



INDIA

September 27, 2017

**TI Financial Holdings Limited**

(Formerly known as 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.tifhl.com CIN:L65100TN1949PLC002905

The Manager  
Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor  
Plot No.C-1, Block G  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai 400 051

BSE Limited  
1st Floor  
New Trading Ring, Rotunda Building  
P J Towers, Dalal Street  
Fort  
Mumbai 400 001

Dear Sirs,

**Sub: Voting results - 68<sup>th</sup> Annual General Meeting (AGM)**

The 68<sup>th</sup> AGM of the Company was held at 11.30 AM on Monday, September 25, 2017.

In this regard, we enclose the following:

- Voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Report of scrutinizer dated September 26, 2017 pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.

Kindly take the above on record.

Thanking you,

Yours faithfully,  
for TI FINANCIAL HOLDINGS LIMITED.,  
(Formerly Tube Investments of India Ltd)

E KRITHIKA  
COMPANY SECRETARY

Encl : As above



**murugappa**

|                                                                               |                               |
|-------------------------------------------------------------------------------|-------------------------------|
|                                                                               | TI FINANCIAL HOLDINGS LIMITED |
| Date of the AGM/EGM                                                           | 25-09-2017                    |
| Total number of shareholders on record date                                   | 24531                         |
| No. of shareholders present in the meeting either in person or through proxy: |                               |
| Promoters and Promoter Group:                                                 | 3                             |
| Public:                                                                       | 1908                          |
| No. of Shareholders attended the meeting through Video Conferencing           |                               |
| Promoters and Promoter Group:                                                 | Not Applicable                |
| Public:                                                                       | Not Applicable                |

| Resolution No.                                                            | 1                                                                                                                                                                                 |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the Reports of the Board of Directors and the Auditors thereon. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                                                                |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                                                                                                                                                    | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                          | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                                              |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                             |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                          | 33298725               | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                                              |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                             |                        | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                          | 62758426               | 12858421                | 20.4888                                                    | 12858421                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                                              |                        | 7520                    | 0.0120                                                     | 7520                         | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                             |                        | 12865941                | 20.5008                                                    | 12865941                     | 0                          | 100                                                    | 0                                                    | 0             |
| Total                                                                     |                                                                                                                                                                                   | 187490591              | 117741496               | 62.7986                                                    | 117741496                    | 0                          | 100.0000                                               | 0.0000                                               | 0             |



| Resolution No.                                                            | 2                                                                                                                                                                      |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Auditors thereon. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                                                     |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                                                                                                                                         | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                               | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                                   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                  |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Institutions                                                      | E-Voting                                                                                                                                                               | 33298725               | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                                   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                  |                        | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                               | 62758426               | 12858421                | 20.4888                                                    | 12858421                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                                   |                        | 7520                    | 0.0120                                                     | 7520                         | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                  |                        | 12865941                | 20.5008                                                    | 12865941                     | 0                          | 100                                                    | 0                                                    | 0             |
| Total                                                                     |                                                                                                                                                                        | 187490591              | 117741496               | 62.7986                                                    | 117741496                    | 0                          | 100.0000                                               | 0.0000                                               | 0             |



| Resolution No.                                                            | 3                                                                                                                            |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Confirmation of Interim Dividend of Rs.1.25 per share already paid for the financial year ended 31st March, 2017. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                           |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                                                                                               | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                     | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                         |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                        |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Institutions                                                      | E-Voting                                                                                                                     | 33298725               | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                         |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                        |                        | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Non Institutions                                                  | E-Voting                                                                                                                     | 62758426               | 12858421                | 20.4888                                                    | 12858421                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                         |                        | 7520                    | 0.0120                                                     | 7520                         | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                        |                        | 12865941                | 20.5008                                                    | 12865941                     | 0                          | 100                                                    | 0                                                    | 0             |
| Total                                                                     | Total                                                                                                                        | 187490591              | 117741496               | 62.7986                                                    | 117741496                    | 0                          | 100.0000                                               | 0.0000                                               | 0             |

| Resolution No.                                                            | 4                                                          |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Re-appointment of Mr. N Srinivasan as Director. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                         |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                             | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                   | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                              |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                      |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |



