



Tube Investments of India Ltd.

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404
Website: www.tiindia.com

20th August, 2012

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

Bombay Stock Exchange Ltd
1st Floor
New Trading Ring, Rotunda Building
P J Towers, Dalal Street
Fort
Mumbai 400 001

Dear Sirs,

Voting results of the Postal Ballot

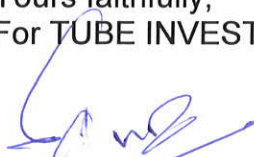
We inform that the shareholders of the Company have passed a Special Resolution under Section 372A of the Companies Act, 1956, approving the investment of a sum not exceeding Rs.500 crores in the equity shares of Shanthy Gears Limited, with requisite majority by way of Postal Ballot under Section 192A of the Companies Act, 1956.

Please find enclosed the details of the result of the Postal Ballot announced today together with the particulars of the voting results as required under Clause 35A of the Listing Agreement.

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

Thanking you,

Yours faithfully,
For TUBE INVESTMENTS OF INDIA LIMITED


S SURESH
COMPANY SECRETARY

Encl:



murugappa



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Special Resolution passed by Postal Ballot on 20th August, 2012

1. Pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company vide the Notice of Postal Ballot dated 13th July, 2012, along with Explanatory Statement thereto, sought the approval of the shareholders for the following **Special Resolution** under Section 372A of the Companies Act, 1956 for the investment of a sum not exceeding Rs.500 crores in the equity shares of Shanthi Gears Limited:

RESOLVED that pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such approvals, consents, sanction and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company to invest/acquire by way of purchase or otherwise, in one or more tranches, the equity shares of Shanthi Gears Limited for an aggregate sum not exceeding Rs.500 crores, even if such investment exceeds the limits prescribed under Section 372A of the Companies Act, 1956.

RESOLVED FURTHER that the Board of Directors of the Company are hereby severally authorised to take such steps as may be necessary for obtaining approvals, permissions, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to a Committee of the Board of Directors and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

2. Mr. R Sridharan of Messrs. R Sridharan & Associates, Company Secretaries, was appointed as the Scrutiniser for the conducting the Postal Ballot voting process in a fair and transparent manner and for submitting his Report thereon to the Chairman or any Director of the Company, after completion of the scrutiny of the Postal Ballots.
3. The Notice of Postal Ballot dated 13th July, 2012, along with the draft Special Resolution, Explanatory Statement and Postal Ballot Form, was despatched to the shareholders on 16th July, 2012, by ordinary post. A notice regarding the posting of the Postal Ballot Forms was published in 'Business Standard' and 'Makkal Kural' on 17th July, 2012. The last date for receipt of the Postal Ballot Forms, duly completed by the shareholders, was fixed as the closing of the working hours (5.30 p.m.) on Thursday, 16th August, 2012 and the results are to be announced on Monday, 20th August, 2012.
4. The Scrutiniser, Mr. R Sridharan of Messrs. R Sridharan & Associates, has submitted his Report on 18th August, 2012.
5. The details of the Special Resolution passed by the Members by means of Postal Ballot, based on the Report received from Mr. R Sridharan, Scrutiniser, are given below:



Details of the Special Resolution	Approval for investment under Section 372A of the Companies Act, 1956, for the investment of a sum not exceeding Rs.500 crores in the equity shares of Shanthi Gears Limited.
Date of Postal Ballot Notice	13 th July, 2012
Total no. of shareholders	23,093
Total paid up equity share capital (no. of shares)	18,63,62,757
Postal Ballot Forms received	958
Postal Ballot Forms found to be valid	950
No. of Postal Ballots cast in favour (assent) of the Resolution	924
Votes cast in favour (assent) of the Resolution	11,30,72,110
No. of Postal Ballots cast against (dissent) the Resolution	26
Votes cast against (dissent) the Resolution	63,130

6. The number of votes cast in favour of the Resolution (11,30,72,110 votes) was more than three times the number of votes cast against the Resolution (63,130 votes) and hence, the Special Resolution under Section 372A of the Companies Act, 1956 as set out in the Notice of Postal Ballot has been approved by the shareholders with the requisite majority.
7. The details of Voting Results with regard to the Special Resolution, as tabulated in the manner required under Clause 35A of the Listing Agreement with the Stock Exchanges, are as under:

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3) $(3) = [(2)/(1)] * 100$	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour of Votes polled (6) $(6) = [(4)/(2)] * 100$	% of Votes against on Votes polled (7) $(7) = [(5)/(2)] * 100$
Promoter and Promoter Group	8,97,07,890	8,97,07,890	100.00	8,97,07,890	Nil	100.00	Nil
Public – Institutional holders	4,97,20,251	2,05,80,256	41.39	2,05,80,256	Nil	100.00	Nil
Public- Others	4,69,34,616	28,47,094	6.07	27,83,964	63,130	97.80	2.44
Total	18,63,62,757	11,31,35,240	60.71	11,30,72,110	63,130	99.94	0.06

8. The above declared result of the Postal Ballot is displayed at the Registered Office of the Company and on its website viz., www.tiindia.com besides communication of the same to the Stock Exchange on which the Company's shares are listed viz., BSE Ltd (viz., Bombay Stock Exchange) and National Stock Exchange of India Ltd.

For TUBE INVESTMENTS OF INDIA LTD.

Place: Chennai
Date : 20th August, 2012



M M Murugappan

M M MURUGAPPAN
CHAIRMAN