

**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

16th March, 2023

National Stock Exchange of India  
Ltd Exchange Plaza, 5th Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Sandra (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: Notice of Postal Ballot & E-Voting to Shareholders - ISIN: INE 974X01010 - Updates**

Further to our letter dated 13th March, 2023, 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 March, 2023) to all the Members, who have registered their e-mail address with the Company/Depository Participant/Depository/Registrar and 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, 10th March, 2023. The Notice is also available on the website of the Company viz., [www.tiindia.com](http://www.tiindia.com). The remote e-voting commences on Saturday, 18th March, 2023 at 9.00 AM. IST and ends on Sunday, 16th April 2023 at 5.00 P.M. IST and the result thereof will be declared on or before Tuesday, 18th April, 2023. Further details and instructions for remote e-voting are 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 SURESH  
COMPANY SECRETARY

Swaminathan  
Suresh  
Date: 2023.03.16  
19:43:35 +05'30'

Digitally signed  
by Swaminathan  
Suresh  
Date: 2023.03.16  
19:43:35 +05'30'



murugappa



# TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35100TN2008PLC069496)

Registered Office: "Dare House", 234, N S C Bose Road, Chennai 600 001.

Website: [www.tiindia.com](http://www.tiindia.com) E-mail id: [investorservices@tii.murugappa.com](mailto:investorservices@tii.murugappa.com)

Phone: 044-42177770-5 – Fax: 044-42110404



**murugappa**

## NOTICE OF POSTAL BALLOT AND E-VOTING

**Dear Members,**

**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 (as amended from time to time), 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 (LODR) Regulations"**), Secretarial Standard-2 on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No.22/2020 dated 15<sup>th</sup> June, 2020, General Circular No.33/2020 dated 28<sup>th</sup> September, 2020, General Circular No.39/2020 dated 31<sup>st</sup> December, 2020, General Circular No.10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 and General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 (**"MCA Circulars"**) and other applicable laws and regulations, if any, to consider and pass the Resolution as set out in the Notice of Postal Ballot proposed for passing by the Members of the Company by way of remote e-voting process (**"remote e-voting"**).

As per Circulars of MCA and SEBI, the Company is sending Postal Ballot Notice along with e-voting instructions (the "Notice") only by way of e-mail to all its Members who have registered their email addresses with the Company or depository(ies)/ depository participants and the communication of assent/dissent of the Members on the Resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. A detailed Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out the material facts / rationale for the proposal concerning the Resolution in this Notice and instructions for e-voting are also annexed to this Notice for your consideration.

The Board of Directors 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 process, 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, the Company has engaged the services of M/s. National Securities Depository Limited ('NSDL') to provide remote e-voting facility to all its Members. Please note in accordance with the MCA Circulars, the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members to cast their votes electronically. 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. I.S.T. on Sunday, 16<sup>th</sup> April, 2023 (the last day to cast votes electronically) to be eligible for being considered. The Scrutinizer will submit his report to the Executive Chairman or the Executive Vice Chairman of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Executive Chairman or the Executive Vice Chairman of the Company on or before Tuesday, 18<sup>th</sup> April, 2023 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](http://www.tiindia.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.

### **PROPOSED RESOLUTION:**

#### **SPECIAL BUSINESS**

**To alter the Main Objects Clause of the Memorandum of Association**

**To consider and, if deemed fit, to pass the following Resolution as a 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-clause 14 after the existing sub-clause 13 thereunder:

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

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.

Chennai  
13<sup>th</sup> March, 2023

By Order of the Board  
For Tube Investments of India Ltd  
**S Suresh**  
Company Secretary

**NOTES:**

- (a) The relevant Statement pursuant to Section 102(1) and Section 110 of the Companies Act, 2013 ("**Act**") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts/rationale for the proposal is annexed hereto and forms part of the Postal Ballot Notice ("**Notice**").
- (b) In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circular No.14/2020 dated 8<sup>th</sup> April, 2020 read with General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 and General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 ("**MCA Circulars**"), the Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("**NSDL**")/Central Depository Services (India) Limited ("**CDSL**") and Registrar and Share Transfer Agent of the Company i.e. KFin Technologies Limited (formerly known as KFin Technologies Private Limited) ("**RTA**") as on 10<sup>th</sup> March, 2023 ("**Cut-Off Date**") and who have or 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 through remote e-voting. A person who is not a Member 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 Resolution in accordance with the process specified in this Notice.
- (d) In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standard-2 issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circulars, the Company is pleased to offer 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 (hereinafter referred to as the "**remote e-voting**"). In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.

- (e) Members may also note that the Postal Ballot Notice will also be available for download on the Company's website [www.tiindia.com](http://www.tiindia.com), website of NSDL at [www.evoting.nsdl.com](http://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 Saturday, 18<sup>th</sup> March, 2023 at 9.00 A.M. I.S.T. and ends on Sunday, 16<sup>th</sup> April, 2023 at 5.00 P.M. I.S.T. The remote e-voting module shall be disabled by NSDL for voting thereafter. 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 by electronic means in the manner and process as mentioned in this Notice. 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.
- (h) The Scrutinizer will submit his report to the Executive Chairman or the Executive Vice Chairman of the Company after completion of the scrutiny of the e-voting. 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 the Executive Vice Chairman of the Company on or before Tuesday, 18<sup>th</sup> April, 2023, 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 [www.tiindia.com](http://www.tiindia.com) and shall be communicated to the Stock Exchanges where the Company's shares are listed.
- (j) The Resolution, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date of remote e-voting, i.e., 16<sup>th</sup> April, 2023.
- (k) Relevant documents relating to the Postal Ballot Notice and the Statement pursuant to Section 102 of the Act shall 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](mailto:investorservices@tii.murugappa.com) up to 16<sup>th</sup> April, 2023.

