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

January 24, 2019

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

Scrip Code :TIFIN

The Secretary
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001

Scrip Code : 504973

Dear Sir,

Sub: Postal Ballot Notice

Further to our letter dated January 18, 2019 intimating approval of postal ballot notice by the Board, we enclose copy of the Postal Ballot Notice and Form sent to the shareholders of the company in terms of the provisions of Section 110 of Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014. The Notice and Form are being uploaded on the Company's website, www.tifhl.com.

Kindly take the same on record

Thanking you,

Yours faithfully,
for TI FINANCIAL HOLDINGS LIMITED

E KRITHIKA
COMPANY SECRETARY

Encl.: as above

murugappa

TI FINANCIAL HOLDINGS LIMITED

(Formerly, Tube Investments of India Limited)

(CIN: L65100TN1949PLC002905)

Registered Office: "Dare House", No. 234, N.S.C Bose Road, Chennai 600 001

Website: www.tifhl.com E-mail ID: investorservices@tifhl.murugappa.com

Phone: 044-42177770-5 Fax: 044-42110404

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

To

The members of TI Financial Holdings Limited

NOTICE is hereby given pursuant to section 110 of the Companies Act, 2013, ("Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014, that the enclosed special resolution is proposed to be passed by way of postal ballot including voting by electronic means ("e-voting") to seek approval of the members of TI Financial Holdings Limited ("the company") under sections 4, 13, 14 and 15 of the Act, for changing the name of the company and consequential amendment to the Memorandum of Association and Articles of Association of the company.

The proposed resolution and the explanatory statement setting out the material facts and reasons for the proposal appended hereto are being sent to you along with the postal ballot form for casting your votes. Members may please note that the voting on the resolution as contained in this notice may be made through postal ballot.

The Board of Directors have appointed Mr. R. Sridharan failing him Mr. G. Subramaniam of M/s. R. Sridharan & Associates, Practising Company Secretaries, Chennai, as scrutiniser for conducting the postal ballot voting process in a fair and transparent manner.

For members opting for e-voting:

The company is pleased to provide e-voting facility as an alternate, to all its members, to enable them to cast their votes electronically, instead of physical postal ballot form on the resolution set forth in the postal ballot notice. The company has engaged the services of Karvy Fintech Private Limited (Karvy) to provide the e-voting facility.

The notice will also be available on the company's website, *www.tifhl.com* and on the Karvy's website, *www.evoting.karvy.com*.

You are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the scrutiniser on or before the close of working hours of Saturday, February 23, 2019. Please note that any postal ballot form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

The scrutiniser shall submit his report to the chairman of the company after completion of the scrutiny of the postal ballots and the results of the voting by postal ballot will be announced by the chairman or any other director of the company on or before Monday, February 25, 2019. The voting results will be displayed at the registered office of the company at "Dare House", No. 234, N.S.C. Bose Road, Chennai - 600 001 and will also be posted on the company's website, *www.tifhl.com* and on the Karvy's website, *www.evoting.karvy.com* besides intimation to the stock exchanges where the company's shares are listed.

The item being a special resolution will be declared as passed if votes cast in favour are not less than three times the number of votes, if any, cast against the resolution by members so entitled to vote.

The resolution, if passed by requisite majority, shall be deemed to have been passed on Saturday, February 23, 2019, the last date specified for receipt of duly completed postal ballot forms/ e-voting.

In compliance with the provisions of section 108 of the Act read with rule 22 of Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, members may cast their votes either through postal ballot form or through e-voting. Those members opting for e-voting may follow the procedure, as recommended by Karvy as stated in this notice.

By Order of the Board

Place : Chennai
Date : January 18, 2019

E Krithika
Company Secretary

Resolution for Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013)

Approval for change of name of the company and consequential amendment to Memorandum of Association and Articles of Association of the company:

To consider and if deemed fit, to pass the following as a **SPECIAL RESOLUTION:**

RESOLVED THAT the special resolution passed by the company on November 12, 2018 approving change of name of the company and consequential amendment to the Memorandum and Articles of Association of the company, be and is hereby rescinded.

RESOLVED FURTHER THAT in supersession of the resolution passed on November 12, 2018 and pursuant to the provisions of section(s) 4,13,14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government, Ministry of Corporate Affairs, Stock Exchanges or any appropriate regulatory and statutory authorities, consent of the members of the company be and is hereby accorded to change the name of the company from "TI Financial Holdings Limited" to "Cholamandalam Financial Holdings Limited".

