



TUBE INVESTMENTS OF INDIA LIMITED

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

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

To,

The Members of Tube Investments of India Limited

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, a Special Resolution under Section 372A of the Companies Act, 1956 for the purchase of not exceeding 15 Lakhs Equity shares of Rs. 10 each of Cholamandalam Investment and Finance Company Limited is proposed to be passed by way of Postal Ballot.

As required under Rule 4 of the said Rules, your consent for the said proposal as contained in the said resolution is sought to be obtained by means of Postal Ballot.

The draft Special Resolution along with the Explanatory Statement thereto is enclosed.

The Postal Ballot Form for voting by you as a shareholder of the Company is also enclosed.

The Board of Directors has appointed Mr. R. Sridharan of Messrs. R Sridharan & Associates, Company Secretaries, as Scrutiniser for conducting this Postal Ballot voting process in a fair and transparent manner.

Please read carefully the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutiniser **before the close of working hours (5.30 p.m.) on Monday, 20th December, 2010**. Please note that any postal ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman or any Director of the Company after the completion of the scrutiny of the postal ballots. The results will be announced by the Chairman or any Director of the Company on **Wednesday, 22nd December, 2010 at 2.00 p.m.** at the Registered Office of the Company at 'Dare House', 234, N S C Bose Road, Chennai - 600 001. The results of the Postal Ballot will also be displayed at the said office and posted on the Company's website **www.tiindia.com** besides communicating to the Stock Exchanges where the Company's shares are listed.

The related resolution being a Special Resolution shall be declared as passed if votes cast in favour of the resolution is three times more in number than the votes, if any, cast against the resolution.

Chennai
16th November, 2010.

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

To consider and, if deemed fit, to pass the following Resolution as a Special Resolution:

RESOLVED that pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company to purchase not exceeding 15,00,000 Equity Shares of Rs.10 each of Cholamandalam Investment and Finance Company Limited, in one or more tranches at the price prevailing on the date of purchase, from New Ambadi Estates Pvt Ltd or any other entities or persons 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 is hereby authorised to take such steps as may be necessary for obtaining approvals, 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.

Chennai
16th November, 2010.

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For Tube Investments of India Ltd
S Suresh
Company Secretary



The Explanatory Statement as required under Section 173(2) of the Companies Act, 1956.

Cholamandalam Investment and Finance Company Ltd (CIFCL), a Company engaged in the financial services business, is a subsidiary of the Company. The Company presently holds 59.30% of the Equity Capital of CIFCL. CIFCL is engaged in vehicle finance, home equity and other asset based financing business and has been consistently growing in these segments.

During the half-year ended 30th September, 2010, CIFCL has disbursed Rs.1984 Crores (as against Rs.1183 Crores in the same period last year) in Vehicle Finance representing a growth of 68%. Similarly, in Home Equity, CIFCL has disbursed Rs.593 Crores (as against Rs.392 Crores in the same period last year) representing a growth of 51%. The company's Business finance float grew to Rs.592 Crores (as against Rs.392 Crores in the same period last year), a growth of 51%.

During the half year ended 30th September, 2010, CIFCL has reported a Profit Before Tax of Rs.63.62 Crores, as against a profit of Rs.10.43 Crores (before absorbing Rs.43 Crores of one time loss on account of sale of Asset Management business).

In order to further consolidate the Company's holding in CIFCL, it is proposed to purchase not exceeding 15,00,000 Equity shares of CIFCL from New Ambadi Estates Pvt Ltd, or any other entities or persons at the market rate prevailing on the date of purchase.

As per the provisions of Section 372A of the Companies Act, 1956 any investment in excess of 60% of the paid up capital and free reserves or 100% of the free reserves, whichever is higher would require the approval of the shareholders by Special Resolution.

Since the investment as set out in the resolution, together with the investments already made by the Company, will be in excess of the limits prescribed under Section 372A of the Companies Act, 1956, prior approval of the shareholders by way of a Special Resolution is required for the same. The funds required for this investment will be met out of internal accruals.

Interest of Directors

Mr. M M Murugappan, Director and shareholder of New Ambadi Estates Pvt Ltd is concerned or interested in this item of business. None of the other Directors is interested or concerned.

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For Tube Investments of India Ltd
Chennai
16th November, 2010.

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RESOLVED FURTHER that the Board of Directors of the Company is hereby authorized to take such steps as may be necessary for obtaining approvals, 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.

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

Chennai
16th November, 2010.