

MINUTES OF THE 63rd ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TUBE INVESTMENTS OF INDIA LIMITED HELD ON MONDAY, 6th AUGUST, 2012 AT 4.00 P.M. AT 'T T K AUDITORIUM', THE MUSIC ACADEMY, 168 (OLD NO.306), TTK ROAD, CHENNAI 600 014.

Present

Mr. M M Murugappan	Chairman
Mr. L Ramkumar	Managing Director
Mr. Pradeep Mallick	Director
Mr. Pradeep V Bhide	Director
Mr. S Sandilya	Director
Mr. R Srinivasan	Director
Mr. C K Sharma	Director
Mr. N Srinivasan	Director

Also Present

Mr. S Suresh	Company Secretary
Mr. D Raghuram	President-TI Cycles & BSA Motors
Mr. P Ramachandran	President-TIDC India
Mr. K K Paul	President-TPI
Mr. K R Srinivasan	Sr. Vice President-TI Metal Forming
Mr. R Natarajan	Sr. VP-Corporate Technology Centre
Mr. N Prasad	Sr. VP (HR)
Mr. K Balasubramanian	Chief Financial Officer

1,522 Members were present in person.

96 Members were represented by proxy.

1. Mr. M M Murugappan, Chairman welcomed the members to the Company's 63rd Annual General Meeting.
2. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.

The Chairman informed the members about the untimely demise of Maj. Gen. (Retd.) E J Kocheikkan, Director, on 26th November, 2011. The members present at the meeting condoled the demise of Maj. Gen. (Retd.) E J Kocheikkan by observing a minute's silence as a mark of respect to the departed soul.

3. Proceeding to the business of the meeting, the Chairman announced that the Register of Directors' Shareholding maintained by the Company pursuant to Section 307 of the Companies Act, 1956 was



available for inspection by the members till the conclusion of the meeting.

The Chairman also announced that Statutory Auditors have certified that the Employees' Stock Option Plan (ESOP) Scheme of the Company had been implemented in accordance with the SEBI Guidelines and the certificate was available for inspection by the members at any time during the meeting.

4. The Chairman announced that 125 proxies for 11,80,10,270 equity shares were received and duly recorded.
5. The Chairman informed the members that Messrs. Deloitte Haskins & Sells, Statutory Auditors were present at the meeting.
6. The Chairman, with the permission of the members present, took the Notice convening the 63rd Annual General Meeting as read.
7. The Chairman requested the Company Secretary to read the Auditors' Report on the accounts for the financial year ended 31st March, 2012. The Company Secretary read out the Auditors' Report.
8. The Chairman highlighted the economic scenario during 2011-12. He also highlighted the good performance of the business divisions during the year resulting in higher sales and profits as compared to 2010-11, despite the presence of a few adverse factors in the domestic and international markets. He informed the members that the Company was able to gainfully build upon its strong performance of the previous year, making 2011-12, a year of consolidation. The Chairman further highlighted the fine performance of the various subsidiaries of the Company. The Chairman also highlighted to the members the acquisition of controlling stake in Shanthi Gears Limited, Coimbatore and informed that the acquisition will present the Company with several exciting opportunities and help in increasing the Company's share of business from the non-auto segment.

Mr. L Ramkumar, Managing Director made a presentation to the shareholders on the division-wise performance of the Company during 2011-12. He informed that all the business segments performed well, further consolidating and building upon their position in the markets they operate in. He elaborated on the market scenario, operational highlights and financials. He highlighted on the performance of the Cycle Division, whose top line growth was better than that of the industry. He also informed the members about the recognition received by 'BSA' and 'Hercules' as Super Brands. Mr. Ramkumar informed the members about the Engineering division further consolidating its market leadership during the year in value added precision tubes segment. He further highlighted the good performance of the Metal Formed Products division in 2011-12, resulting in various segments of the division registering significant growth. Mr. Ramkumar also made a



presentation on the performance of the various subsidiaries of the Company.

Mr. Ramkumar also informed the shareholders about the performance of the Company in the first quarter of the current financial year, 2012-13.

9. The Chairman proposed the following resolution relating to adoption of the audited accounts together with the Directors' Report and the Auditors' Report for the year ended 31st March, 2012 as an Ordinary Resolution:

RESOLVED that the Directors' Report, the Audited Statement of Profit and Loss for the financial year ended 31st March, 2012 and the Balance Sheet as at that date and the Auditors' Report thereon as published and circulated to the members and now submitted to this meeting be and are hereby received and adopted.

Mr. Govindlal M Parekh (IN301080/22502222) and a few other members present seconded the resolution.

Before the resolution was put to vote, the Chairman invited questions / comments from the members regarding the accounts and performance of the Company for the year ended 31st March, 2012. Some of the members spoke about the performance of the Company and put forth queries and suggestions relating to the accounts and performance of the Company in 2011-12.

