



Tube Investments of India Limited
(Formerly known as TI Financial Holdings Limited)
Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404
Website: www.tiindia.com CIN: L35100TN2008PLC069496

8th May, 2019

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

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

Dear Sirs,

Results of Postal Ballot & Electronic Voting - ISIN: INE974X01010

In continuation to our letter dated 8th April, 2019, we write to inform that the shareholders of the Company have passed, with the requisite majority, the Special Resolution approving under Section 13 of the Companies Act, 2013 the alteration by insertion of a new sub-clause 10 under Clause III (A) (Main Objects Clause) of the Memorandum of Association of the Company. In brief, the said new sub-clause would facilitate the Company engage in the business of manufacture of automotive vision and other vision systems and components.

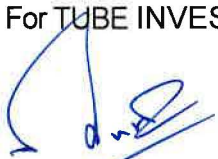
In the aforesaid connection, please find enclosed the details of the result of the voting by Postal Ballot and Electronic Voting announced today (8th May, 2019) at the Registered Office of the Company together with particulars of voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015 ('SEBI Listing Regulations'). These details are also being displayed on the Company's website www.tiindia.com and on www.karvyfintech.com viz., the website of electronic voting service providing agency, Karvy Fintech Private Ltd. Also, please find attached the Scrutinizer's Report dated 8th May, 2019 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The aforesaid information furnished is also pursuant to Regulation 30 of the SEBI Listing Regulations.

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:



TUBE INVESTMENTS OF INDIA LIMITED
(Formerly, TI Financial Holdings Limited)

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

Tel: 91.44.42177770-5 - Fax: 91.44.42110404 - Website: www.tiindia.com - E-mail id: investorservices@tii.murugappa.com

CIN: L35100TN2008PLC069496

(DECLARATION OF POSTAL BALLOT RESULTS)

Company Name	TUBE INVESTMENTS OF INDIA LIMITED
Date of the AGM/EGM	Not applicable - Approval of shareholders sought through Postal Ballot & electronic voting. Hence, resolution deemed to have been on 7th May, 2019 viz., last date of voting
Total number of shareholders on record date	23,837
No. of shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	Not applicable
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION: Approval for alteration by insertion of a new sub-clause 10 after the existing sub-clause 9 under Clause III(A) (Main Objects Clause) of the Memorandum of Association of the Company.							
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
Promoter and Promoter Group	E-Voting	89889599	87292862	97.1112	87292862	0	100.00	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	89889599	0	0	0	0	0	0
	TOTAL	89889599	87292862	97.1112	87292862	0	100.00	0.00
Public- Institutions	E-Voting	59696973	46987775	78.7105	46987775	0	100.00	0.00
	Poll	0	0	0	0	0	0	0
	Postal Ballot	59696973	0	0	0	0	0	0
	TOTAL	59696973	46987775	78.7105	46987775	00	100.00	00.00
Public- Non Institutions	E-Voting	38124709	34866	0.0915	32606	2260	93.5180	6.4820
	Poll	0	0	0	0	0	0	0
	Postal Ballot	38124709	194662	0.5106	186246	8416	95.6766	4.3234
	TOTAL	38124709	229528	0.6020	218852	10676	95.3487	4.6513
Total		187711281	134510165	71.6580	134499489	10676	99.9921	0.0079



Handwritten signature and initials



TUBE INVESTMENTS OF INDIA LIMITED

(Formerly, TI Financial Holdings Limited)

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

Tel: 91.44.42177770-5 Fax: 91.44.42110404

Website: www.tiindia.com; Email id: investorservices@tii.murugappa.com

CIN: L35100TN2008PLC069496

Special Resolution passed by Postal Ballot on 8th May, 2019

1. Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"], the Company vide the Notice of Postal Ballot dated 27th March, 2019, along with Explanatory Statement thereto, sought the approval of the shareholders for the following **Special Resolution**:

Item No. 1

Approval under Section 13 of the Companies Act, 2013, or any amendment thereto or modification thereof, for alteration by insertion of a new sub-clause 10 after the existing sub-clause 9 under Clause III(A) (Main Objects Clause) of the Memorandum of Association of the Company.

RESOLVED that in accordance with the provision of Section 13 of the Companies Act, 2013, or any amendment thereto or modification thereof, Clause III(A) [Main Objects Clause] of the Memorandum of Association of the Company be and is hereby altered/amended by insertion of the following new sub-clause 10 after the existing sub-clause 9 thereunder:

10. To manufacture, sell, trade and otherwise deal with vision/imaging systems, including cameras, radars, lasers and their parts, accessories, components, software and assemblies.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this Resolution.