|                          |                               |           |           |         |           |       |          |        |   |
|--------------------------|-------------------------------|-----------|-----------|---------|-----------|-------|----------|--------|---|
| Public- Institutions     | E-Voting                      | 33298725  | 22339235  | 67.0874 | 22339235  | 0     | 100.0000 | 0.0000 | 0 |
|                          | Poll                          |           | 0         | 0.0000  | 00        | 0     | 0.0000   | 0.0000 | 0 |
|                          | Postal Ballot (if applicable) |           | 0         | 0.0000  | 00        | 0     | 0.0000   | 0.0000 | 0 |
|                          | Total                         |           | 22339235  | 67.0874 | 22339235  | 0     | 100      | 0      | 0 |
| Public- Non Institutions | E-Voting                      | 62758426  | 12858421  | 20.4888 | 12833848  | 24573 | 99.8088  | 0.1911 | 0 |
|                          | Poll                          |           | 7520      | 0.0120  | 7520      | 0     | 100.0000 | 0.0000 | 0 |
|                          | Postal Ballot (if applicable) |           | 0         | 0.0000  | 00        | 0     | 0.0000   | 0.0000 | 0 |
|                          | Total                         |           | 12865941  | 20.5008 | 12841368  | 24573 | 99.809   | 0.191  | 0 |
|                          | Total                         | 187490591 | 117741496 | 62.7986 | 117716923 | 24573 | 99.9791  | 0.0209 |   |

|                                                                           |                                                                                                                                                                               |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution No.                                                            | 5                                                                                                                                                                             |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Ratification of appointment M/s. S R Batliboi & Associates LLP as Statutory Auditors of the Company for the Financial Year, 2017-18 and fixing their remuneration. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                                                            |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                                                                                                                                                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                      | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                         |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                      | 33298725               | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                         |                        | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                      | 62758426               | 12858421                | 20.4888                                                    | 12856161                     | 2260                       | 99.9824                                                | 0.0175                                               | 0             |
|                                                                           | Poll                                                                                                                                                                          |                        | 7520                    | 0.0120                                                     | 7520                         | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                 |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                                                         |                        | 12865941                | 20.5008                                                    | 12863681                     | 2260                       | 99.9824                                                | 0.0176                                               | 0             |
|                                                                           | Total                                                                                                                                                                         | 187490591              | 117741496               | 62.7986                                                    | 117739236                    | 2260                       | 99.9981                                                | 0.0019                                               |               |



| Resolution No.                                                            | 6                                                                                   |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment of Mr. A Vellayan as Director, liable to retire by rotation. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes                                                                                 |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                                                      | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                                            | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                               |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Institutions                                                      | E-Voting                                                                            | 33298725               | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                               |                        | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Non Institutions                                                  | E-Voting                                                                            | 62758426               | 12858421                | 20.4888                                                    | 12654416                     | 204005                     | 98.4134                                                | 1.5865                                               | 0             |
|                                                                           | Poll                                                                                |                        | 7520                    | 0.0120                                                     | 7520                         | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                               |                        | 12865941                | 20.5008                                                    | 12661936                     | 204005                     | 98.4144                                                | 1.5856                                               | 0             |
| Total                                                                     |                                                                                     | 187490591              | 117741496               | 62.7986                                                    | 117537491                    | 204005                     | 99.8267                                                | 0.1733                                               | 0             |

| Resolution No.                                                            | 7                                                             |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|---------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment Mr. M B N Rao as Independent Director. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                            |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                      | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                 |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                         |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |



|                          |                               |           |           |         |           |        |          |        |   |
|--------------------------|-------------------------------|-----------|-----------|---------|-----------|--------|----------|--------|---|
| Public- Institutions     | E-Voting                      | 33298725  | 22339235  | 67.0874 | 22339235  | 0      | 100.0000 | 0.0000 | 0 |
|                          | Poll                          |           | 0         | 0.0000  | 00        | 0      | 0.0000   | 0.0000 | 0 |
|                          | Postal Ballot (if applicable) |           | 0         | 0.0000  | 00        | 0      | 0.0000   | 0.0000 | 0 |
|                          | Total                         |           | 22339235  | 67.0874 | 22339235  | 0      | 100      | 0      | 0 |
| Public- Non Institutions | E-Voting                      | 62758426  | 12858421  | 20.4888 | 12654416  | 204005 | 98.4134  | 1.5865 | 0 |
|                          | Poll                          |           | 7520      | 0.0120  | 7520      | 0      | 100.0000 | 0.0000 | 0 |
|                          | Postal Ballot (if applicable) |           | 0         | 0.0000  | 00        | 0      | 0.0000   | 0.0000 | 0 |
|                          | Total                         |           | 12865941  | 20.5008 | 12661936  | 204005 | 98.4144  | 1.5856 | 0 |
|                          | Total                         | 187490591 | 117741496 | 62.7986 | 117537491 | 204005 | 99.8267  | 0.1733 | 0 |