RESOLVED FURTHER THAT the new name of the company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name "TI Financial Holdings Limited" wherever it occurs in the Memorandum of Association and Articles of Association of the company be substituted by the name "Cholamandalam Financial Holdings Limited".

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as it may consider as necessary or desirable to give effect to this resolution.

By Order of the Board

Place : Chennai

Date : January 18, 2019

E Krithika

Company Secretary

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

In order to reflect the present nature of business of the company and considering its ownership of "Chola" brand logo and trade name "Cholamandalam" and its investments in Cholamandalam Investment and Finance Company Limited, Cholamandalam MS General Insurance Company Limited, Cholamandalam MS Risk Services Limited and Cholamandalam Health Insurance Limited, the Board of Directors on December 17, 2018, accorded approval for change of name of the company to "Cholamandalam Financial Holdings Limited" (CFHL) subject to approval of shareholders and Regulatory / Statutory Authorities.

Pursuant to the company's application for reservation of name, the Ministry of Corporate Affairs vide intimation dated December 31, 2018 has made available the name, "Cholamandalam Financial Holdings Limited". In terms of regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the listing regulations"), in-principle approval for change of name of the company has been obtained from stock exchanges, National Stock Exchange of India Limited and BSE Limited, in which the company's shares are listed.

Prior to this, shareholders' approval was obtained vide special resolution passed through postal ballot on November 12, 2018 to change the name of the company from TI Financial Holdings Limited to Cholamandalam Financial Services Limited. However, since the name CFHL better reflects the nature of business being the holding company, fresh approval is sought for change of name to CFHL rescinding the earlier resolution.

Accordingly, the Board recommends the resolution for change of name of the company to "Cholamandalam Financial Holdings Limited" and consequential amendment to Memorandum of Association and Articles of Association of the company, for shareholders' approval by way of a Special Resolution.

The draft of the revised Memorandum of Association and Articles of Association reflecting the said change will be available for inspection by the members at the registered office of the company on all working days except Saturday & Sunday (from 11:00 A.M. to 4:00 P.M.) upto the date of closing of e-voting or last date of receipt of postal ballot forms.

None of the directors, key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the proposed resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

By Order of the Board

Place : Chennai

Date : January 18, 2019

E Krithika

Company Secretary

Voting through electronic means – Instructions

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the listing regulations as amended from time to time, the company is pleased to offer e-voting facility to members to exercise their votes electronically on the resolution set forth in the postal ballot notice.

The company has engaged the services of Karvy Fintech Private Limited (Karvy) to provide remote e-voting facility to enable members to cast their votes electronically and in a secure manner.

The Board of Directors of the company have appointed Mr. R. Sridharan failing him Mr. G. Subramaniam of M/s. R. Sridharan & Associates, Practising Company Secretaries, Chennai, as scrutiniser for conducting the remote e-voting process in a fair and transparent manner. In terms of the requirements of the Act and the Rules made there under, the company has fixed January 18, 2019 as the cut-off date. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The e-voting period commences from **Friday, January 25, 2019 (9:00 a.m. IST) and ends on Saturday, February 23, 2019 (5:00 p.m. IST)**. During this period, the members of the company holding shares either in physical form or in dematerialised form, as on the cut-off date of January 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by Karvy upon expiry of the e-voting period and the members will not be allowed to vote beyond the aforesaid period. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently or cast vote again.

Instructions for members voting electronically are as under:

A. For members receiving an e-mail from Karvy, e-voting service provider [for members whose e-mail addresses are registered with the company / DP(s)]:

(i) Open your web browser during the voting period and navigate to ***https://evoting.karvy.com***

(ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **E-Voting Event Number- 4398** (EVEN) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the E-Voting event.

(vii) Select the EVENT of TI Financial Holdings Limited and click on "SUBMIT".

(viii) Now you are ready for e-voting as "Cast Vote" page opens.

(ix) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(x) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.

(xi) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(xii) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

(xiii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

(xiv) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at e-mail, *rsaevoting@gmail.com* with a copy marked to *evoting@karvy.com.* The scanned image of the above mentioned documents should be in the naming format "TIFHL – Postal Ballot".

B. Members holding shares in dematerialised form whose e-mail IDs are not registered with the company / DPs [for members holding shares in physical form as well as those members who have received physical copy of the postal ballot notice]:

(i) E-Voting Event Number - 4398 (EVEN), User ID and Password is provided in the postal ballot form.

