letter dated 4th February 2026, we enclose the Notice of Postal Ballot & E-Voting ("Notice") seeking approval of the Members of the Company for the proposal as contained in the said Notice.

The aforementioned Notice is sent by electronic mode today (16th February 2026) to all the Members, who have registered their e-mail address with the Company/Depository Participant/Depository/Registrar to an Issue and Share Transfer Agent of the Company viz., KFin Technologies Limited and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 13th February 2026. The Notice is also available on the website of the Company viz., <https://tiindia.com/>. The remote e-voting commences on Wednesday, 18th February 2026 at 9:00 A.M. (IST) and ends on Thursday, 19th March 2026 at 5:00 P.M. (IST) and the result thereof will be declared on or before Monday, 23rd March 2026. The brief details including the proposed agenda, resolutions to be passed, and manner of approval are contained in the Notice.

Further details and instructions for remote e-voting are also contained in the Notice.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For TUBE INVESTMENTS OF INDIA LIMITED

S KRITHIKA
COMPANY SECRETARY
Encl.



TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35100TN2008PLC069496)

Regd. Office: 'Chola Crest', No.C54-55 & Super B-4,
Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600 032.

Tel.: 044-42177770-5

Email id: investorservices@tii.murugappa.com; Website: <https://tiindia.com/>



NOTICE OF POSTAL BALLOT AND E-VOTING

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("**SEBI Listing Regulations**"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and the relaxations and clarifications issued by Ministry of Corporate Affairs ("**MCA**") for holding general meeting / conducting postal ballot process through e-voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**") and any other applicable laws, rules and regulations, if any, to transact special businesses as set out hereunder by passing Special Resolution(s), by way of postal ballot through remote e-voting process ("**remote e-voting**").

In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice along with e-voting instructions ("**the Notice**") ONLY by way of e-mail to those Members whose e-mail addresses are registered with the Company/ its Registrar to an Issue and Share Transfer Agent ("**RTA**") or Depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent/dissent of the Members on the resolutions proposed in the Notice would only take place through the remote e-voting process. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice. A detailed Statement pursuant to Section 102 and other applicable provisions of the Act read with the relevant rules setting out the material facts concerning the resolutions in this Notice and instructions for e-voting are also annexed to this Notice for your consideration.

The Board of Directors of the Company has appointed Mr. R Sridharan (ICSI Membership CP No.3239-FCS No.4775) of M/s. R Sridharan & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot by way of remote e-voting, in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of M/s. National Securities Depository Limited ("**NSDL**") to provide remote e-voting facility to all its Members. The instructions for remote e-voting are appended to this Notice. Please carefully read the instructions in the Notes to this Notice so as to cast the votes electronically not later than 5:00 P.M. (IST)

on Thursday, 19th March 2026 (the last day to cast votes electronically) to be eligible for being considered. The Notice is also available on the website of the Company at <https://tiindia.com/> and on the website of NSDL at www.evoting.nsdl.com. The Scrutinizer will submit his report to the Executive Chairman or Vice Chairman or Managing Director of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Executive Chairman or Vice Chairman or Managing Director of the Company on or before Monday, 23rd March 2026 at the Registered Office of the Company at 'Chola Crest', No.C54-55 & Super B-4, Thiru-Vi-Ka Industrial Estate, Guindy, Chennai – 600 032. The results of the Postal Ballot will be posted on the Company's website viz., <https://tiindia.com/> and on the website of NSDL at www.evoting.nsdl.com besides being communicated to the Stock Exchanges viz., BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed.

SPECIAL BUSINESSES

ITEM NO.1

Approval for reappointment of Mr. Anand Kumar (DIN: 00818724) as an Independent Director of the Company.

To consider and, if deemed fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") (including any statutory modification(s) of re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the reappointment of Mr. Anand Kumar (DIN: 00818724), who holds office as an Independent Director up to 23rd March 2026, as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years from 24th March 2026 to 23rd March 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO.2

Approval for reappointment of Mr. V S Radhakrishnan (DIN: 08064705) as an Independent Director of the Company.