|                                                                           |                                                                          |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution No.                                                            | 8                                                                        |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment Mrs. Shubhalakshmi Panse as Independent Director. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                       |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                                           | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                                 | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                    |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Institutions                                                      | E-Voting                                                                 | 33298725               | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                    |                        | 22339235                | 67.0874                                                    | 22339235                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Non Institutions                                                  | E-Voting                                                                 | 62758426               | 12858421                | 20.4888                                                    | 12648574                     | 209847                     | 98.3680                                                | 1.6319                                               | 0             |
|                                                                           | Poll                                                                     |                        | 7520                    | 0.0120                                                     | 7520                         | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                    |                        | 12865941                | 20.5008                                                    | 12656094                     | 209847                     | 98.369                                                 | 1.631                                                | 0             |
| Total                                                                     |                                                                          | 187490591              | 117741496               | 62.7986                                                    | 117531649                    | 209847                     | 99.8218                                                | 0.1782                                               |               |



| Resolution No.                                                            | 9                                                                                                                                                   |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|---------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment of Mr. N Ganesh as Manager of the Company, in terms of the Companies Act, 2013 & the Rules thereunder and the terms thereof. |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                                                                                  |                        |                         |                                                            |                              |                            |                                                        |                                                      |               |
| Category                                                                  | Mode of Voting                                                                                                                                      | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | Votes Invalid |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                            | 91433440               | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                               |                        | 82536320                | 90.2693                                                    | 82536320                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Institutions                                                      | E-Voting                                                                                                                                            | 33298725               | 22313735                | 67.0108                                                    | 22313735                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                               |                        | 22313735                | 67.0108                                                    | 22313735                     | 0                          | 100                                                    | 0                                                    | 0             |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                            | 62758426               | 12858421                | 20.4888                                                    | 12858421                     | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Poll                                                                                                                                                |                        | 7520                    | 0.0120                                                     | 7520                         | 0                          | 100.0000                                               | 0.0000                                               | 0             |
|                                                                           | Postal Ballot (if applicable)                                                                                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               | 0             |
|                                                                           | Total                                                                                                                                               |                        | 12865941                | 20.5008                                                    | 12865941                     | 0                          | 100                                                    | 0                                                    | 0             |
|                                                                           | Total                                                                                                                                               | 187490591              | 117715996               | 62.7850                                                    | 117715996                    | 0                          | 100.0000                                               | 0.0000                                               | 0             |



**Consolidated Scrutinizer's Report**

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

The Chairman

**TI Financial Holdings Limited,**  
**(formerly Tube Investments of India Limited)**

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

**Ref:68<sup>th</sup> Annual General Meeting (AGM) of the members of the Company**

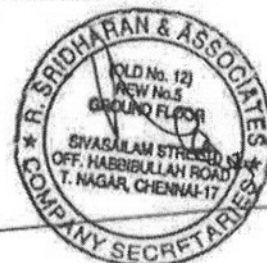
Dear Sir,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of **TI Financial Holdings Limited (formerly Tube Investments of India Limited)** vide resolution dated 9<sup>th</sup> August, 2017, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Wednesday, September 20, 2017 (9.00 AM) (IST) to Sunday, September 24, 2017 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 68<sup>th</sup> AGM of the members of the Company, held on Monday, 25<sup>th</sup> September, 2017 at 11.30 a.m. (IST) at T T K Auditorium (Main Hall), The Music Academy, New No 168, TTK Road, Chennai - 600 014.