(ii) Please follow all steps from sl. no.(i) to sl. no.(xiv) above to cast your vote by electronic means.

Other instructions:

(i) In case of any queries, you may refer Help & FAQ section of *https://evoting.karvy.com* or call Karvy on 040-67162222 & Toll-free No. 1800 3454 001.

(ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date i.e., Friday, January 18, 2019.

(iv) The scrutiniser shall within a period of two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutiniser's report of the votes cast in favour or against, if any forthwith to the director of the company or person authorised by him in writing who shall countersign the same.

(v) The results will be declared at the registered office of the company. The results declared along with the scrutiniser's report will be placed on the company's website, *www.tifhl.com* and on the website of Karvy, *https://evoting.karvy.com* and be simultaneously communicated to the stock exchanges, National Stock Exchange of India Limited and BSE Limited. The resolution, if passed by requisite majority, shall be deemed to have been passed on **Saturday, February 23, 2019,** the last date specified for receipt of duly completed postal ballot forms/ e-voting.

TI FINANCIAL HOLDINGS LIMITED

(Formerly, Tube Investments of India Limited)

(CIN: L65100TN1949PLC002905)
Registered Office: "Dare House", No. 234, N.S.C Bose Road, Chennai 600 001
Website: www.tifhl.com E-mail ID: investorservices@tifhl.murugappa.com
Phone: 044-42177770-5 Fax: 044-42110404

POSTAL BALLOT FORM

Serial No.:

1. Name(s) of the Member(s) (including Joint-holders, if any) :
2. Registered address of the Sole / First named Member(s) :

3. Registered Folio No./ DP ID-Client ID No. :

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the special resolution to be passed through Postal Ballot for the business stated in the postal ballot notice dated January 18, 2019 of the company by conveying my/our assent/ dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Description	Number of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Approval for change of name of the company and consequential amendment to Memorandum of Association and Articles of Association of the company			

Place:

Date:

(Signature of the Member or Authorised Signatory)

#E-mail ID: _____

#To be provided by members holding equity shares in physical form.

Notes:

1. Please send the postal ballot form in the envelope enclosed herewith.
2. Please read the instructions carefully given overleaf and in the notes to the postal ballot notice dated January 18, 2019 before exercising your vote.

Electronic Voting Particulars		
EVEN (E-Voting Event Number)	**User ID**	**Password (PIN)**
4398		

VOTING INSTRUCTIONS

Kindly note that members can opt for only one mode of voting i.e. either physical ballot form or e-voting. If you opt to vote by physical ballot form, then please do not cast your vote by e-voting and vice versa. In case, member(s) cast their vote via both the modes i.e. physical ballot form as well as e-voting, then voting done through e-voting shall prevail and physical ballot form of that member shall be treated as invalid.

(A) Process and manner for members opting for physical ballot:

1. A member desiring to exercise vote by physical ballot may complete this postal ballot form and send it to the Scrutiniser in the enclosed self addressed pre-paid Business Reply Envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots form(s), if deposited in person or sent by courier/registered post at the expense of the member will also be accepted.

2. The self addressed envelope bears the address of the Scrutiniser appointed by the company.

3. The postal ballot form should be completed and signed by the member as per the specimen signature registered with the company. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. Unsigned, incomplete or defective postal ballot forms are liable to be rejected. The Scrutiniser's decision on the validity of a postal ballot will be final and binding.

4. In case of Companies, Trusts etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution/Authorisation to the person voting on the postal ballot form.

5. There will be only one postal ballot form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.

6. **Duly completed postal ballot form(s) should reach the Scrutiniser not later than the close of working hours i.e. 5.00 p.m on Saturday, February 23, 2019. Postal Ballot form(s) received after this date will be strictly treated as if the reply from such member has not been received.**

7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the the cut off date i.e. Friday, January 18, 2019.

8. In case Power of Attorney holders sign the postal ballot form, reference of Power of Attorney registration by the company should be mentioned in the postal ballot form.

9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed Business Reply Envelope. Any extraneous paper found in such envelope will be destroyed by the Scrutiniser and the company will not be able to act on the same.

The company is pleased to offer e-voting facility, for all the members, to enable them to cast their votes electronically instead of physical postal ballot form.

(B) Process and manner for members opting for e-voting:

Members opting for e-voting may follow the procedure as recommended by Karvy Fintech Private Limited, the e-voting agency appointed by us, as stated in the postal ballot notice.

****