During the proceedings, the Chairman had to bring a point of order as there was continuous disruption of the proceedings on account of the unauthorised use of mobile phone by a shareholder. The proceedings were brought to order as the shareholder left the meeting, at the request of the Chairman.

The Chairman thereafter replied to the questions/suggestions of the shareholders.

The Chairman then put the resolution to vote and the same was carried by majority.

10. The Chairman proposed the following resolution relating to declaration of final dividend for 2011-12 as an Ordinary Resolution:

RESOLVED that out of the profits for the financial year ended 31st March, 2012, a final dividend at the rate of Re.1 per share on the equity capital of the Company as recommended by the Board of Directors, be and the same is hereby declared for the year and that the said dividend be paid to the members whose names appear on the Register of Members as on 6th August, 2012 or their mandatees, thus making a total dividend of Rs.3 per equity share of Rs.2 each for the

financial year, including the interim dividend of Rs.2 per share already paid.

RESOLVED FURTHER that, in respect of shares held in electronic form, the dividend be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

Mr. R Vidyashankar (1204470005731511) and a few other members present seconded the resolution.

The Chairman put the resolution to vote and the same was passed by majority.

11. The Chairman proposed the following resolution in respect of Mr. R Srinivasan, who was to retire by rotation and had expressed his desire not to seek re-election, as an Ordinary Resolution:

RESOLVED that the vacancy caused by the retirement of Mr. R Srinivasan, who retires by rotation and does not seek re-appointment need not be filled at this meeting.

Mr. Joycelyn Peres (J001015) and a few other members present seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

12. The next item of the agenda was relating to the re-appointment of Mr. M M Murugappan as Director of the Company. As this item pertained to his own re-appointment, the Chairman, with the consent of the members present, requested Mr. S Sandilya, Director to take the Chair and transact Item No.4 of the Notice.

Mr. S Sandilya occupied the Chair as the Pro tem Chairman.

The Pro tem Chairman proposed the following resolution as an Ordinary Resolution:

RESOLVED that Mr. M M Murugappan, who retires by rotation, be and is hereby re-appointed as a Director of the Company.

Mr. P Srinivasulu (IN301549/15243223) seconded the resolution.

The Pro tem Chairman put the resolution to vote and the same was carried unanimously.

Mr. M M Murugappan resumed the Chair.

13. The Chairman proceeded to the next item of the Notice relating to the appointment of the Statutory Auditors. The Chairman informed the

members that M/s Deloitte Haskins & Sells, the retiring Auditors, have offered themselves for re-appointment.

The Chairman proposed the following resolution as an Ordinary Resolution:

RESOLVED that Messrs. Deloitte Haskins & Sells, Chartered Accountants (Firm registration No.008072S), the retiring Auditors, be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of Rs.30 lakhs in addition to reimbursement of out-of-pocket expenses.

Mr. S Subramanian (S002208) and few other shareholders present seconded the resolution.

The Chairman put the resolution to vote and the same was passed by majority.

14. The Chairman proposed the following resolution relating to the appointment of Mr. C K Sharma as Director as an Ordinary Resolution:

RESOLVED that Mr. C K Sharma be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Mr. R Gurumurthy (IN 300572/10008015) seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

15. The Chairman proposed the following resolution relating to the according of the Company's consent for creation of mortgage/charge on the movable and immovable properties of the Company in favour of the lenders as an Ordinary Resolution:

RESOLVED that consent of the Company be and is hereby accorded, in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company (which includes a duly constituted Committee thereof) for mortgaging and/or charging all the immovable and moveable properties of the Company, present and future, wheresoever situate, and the whole of the undertaking of the Company in favour of the Holders/Trustees of the 9.90% Secured Redeemable Non-Convertible Debentures for Rs.100 crores ("NCDs") issued by the Company, together with interest at the agreed rate, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company to the Holders/Trustees of the aforesaid NCDs with such ranking and at such time and on such terms as the Board may determine.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with the Holders/Trustees the documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution.

Mr. V Thulasi Das (T000051) and few other shareholders present seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

16. The Chairman proposed the following resolution relating to the according of the Company's consent for extending the Exercise Period of Options granted under the Employee Stock Option Scheme 2007 from three years to six years as a Special Resolution:

RESOLVED that in partial modification of the Special Resolution passed at the 58th Annual General Meeting of the Company held on 31st July, 2007 ("said Resolution") and pursuant to Section 81(1A) of the Companies Act, 1956 and Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and any other applicable regulatory requirement, approval of the Company be and is hereby accorded for extending the Exercise Period of Options granted under the Employee Stock Option Scheme 2007 ("ESOP 2007") constituted pursuant to the said Resolution, from the earlier approved three years to six years.

RESOLVED FURTHER that the amendment to Clause 6 of the ESOP 2007, for extending the Exercise Period from three years to six years (with such exceptions as may be considered necessary or appropriate by the Board or any Committee thereof) be and is hereby approved.