To consider and, if deemed fit, to pass, with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules"), (including any statutory modification(s) of re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the reappointment of Mr. V S Radhakrishnan (DIN: 08064705), who holds office as an Independent Director up to 4th July 2026,



as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years from 5th July 2026 to 4th July 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board

Chennai
4th February 2026

S Krithika
Company Secretary

NOTES:

- (a) The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("**the Act**") read with Section 108 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended, setting out the material facts relating to the aforesaid resolutions and the reasons thereof is annexed hereto and forms part of the Postal Ballot Notice ("**Notice**").
- (b) In accordance with Ministry of Corporate Affairs ("**MCA**") General Circular No(s).14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**"), the Company is sending this Notice ONLY in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from Depositories i.e. National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") and Company's Registrar to an Issue and Share Transfer Agent i.e. KFin Technologies Limited ("**RTA**") as on Friday, 13th February 2026 ("**Cut-Off Date**") and whose email addresses are registered with the Company/RTA/ Depositories/ and who will register their email address with their Depository Participant(s) ("**DPs**") or with RTA in accordance with the process outlined in this Notice.
- (c) Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off Date. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes in this Postal Ballot through remote e-voting process. A person who is not a Member of the Company as on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
- (d) In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act, as amended, read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members. The Company has engaged the services of NSDL to provide remote e-voting facility to enable the Members to cast their votes electronically ("**remote e-voting**"). In accordance with the MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
- (e) Members may also note that the Notice will also be available for download on the Company's website <https://tiindia.com/>, on NSDL's website www.evoting.nsdl.com and on the website of stock exchanges (where the shares of the Company are listed i.e. the BSE Limited and the National Stock Exchange of India Limited).
- (f) The remote e-voting period commences on Wednesday, 18th February 2026 at 9:00 A.M. (IST) and ends on Thursday, 19th March 2026 at 5:00 P.M. (IST). During this period, the Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote(s) by electronic means

in the manner and process as mentioned in this Notice. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.

- (g) The Board of Directors of the Company has appointed Mr. R Sridharan (ICSI Membership CP No. 3239-FCS No.4775) of M/s. R Sridharan & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process, in a fair and transparent manner. The Scrutinizer has provided his consent to his appointment.
- (h) The Scrutinizer will submit his report to the Executive Chairman or Vice Chairman or Managing Director of the Company after completion of the scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting process within two working days from the conclusion of the Postal Ballot. The Scrutinizer's decision on the validity of votes cast will be final. The result of the Postal Ballot will be announced by the Executive Chairman or Vice Chairman or Managing Director on or before Monday, 23rd March 2026, i.e. not later than two working days from the conclusion of remote e-voting at the registered office of the Company.
- (i) The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website <https://tiindia.com/>, on NSDL's website www.evoting.nsdl.com and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result will also be displayed on the notice board of the Company at its Registered Office of the Company.
- (j) The resolutions, if passed by the requisite majority of Members, will be deemed to have been passed on the last date specified for remote e-voting, i.e., Thursday, 19th March 2026.
- (k) Relevant documents relating to the Postal Ballot Notice and the Statement pursuant to Section 102 of the Act will be made available for inspection by the Members in accordance with applicable statutory requirement based on requests received by the Company for inspection at investorservices@tii.murugappa.com up to Thursday, 19th March 2026.

ANNEXURE TO THE NOTICE

STATEMENT IN RESPECT OF ITEM NO.1 & 2 UNDER THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

Approval for the reappointment of Mr. Anand Kumar (DIN: 00818724) as an Independent Director of the Company.

Mr. Anand Kumar (DIN: 00818724) was appointed as an Independent Director of the Company by the Board of Directors (“Board”) for the first term of 5 (five) years effective from 24th March 2021 to 23rd March 2026 (both days inclusive). The Members’ approval for his appointment was obtained at the Annual General Meeting held on 13th August 2021.

As per Section 149 of the Act, an Independent Director may hold office for two consecutive terms up to 5 (five) years each. In view of the completion of his first term, the Board, on the recommendation of Nomination & Remuneration Committee (“N & R Committee”), at its meeting held on 4th February 2026 reappointed Mr. Anand Kumar as an Independent Director not liable to retire by rotation for the second term of 5 (five) consecutive years effective from 24th March 2026 to 23rd March 2031 (both days inclusive), subject to the approval of the Members of the Company.