## ANNEXURE TO THE NOTICE

### STATEMENT UNDER THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company is looking at new platforms to complement the existing businesses for its future growth as part of its long term strategy. In this regard, the Company has identified contract development and manufacturing services and active pharmaceutical ingredients (API) as a new line of business with the potential to grow and expand in the future, either directly or through a subsidiary.

Contract development and manufacturing organization (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. Indian companies are building their skill set to cater to biologics and synthesis-based CDMO. India is expected to grow significantly in CDMO and is emerging as a preferred destination due to its cost advantages and talented pool of skilled labour.

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 the contract development and manufacturing business, the Company has entered into an agreement on 13<sup>th</sup> March, 2023 with Mr. N Govindarajan, an experienced and well recognised professional 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. He has 30 years of experience in the pharmaceutical industry. He is a seasoned leader with expertise in business development, M&A and operations including handling globally accredited manufacturing facilities. He is also advising private equity on strategic and operational matters relating to pharmaceutical industry.

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.

It is considered that the proposed subsidiary will be a separate and specialised platform for better focus on the contract development and manufacturing services business, together with Mr. N Govindarajan, without cluttering the existing businesses of the Company. The proposed formation of the subsidiary and investment is subject to the shareholders approving the amendment to Objects Clause to include a specific object by passing the Special Resolution proposed for the purpose. The Members may note in this regard that the proposed investment will be within the limits prescribed under Section 186 of the Companies Act, 2013. The Members may further note that the investment will primarily be funded through internal accruals. The proposed investment will not add to or result in any significant stress on the financial position of the Company.

To facilitate the Company engaging in the above line of new business, the Board of Directors, at its meeting held on 3<sup>rd</sup> February, 2023, approved the foray into CDMO business, entering into necessary agreement with Mr. N Govindarajan, formation of separate subsidiary for the purpose and investment up to Rs. 285 Cr. The Board also decided to seek the approval of the Members by way of a Special Resolution under Section 13 and the other applicable provisions of the Act and the Rules thereunder for insertion of new Objects Clause no.14 under III(A) viz., the Main Objects in the Memorandum of Association of the Company as per details provided in the Resolution under the Notice.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested in the aforesaid Special Resolution for altering the Main Objects Clause of the Memorandum of Association of the Company as per details set out in Item no.1 of the Notice.

The Board recommends the Resolution for the Members' approval and accordingly, the Members are requested to accord their approval to the Special Resolution as set out in the Notice.

The existing Memorandum of Association of the Company will be open for inspection at the Registered Office of the Company during business hours on all working days between 10.00 a.m and 5.00 p.m up to 16<sup>th</sup> April, 2023.

Chennai  
13<sup>th</sup> March, 2023

By Order of the Board  
For Tube Investments of India Ltd  
**S Suresh**  
Company Secretary

## **INSTRUCTIONS FOR VOTING THROUGH REMOTE E-VOTING**

1. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, 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 9<sup>th</sup> 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.

### **I. Information relating to Remote E-voting:**

- i. Day, date and time of commencement of voting through electronic means: Saturday, 18<sup>th</sup> March, 2023 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: Sunday, 16<sup>th</sup> April, 2023 till 5.00 P.M. (IST).
- iii. Details of Website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- iv. Details of person to be contacted for issues relating to e-voting: [www.evoting.nsdl.com](http://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](mailto: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.

### **II. Instructions relating to Remote E-voting:**

The manner of voting by (i) Individual Shareholders holding shares of the Company in Demat mode, (ii) Shareholders other than Individuals holding shares of the Company in Demat mode, and shareholders holding securities in physical mode:

#### **(i) Individual Shareholders holding Shares of the Company in Demat mode:**

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-voting facility provided by Listed Entities", Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also the ease and convenience of participating in the e-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-voting facility.

The procedure to login and access remote e-voting, as devised by the Depositories/Depository Participant(s), is given below:

- ♦ **Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and depository participants:**

| Type of shareholders                                               | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | <b>A. NSDL IDeAS facility</b><br><ol style="list-style-type: none"><li>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li></ol> |

| Type of shareholders                                                                                   | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                        | <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>B. NSDL e-Voting website</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>3. 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</li> </ol> <p><b>C. NSDL Mobile App</b></p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">  <b>App Store</b>  <b>Google Play</b> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

Important note:

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

**(ii) Login Method for e-Voting and 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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail 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](http://www.evoting.nsdl.com).
  - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 and 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 is in active status.
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](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call : 022 - 4886 7000 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre Senior Manager at e-mail id - [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution 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 e-mail to [investorservices@tii.murugappa.com](mailto: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](mailto:investorservices@tii.murugappa.com). If you are an Individual shareholder 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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 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 e-mail ID correctly in their demat account in order to access e-Voting facility.

The Remote E-voting period commences on Saturday, 18<sup>th</sup> March, 2023 at 9.00 A.M. (IST) and ends on Sunday, 16<sup>th</sup> April, 2023 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, 10<sup>th</sup> March, 2023 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 is 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., Sunday, 16<sup>th</sup> April, 2023, subject to receipt of the requisite number of votes in favour of the Resolution.