We now submit our consolidated Report as under:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from Karvy Computershare Private Limited for enabling the members to cast their vote under the provisions of the said sections and the Rules made there under.
2. We have scrutinized and reviewed the remote e-voting system, electronic voting system at the AGM Venue (Insta Poll) at the conclusion of AGM. We had unblocked the list of members who had exercised the votes through remote e-voting after 5.00 P.M. on September 24, 2017. Further, we have unblocked the votes cast by the members at the AGM venue through electronic voting system (Insta Poll) in the presence of Mr K Satheesh and Ms A Deepika, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and voting at the AGM venue (Insta Poll) are based on the data downloaded from the official website of Karvy Computershare Private Limited.
3. Based on the data downloaded from the Official website of Karvy Computershare Private Limited for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote e-voting, Electronic Voting System (Insta Poll)) as under:





**Item No. 1 - Adoption of Audited Financial Statements, Reports of the Board of Directors' & Auditors for the financial year ended 31<sup>st</sup> March, 2017 (Ordinary Resolution)**

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>146</b>                                  | <b>117733976</b>                                | <b>18</b>                                | <b>7520</b>                          | <b>117741496</b>                                            | <b>100</b>                            |

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

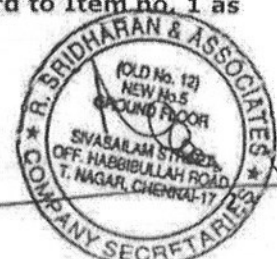
| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                      | <b>NIL</b>                               | <b>NIL</b>                           | <b>NIL</b>                                                  | <b>0</b>                              |

(iii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                       | <b>NIL</b>                              | <b>NIL</b>                           | <b>NIL</b>                                                   |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed unanimously.





**Item No. 2 – Adoption of Audited Consolidated Financial Statements & Auditors Report for the year ended 31<sup>st</sup> March, 2017 (Ordinary Resolution)**

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>146</b>                                  | <b>117733976</b>                                | <b>18</b>                                | <b>7520</b>                          | <b>117741496</b>                                            | <b>100</b>                            |

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

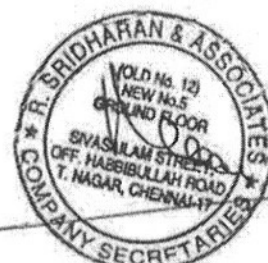
| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                      | <b>NIL</b>                               | <b>NIL</b>                           | <b>NIL</b>                                                  | <b>0</b>                              |

(iii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                       | <b>NIL</b>                              | <b>NIL</b>                           | <b>NIL</b>                                                   |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed unanimously.





**Item No. 3 – Confirmation of Interim Dividend (Ordinary Resolution)**

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| 146                                         | 117733976                                       | 18                                       | 7520                                 | 117741496                                                   | 100                                   |

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| NIL                                         | NIL                                             | NIL                                      | NIL                                  | NIL                                                         | 0                                     |

(iii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------------------------|
| NIL                                         | NIL                                              | NIL                                     | NIL                                  | NIL                                                          |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed unanimously.





**Item No. 4 – Re-appointment of Mr. N.Srinivasan (DIN:00123338) Director retire by rotation (Ordinary Resolution)**

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>145</b>                                  | <b>117709403</b>                                | <b>18</b>                                | <b>7520</b>                          | <b>117716923</b>                                            | <b>99.979</b>                         |

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>1</b>                                    | <b>24573</b>                                    | <b>0</b>                                 | <b>0</b>                             | <b>24573</b>                                                | <b>0.021</b>                          |

(ii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                       | <b>NIL</b>                              | <b>NIL</b>                           | <b>NIL</b>                                                   |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**Item No. 5 – Ratification of appointment of S R Batliboi & Associates LLP (Firm Reg No. 101049W), Chartered Accountants as Statutory Auditors (Ordinary Resolution)**

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>145</b>                                  | <b>117731716</b>                                | <b>18</b>                                | <b>7520</b>                          | <b>117739236</b>                                            | <b>99.998</b>                         |

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

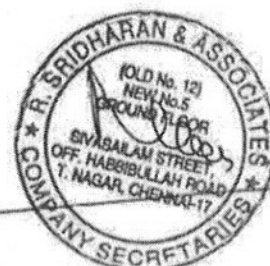
| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>1</b>                                    | <b>2260</b>                                     | <b>0</b>                                 | <b>0</b>                             | <b>2260</b>                                                 | <b>0.002</b>                          |