Mr. Anand Kumar, aged 58 years, holds a Master of Business Administration degree from Vanderbilt University, United States of America. He is the Co-Founder and Partner of Gateway Partners, an investment firm focused on growth capital and strategic opportunities across markets in Southeast Asia, South Asia, the Middle East and Africa. He has over three decades of experience in Corporate & Investment Banking and investing in South & Southeast Asia with a strong network of relationships in the region. Prior to co-founding Gateway Partners about a decade ago, he has held leadership positions in several leading investment banks including Standard Chartered Bank and Morgan Stanley. He is currently on the Board and committees of various companies in India including TVS Supply Chain Solutions Limited, Cholamandalam Investment and Finance Company Limited, Mahogany Logistics Services Private Limited and some of the affiliate & portfolio companies of Gateway Partners in Singapore & other countries. He has not stepped down as a director from any listed company in the past three years.

Mr. Anand Kumar is the Chairman of N & R Committee and Member of Audit Committee of the Company. Mr. Anand Kumar is not disqualified from being appointed as a director of the Company under Section 164 of the Act. He does not hold any shares in the Company, either directly or as a beneficial owner. He has attended all the Board and Committee meetings of the Company held so far during the current financial year, except the meetings held in May 2025. He has attended the Annual General Meeting of the Company held during the year 2025. He has attended all of the Board, Committee and Annual General meetings of the Company from his appointment till March 2025. He is currently on several other Boards and his other Directorships in listed companies and membership of board committees are as follows:

<p>Director: Cholamandalam Investment and Finance Company Limited TVS Supply Chain Solutions Limited</p>	<p>Committee Memberships: Cholamandalam Investment and Finance Company Limited Audit Committee – Member Nomination & Remuneration Committee – Chairman IT Strategy Committee – Member</p>
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Mr. Anand Kumar will continue to receive sitting fees for attending the Board and Committee meetings of the Company of which he is a member. As per the Company's Remuneration Policy, the Company will continue payment of commission on the net profits of the Company, subject to necessary approval and in accordance with applicable laws. Mr. Anand Kumar was paid Rs. 2.8 lakhs as sitting fees & Rs. 15 lakhs as commission during the current financial year 2025-26. Apart from the aforesaid sitting fees and commission, he does not have any other pecuniary relationship with the Company and/or its subsidiary or associate companies.

Based on the performance evaluation of Mr. Anand Kumar and in view of his significant contribution during his tenure, & the benefit of his continued association with the Company, the Board, on the recommendation of the N & R Committee, at its meeting held on 4th February 2026, reappointed him as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) years, effective from 24th March 2026 to 23rd March 2031 (both days inclusive), subject to the approval of the Members of the Company.

The N & R Committee & Board considered the reappointment of Mr. Anand Kumar in view of his skills, competence and expertise in understanding of global business dynamics, appreciation of long-term trends, strategic choices and experience in advising management teams. The Board is of the opinion that, his experience and insight supports sound governance during ongoing strategic initiatives.

The Board is of the opinion that Mr. Anand Kumar possesses the requisite experience & expertise to provide objective and independent view to contribute effectively to the Board and Board-Committees deliberations. His continued association is expected to further strength and add value to the Board. The Company will continue to benefit from his proficiency in financial management, a diverse business environment perspective, business leadership experience, appreciation of technology, assessing merger & acquisition decisions and board insights assimilated through serving other listed company boards. The Board is of the view that he will continue to devote adequate time as expected of him as an Independent Director, towards affairs of the Company.

Mr. Anand Kumar has provided necessary consents and disclosures to the Company with regard to his reappointment. He has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. He has confirmed that he has not been debarred from holding the office of a Director by virtue of any Order by of the Securities and Exchange Board of India or any other authority. He has submitted a declaration in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He also submitted a declaration that he is in compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Anand Kumar fulfils the conditions specified in the Act and Rules made thereunder read with the provisions of the SEBI Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the Management. The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the reappointment of Mr. Anand Kumar as an Independent Director of the Company.

In terms of the Regulations 17 and 25 of the SEBI Listing Regulations, the approval of the Members is required to be obtained prior to the completion of his first term of office, by means of a Special Resolution. Accordingly, the approval of the Members, by way of a Special Resolution, is sought for the reappointment of Mr. Anand Kumar (DIN: 00818724) as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) years from 24th March 2026 to 23rd March 2031 (both days inclusive).

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the resolution, pursuant to Regulation 17 & 25 of the SEBI Listing Regulations, in relation to the reappointment of Mr. Anand Kumar as an Independent Director as set out at item no.1 of this Notice, for approval of the Members of the Company as a Special Resolution.