2. Mr. R Sridharan of Messrs. R Sridharan & Associates, Company Secretaries, was appointed as the Scrutinizer for conducting the Postal Ballot voting process (including electronic voting) 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 and electronic voting.
3. The Postal Ballot Notice dated 27th March, 2019 along with the Special Resolution, Explanatory Statement and Postal Ballot Form was sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot form were sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope. A notice regarding the posting of the Postal Ballot Forms was published in the 'Financial Express' (English) and 'Makkal Kural' (Tamil) on 7th April, 2019. The electronic voting and voting by Postal Ballot Form commenced from Monday, 8th April, 2019 (9.00 A.M. IST) and the last date for receipt of the Postal Ballot Forms, duly completed by the shareholders, was the close of the working hours (5.00 P.M.) on Tuesday, 7th May, 2019 and the results to be announced on Wednesday, 8th May, 2019.



4. The Scrutiniser, Mr. R Sridharan of Messrs. R Sridharan & Associates, has submitted his Report on 8th May, 2019.
5. The details of voting relating to 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 under Section 13 of the Companies Act, 2013 for alteration by insertion of a new sub-clause 10 after the existing sub-clause 9 under Clause III(A) (Main Objects Clause) of the Memorandum of Association of the Company.
Date of Postal Ballot Notice	27th March, 2019
Total no. of shareholders	23,837
Total Paid up equity share capital (no. of shares)	18,77,11,281
Postal Ballot Forms received: -	
- Physical Ballot	212
- Electronic Voting	178
- Total	390
Postal Ballot Forms found to be valid: -	
- Physical Ballot	208
- Electronic Voting	173
- Total	381
No. of Postal Ballots cast in favour (assent) of the Resolution: -	
- Physical Ballot	200
- Electronic Voting	172
- Total	372
No. of Postal Ballots cast against (dissent) the Resolution: -	
- Physical Ballot	8
- Electronic Voting	1
- Total	9

Special Resolution

The number of votes cast in favour of the Resolution (134499489 votes) was not less than three times the number of votes cast against the Resolution (10676 votes) and hence, the Special Resolution under Section 13 of the Companies Act, 2013 as set out in the Notice of Postal Ballot has been approved by the shareholders with the requisite majority.

K. Sridharan



6. The details of Voting Results with regard to the Special Resolution, as tabulated in the manner required under Regulation 44 of the SEBI Listing Regulations, are as under:

Special Resolution

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							
E-Voting	89889599	87292862	97.1112%	87292862	0	100%	0
Poll	0	0	0	0	0	0	0
Postal Ballot	89889599	0	0	0	0	0	0
Total	89889599	87292862	97.1112%	87292862	0	100%	0
Public – Institutions							
E-Voting	59696973	46987775	78.7104%	46987775	0	100%	0
Poll	0	0	0	0	0	0	0
Postal Ballot	59696973	0	0	0	0	0	0
Public – Non-Institutions							
E-Voting	38124709	34866	0.0915%	32606	2260	93.5180%	6.4820%
Poll	0	0	0	0	0	0	0
Postal Ballot	38124709	194662	0.5105%	186246	8416	95.6766%	4.3234%
Total	97821682	47217303	48.2686%	47206627	10676	99.9777	0.0226
Grand Total	187711281	134510165	71.6580%	134499489	10676	99.992%	0.008%

7. The above declared results of the Postal Ballot are displayed at the Registered Office of the Company and on its website viz., www.tiindia.com and on the website of Karvy www.evoting.karvy.com besides communication of the same to the Stock Exchange on which the Company's shares are listed viz., BSE Ltd. and National Stock Exchange of India Ltd.

Place: Chennai
Date : 8th May, 2019



For TUBE INVESTMENTS OF INDIA LTD.

[Signature]

RAMESH K B MENON
DIRECTOR

8th May, 2019

The Chairman
TUBE INVESTMENTS OF INDIA LIMITED
Formerly **TI Financial Holdings Limited**,
"Dare House",
No.234, N S C Bose Road,
Chennai – 600 001.

Dear Sir,

Sub: Passing of Resolution through Postal Ballot and Electronic Voting

Pursuant to the resolution passed by the Board of Directors of **TUBE INVESTMENTS OF INDIA LIMITED** (formerly TI Financial Holdings Limited)(the Company) on March 27, 2019, we have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot forms and electronic voting (E-Voting) in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
Section 13 of the Companies Act, 2013	SPECIAL RESOLUTION RESOLVED that in accordance with the provision of Section 13 of the Companies Act, 2013, or any amendment thereto or modification thereof, Clause III(A) [Main Objects Clause] of the Memorandum of Association of the Company be and is hereby altered / amended by insertion of the following new sub-clause 10 after the existing sub-clause 9 thereunder: 10. To manufacture, sell, trade and otherwise deal with vision/imaging systems, including cameras, radars, lasers and their parts, accessories, components, software and assemblies. RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this Resolution.