(iii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                       | <b>NIL</b>                              | <b>NIL</b>                           | <b>NIL</b>                                                   |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 6 – Appointment of Mr. A Vellayan (DIN:00148891) as Director of the Company (Ordinary Resolution)**

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>138</b>                                  | <b>117529971</b>                                | <b>18</b>                                | <b>7520</b>                          | <b>117537491</b>                                            | <b>99.827</b>                         |

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>8</b>                                    | <b>204005</b>                                   | <b>0</b>                                 | <b>0</b>                             | <b>204005</b>                                               | <b>0.173</b>                          |

(iii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) - Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                       | <b>NIL</b>                              | <b>NIL</b>                           | <b>NIL</b>                                                   |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**Item No. 7 – Appointment of Mr. M B N Rao (DIN:00287260) as Independent Director of the Company (Ordinary Resolution)**

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>138</b>                                  | <b>117529971</b>                                | <b>18</b>                                | <b>7520</b>                          | <b>117537491</b>                                            | <b>99.827</b>                         |

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>8</b>                                    | <b>204005</b>                                   | <b>0</b>                                 | <b>0</b>                             | <b>204005</b>                                               | <b>0.173</b>                          |

(iii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                       | <b>NIL</b>                              | <b>NIL</b>                           | <b>NIL</b>                                                   |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**Item No. 8 - Appointment of Ms. Shubhalakshmi Panse (DIN:02599310) as Independent Director of the Company (Ordinary Resolution)**

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

| Number of members voted in Remote E-Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|--------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>137</b>                                 | <b>117524129</b>                                | <b>18</b>                                | <b>7520</b>                          | <b>117531649</b>                                            | <b>99.822</b>                         |

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

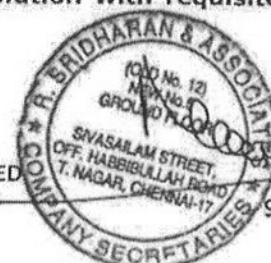
| Number of members voted in Remote E-Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|--------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>9</b>                                   | <b>209847</b>                                   | <b>0</b>                                 | <b>0</b>                             | <b>209847</b>                                               | <b>0.178</b>                          |

(iii) **Invalid** Votes:

| Number of members voted in Remote E-Voting | Number of votes cast (Shares) - Remote E-Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll |
|--------------------------------------------|-------------------------------------------------|-----------------------------------------|--------------------------------------|-------------------------------------------------------------|
| <b>NIL</b>                                 | <b>NIL</b>                                      | <b>NIL</b>                              | <b>NIL</b>                           | <b>NIL</b>                                                  |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 9 – Appointment of Mr. N Ganesh as Manager of the Company (Ordinary Resolution)**

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

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>144</b>                                  | <b>117708476</b>                                | <b>18</b>                                | <b>7520</b>                          | <b>117715996</b>                                            | <b>100</b>                            |

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

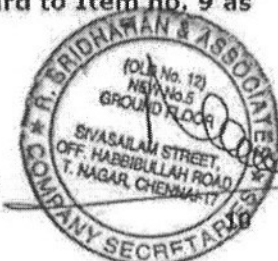
| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---------------------------------------------|-------------------------------------------------|------------------------------------------|--------------------------------------|-------------------------------------------------------------|---------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                      | <b>NIL</b>                               | <b>NIL</b>                           | <b>NIL</b>                                                  | <b>0</b>                              |

(iii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---------------------------------------------|--------------------------------------------------|-----------------------------------------|--------------------------------------|--------------------------------------------------------------|
| <b>NIL</b>                                  | <b>NIL</b>                                       | <b>NIL</b>                              | <b>NIL</b>                           | <b>NIL</b>                                                   |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed unanimously.



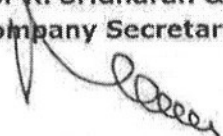


4. A Compact Disc (CD) containing a list of equity shareholders who voted **"FOR"** and **"AGAINST"** for each resolution is enclosed.

5. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman of the meeting considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,  
Yours faithfully,

For **R. Sridharan & Associates**  
Company Secretaries

  
CS R. Sridharan  
CP No. 3239  
FCS No. 4775