A copy of draft letter of appointment of Mr. Anand Kumar setting out the terms and conditions of his appointment is uploaded on the Company's website viz., <https://tiindia.com/> and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI Listing Regulations and the SS-2.

Mr. Anand Kumar is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Mr. Anand Kumar, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution mentioned at item no.1 of this Notice.

ITEM NO.2

Approval for the reappointment of Mr. V S Radhakrishnan (DIN: 08064705) as an Independent Director of the Company.

Mr. V S Radhakrishnan (DIN: 08064705) was appointed as an Independent Director of the Company by the Board of Directors ("Board") for the first term of 3 (three) years effective from 5th July 2023 to 4th July 2026 (both days inclusive). The Members' approval for his appointment was obtained at the Annual General Meeting held on 3rd August 2023.

As per Section 149 of the Act, an Independent Director may hold office for two consecutive terms up to 5 (five) years each. In view of the completion of his first term, the Board, on the recommendation of Nomination & Remuneration Committee ("N & R Committee"), at its meeting held on 4th February 2026 reappointed Mr. V S Radhakrishnan as an Independent Director not liable to retire by rotation for the second term of 5 (five) consecutive years effective from 5th July 2026 to 4th July 2031 (both days inclusive), subject to the approval of the Members of the Company.

Mr. V S Radhakrishnan, aged 63 years, is a post graduate in Commerce and holds an MBA from Madras University. He is also a Certified Associate of Indian Institute of Bankers. He has over three decades of experience in State Bank of India ("SBI") across commercial/wholesale, retail banking, treasury, trade finance, rural credit and international banking. He retired as a Deputy Managing Director of Commercial Clients group of SBI in January 2023. He was a nominee director of SBI on the Board of Yes Bank from August 2020 to July 2022. He is currently on the Board of Tenmark Capital Private Limited and Finqube Capital Private Limited. He has not stepped down as a director from any listed company in the past three years.

Mr. V S Radhakrishnan is the Chairman of Audit Committee and Member of Risk Management Committee of the Company. Mr. V S Radhakrishnan is not disqualified from being appointed as a director of the Company under Section 164 of the Act. He does not hold any shares in the Company, either directly or as a beneficial owner. He has attended all of the Board, Committee and Annual General meetings of the Company since his appointment.

Mr. V S Radhakrishnan will continue to receive sitting fees for attending the Board and Committee meetings of the Company of which he is a member. As per the Company's Remuneration Policy, the Company will continue payment of commission on the net profits of the Company, subject to necessary approval and in accordance with applicable laws. Mr. V S Radhakrishnan was paid Rs. 4.35 lakhs as sitting fees & Rs. 15 lakhs as commission during the current financial year 2025-26. Apart from the aforesaid sitting fees and commission, he does not have any other pecuniary relationship with the Company and/or its subsidiary or associate companies.

Based on the performance evaluation of Mr. V S Radhakrishnan and in view of his significant contribution during his tenure, and the benefit of his continued association with the Company, the Board, on the recommendation of the N & R Committee, at its meeting held on 4th February 2026, reappointed him as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) years, effective from 5th July 2026 to 4th July 2031 (both days inclusive), subject to the approval of the Members of the Company.

The N & R Committee & Board considered the reappointment of Mr. V S Radhakrishnan in view of his relevant experience in the identification and evaluation of financing options and competence & expertise in understanding of financial and risk management. The Board is of the opinion that, his experience and insight supports sound governance during ongoing strategic initiatives.

The Board is of the opinion that Mr. V S Radhakrishnan possesses the requisite experience & expertise to provide objective and independent view to contribute effectively to the Board and Board-Committees deliberations. His continued association is expected to further strength and add value to the Board. The Company will continue to benefit from his proficiency in financial management, business leadership experience, appreciation of technology and assessing merger & acquisition decisions, all of which contribute valuable insights at the Board level. The Board is of the view that he will continue to devote adequate time as expected of him as an Independent Director, towards affairs of the Company.