WE REPORT that the Postal Ballot notice dated 27th March, 2019 under Section 110 of the Companies Act, 2013, ("the Act") (along with the Statement pursuant to Section 102 of the Act and Postal Ballot form) was issued by the Company individually to all the members and the notices were dispatched by Physical mode through registered post and Electronic mode through E-mails to those members



whose e-mail ids are available with Karvy Fintech Private Limited (Karvy), the Registrar and Share Transfer Agent of the Company, on 6th April, 2019.

We report that as stated in the notice sent to the members, the Company had fixed 7th May, 2019 as the last date for receipt of Postal Ballot form and for the E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "**FINANCIAL EXPRESS**" in 'English' on 7th April, 2019 and "**MAKKAL KURAL**" in the vernacular language 'Tamil' on 7th April, 2019 informing about the dispatch of the Postal Ballot notice, form, and other related matters mentioned therein. We report that we have received the Postal Ballot forms from the members and the E-Voting particulars in respect of the Postal Ballot and E-Voting done using the E-Voting platform provided by Karvy during the period starting from **8th April, 2019 (9:00 a.m. IST) to 7th May, 2019 (5:00 p.m. IST)**. The E-voting facility for members was closed by Karvy after 5.00 P.M. on Tuesday, 7th May, 2019.

All Postal Ballot forms and details of votes cast through E-Voting platform received upto the closure of working hours (**5:00 p.m. IST**) on Tuesday, 7th May, 2019, the last date fixed by the Company for receipt of the Postal Ballot forms and completion of E-Voting, have been considered for our scrutiny.

Envelopes containing Postal Ballot forms returned undelivered aggregate to 430 (Four Hundred and Thirty only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot forms, we have not come across any mutilated Postal Ballot forms.

We report that all the Postal Ballot forms and details of votes cast through E-Voting platform were scrutinized and processed and a statement containing the name of Shareholders, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes - Voted, Assented, Dissented and Rejected were generated.

We report that the ballot papers were reconciled with the records maintained by Karvy viz., the Registrar and Share Transfer Agent of the Company.

The Postal Ballot forms, which were found defective have been treated as invalid and kept separately.

We report that out of **23837** Shareholders, we have received valid votes through Postal Ballot and E-Voting from **381** Shareholders and the details of polling results are given below:





Period of Postal Ballot and E-Voting	8th April, 2019 (9:00 a.m. IST) to 7th May, 2019 (5:00 p.m. IST)		
Total No. of Shareholders	23837		
Total No. of Shares	187711281		
Particulars	As per Postal Ballot forms	As per E-Voting	Total
No. of votes cast	212	178	390
Less: Invalid votes*	4	5	9
Net Valid Votes	208	173	381

**Invalid votes were not considered.*

Approval for Alteration of the Main Objects clause of the Memorandum of Association of the Company through insertion of a new Main Objects Clause as sub-clause 10 after the existing sub-clause 9:

Special Resolution

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

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
172	134313243	200	186246	134499489	99.992

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

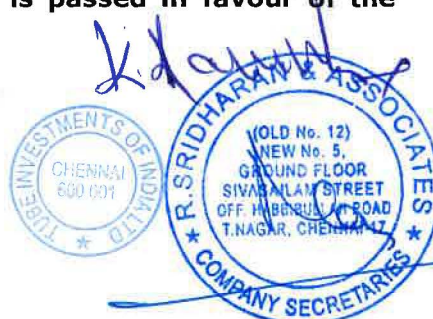
Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
1	2260	8	8416	10676	0.008

(iii) **Invalid** Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
5	277360	4	558	277918

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution under Section 13 of the Companies Act, 2013, as set out in the Notice of Postal Ballot dated March 27, 2019 is passed in favour of the resolution with requisite majority.





We further report that as per the Notice of Postal Ballot dated March 27, 2019 approved by the Board of Directors on March 27, 2019, the Chairman or any Director of the Company may declare and confirm the above results of the voting done by postal ballot and e-voting on Wednesday, 8th May, 2019 at the Registered Office of the Company. The results of the postal ballot will also displayed at the Registered Office of the Company and posted on the Company's website viz., - www.tiindia.com and also in Karvy's website viz., - www.karvyfintech.com besides being communicated to the Stock Exchanges where the Company's shares are listed. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as postal ballot papers including voting by electronic means, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained and number of shares rejected), which are in our safe custody will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot and E-Voting process

Thanking You

Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

CS R Sridharan
FCS No. 4775
CP No. 3239

Place: Chennai
Encl.: a/a



[Handwritten signature]