RESOLVED FURTHER that the Board of Directors or any Committee thereof, be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for the purpose of giving effect to this Resolution with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

Mr. R Surendran (IN300572 / 10005901) and few other shareholders present seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

17. The Chairman proposed the following resolution under Item no.9(a) of the Notice relating to the according of the Company's consent for constituting a Scheme called "Employee Stock Option Plan 2012" for grant of Stock Options to the permanent employees of the Company as a Special Resolution:



RESOLVED that in accordance with the applicable provisions of the Companies Act, 1956, as amended from time to time ("the Act"), the Memorandum and Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India, the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and/or such other approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee including the Compensation & Nomination Committee, which the Board may, at its discretion, authorise to exercise certain or all of its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to constitute at any time a Scheme called "Employee Stock Option Plan 2012" or "ESOP 2012" (hereinafter referred to as "the Plan/the Scheme"), to create, offer and grant such number of Stock Options to the permanent employees of the Company, including any Managing Director or Whole-time Director, existing and future, from time to time, as may be decided solely by the Board, exercisable into fully paid up equity share of Rs.2/- each which shall be acquired from the secondary market through an ESOP Trust set up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2012 and the applicable laws and regulations, provided that such outstanding Options arising out of the proposed ESOP Scheme and/or the earlier ESOP Scheme(s), upon exercise shall, in the aggregate, not exceed 5% of the paid up equity capital of the Company as at 31st March, 2012, being 93,15,765 equity shares of Rs.2/- each.

RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company, the above ceiling of 93,15,765 equity shares shall be deemed to be increased proportionately to the extent of such additional equity shares issued.

RESOLVED FURTHER that in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.2/- per equity share bears to the revised face value of the equity



shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER that the Company be and is hereby authorised to constitute an Employee Welfare Trust, namely, "TII ESOP 2012 Trust" ("the Trust") for the purpose of giving effect to the Scheme, which shall hereby be authorised to acquire equity shares of the Company from the secondary market for the benefit of the employees in accordance with the Scheme/the Plan and hold the shares till the settlement of the Options.

RESOLVED FURTHER that the Company be and is hereby authorised to provide financial assistance to the Trust (including without any interest), as may be deemed fit, to enable the Trust to acquire or purchase the equity shares of the Company subject to compliance with the applicable provisions of the Act, including any statutory modification(s) or amendment(s) thereof.

RESOLVED FURTHER that the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the Scheme, from time to time or to suspend, withdraw or revise the Scheme, from time to time and settle all questions, queries, difficulties or doubts that may arise in relation to the implementation of the Scheme and incur expenses in relation thereto, as it may deem fit, from time to time, in its sole and absolute discretion, in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

Mr. S Padmanabhan (IN301313/20285505) and few other shareholders present seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

18. The Chairman proposed the following resolution under Item no.9(b) of the Notice relating to the according of the Company's consent for extending the benefits of "Employee Stock Option Plan 2012" for grant of Stock Options to the permanent employees of subsidiary companies as a Special Resolution:

RESOLVED that in accordance with the applicable provisions of the Companies Act, 1956, as amended from time to time ("the Act"), the Memorandum and Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India, the Listing Agreement entered into with the Stock Exchanges, where the securities of the Company are listed and/or such other



approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee including the Compensation & Nomination Committee, which the Board may, at its discretion, authorise to exercise certain or all of its powers, including the powers conferred by this Resolution), the consent of the Members be and is hereby accorded to the Board to extend the benefits of the said ESOP Scheme referred to in the Resolution under Item no.9(a) of this Notice to the benefit of such person(s) who are in permanent employment of the subsidiary companies, including any Managing Director or Whole-time Director, existing and future, by way of grant of Options exercisable into fully paid up equity share of Rs.2/- each which shall be acquired from the secondary market through an ESOP Trust set up by the Company, at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2012 and the applicable laws and regulations, provided that such outstanding Options arising out of the current ESOP Scheme and/or the earlier ESOP Scheme(s) upon exercise shall, in the aggregate, not exceed 5% of the paid up equity capital of the Company as at 31st March, 2012, being 93,15,765 equity shares of Rs.2/- each.

RESOLVED FURTHER that the Board be and is hereby authorised to make modifications, changes, variations, alterations or revisions in the Scheme, from time to time or to suspend, withdraw or revise the Scheme, from time to time and settle all questions, queries, difficulties or doubts that may arise in relation to the implementation of the Scheme and incur expenses in relation thereto, as it may deem fit, from time to time, in its sole and absolute discretion, in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws.

Mr. S V Kaushik (IN303237/10136739) and few other shareholders present seconded the resolution.

The Chairman put the resolution to vote and the same was carried unanimously.

19. The Chairman declared the meeting as closed.

Chennai
30th August, 2012

M M Mungappa
CHAIRMAN