Mr. V S Radhakrishnan has provided necessary consents and disclosures to the Company with regard to his reappointment. He has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. He has confirmed that he has not been debarred from holding the office of a Director by virtue of any Order by of the Securities and Exchange Board of India or any other authority. He has submitted a declaration in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He also submitted a declaration that he is in compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. V S Radhakrishnan fulfils the conditions specified in the Act and Rules made thereunder read with the provisions of the SEBI Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the Management. The Company has also received a notice in writing from a Member under Section 160 of the Act proposing the reappointment of Mr. V S Radhakrishnan as an Independent Director of the Company.

In terms of the Regulations 17 and 25 of the SEBI Listing Regulations, the approval of the Members is required to be obtained prior to the completion of his first term of office, by means of a Special Resolution. Accordingly, the approval of the Members, by way of a Special Resolution, is sought for the reappointment of



Mr. V S Radhakrishnan (DIN: 08064705) as an Independent Director of the Company for the second term of 5 (five) years from 5th July 2026 to 4th July 2031 (both days inclusive).

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the resolution, pursuant to Regulation 17 & 25 of the SEBI Listing Regulations, in relation to the reappointment of Mr. V S Radhakrishnan as an Independent Director as set out at item no.2 of this Notice, for approval of the Members of the Company as a Special Resolution.

A copy of draft letter of appointment of Mr. V S Radhakrishnan setting out the terms and conditions of his appointment is uploaded on the Company's website viz., <https://tiindia.com/> and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

The details relating to the appointee and disclosures herein forming part of the Explanatory Statement may also be treated as disclosures made as required pursuant to Regulation 36 of the SEBI Listing Regulations and the SS-2.

Mr. V S Radhakrishnan is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Mr. V S Radhakrishnan, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution mentioned at item no.2 of this Notice.

By Order of the Board

Chennai
4th February 2026

S Krithika
Company Secretary

INSTRUCTIONS FOR VOTING THROUGH REMOTE E-VOTING

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular dated 9th December, 2020 issued by SEBI on e-voting facility provided by Listed Entities, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any amendments thereto, Members are provided with the facility to cast their votes electronically, through the e-voting services provided by M/s. National Securities Depository Limited (“NSDL”) on the resolution set forth in this Notice of Postal Ballot, through remote e-voting.

Members are requested to note that the Company is providing facility for remote e-voting and the business is to be transacted through electronic voting system only.

Information relating to remote e-voting:

- i. Day, date and time of commencement of voting through electronic means: Wednesday, 18th February 2026 at 9:00 A.M. (IST).
- ii. Day, date and time of end of voting through electronic means beyond which voting will not be allowed: Thursday, 19th March 2026 till 5:00 P.M. (IST).
- iii. Details of Website: www.evoting.nsdl.com
- iv. Details of person to be contacted for issues relating to e-voting: www.evoting.nsdl.com or call 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at e-mail id - evoting@nsdl.co.in.
- v. Details of Scrutinizer: Mr. R Sridharan (ICSI Membership CP No.3239-FCS No.4775), M/s. R Sridharan & Associates, Company Secretaries.

How to vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="783 1330 1142 1555" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>

Type of shareholders	Login Method
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on :022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.
5. Members are requested to note that SEBI vide Master Circular dated 6th February, 2026 and subsequent circulars has mandated that Members holding shares in physical mode are required to update the following with the Company/RTA:
 - a) PAN;
 - b) KYC details containing address, mobile number, e-mail address, bank account details; and
 - c) Nomination details.For more details, Members are requested to contact the Company at investorservices@tii.murugappa.com or RTA at einward.ris@kfintech.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorservices@tii.murugappa.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorservices@tii.murugappa.com. If you are an Individual shareholders' holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

The remote e-voting period commences on Wednesday, 18th February 2026 at 9:00 A.M. (IST) and ends on Thursday, 19th March 2026 at 5:00 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 i.e., Friday, 13th February 2026 may cast their votes electronically by way of remote e-voting only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on the resolution is cast by the Member, the Member shall not be allowed to change it subsequently.



Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members and hence, the resolution proposed under the Notice shall be deemed to have been passed on the last date of voting, i.e., Thursday, 19th March 2026, subject to receipt of the requisite number of votes in favour of the resolution.

Members are requested to take note of the contact details of the RTA as given below:

Mr. S R Ramesh

Deputy Vice President - Corporate Registry

KFin Technologies Limited

Selenium Building, Tower B, Plot 31-32, Financial District,

Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032.

Phone: 040-67162222 | Toll Free No.: 18003094001