

MINUTES OF THE 64th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TUBE INVESTMENTS OF INDIA LIMITED HELD ON FRIDAY, 2ND AUGUST, 2013 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. S B Mathur	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. R Narayanan	Sr. VP – Strategic Sourcing
Mr. N Prasad	Sr. VP (HR)
Mr. Sreeram Srinivasan	Executive Director, Shanthi Gears Ltd.
Mr. K Balasubramanian	Advisor – Finance & Accounts
Mr. Arjun Ananth	Sr. VP & Chief Financial Officer

1,743 Members were present in person.

62 Members were represented by proxy.

1. Mr. M M Murugappan, Chairman welcomed the members to the Company's 64th Annual General Meeting.
2. After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order.
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 122 proxies for 11,15,62,788 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 64th 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, 2013. The Company Secretary read out the Auditors' Report.
8. The Chairman addressed the Members. He informed that FY 2012-13 was one of the most challenging years faced by the Company in view of the declining macro-economic indicators and the huge cost push on various fronts. Despite the general economic slowdown, which also impacted the auto sector from which the Company earns a major share of its revenue, he informed that the Company remained focussed on its long-term objectives and took several far reaching measures during the year to retain its share of business and to grow. He apprised the Members about the customer engagement initiatives during the year to show case the Company's capabilities. He also informed that undeterred by the dull business environment, the Company continued with its capital expenditure during the year and in this regard, he shared with the Members about the ground breaking for the large diameter tube plant at Thiruthani near Chennai, to cater to a range of end users - auto as well as non-auto. He further informed that to derisk the business, the Company, for quite some time, had been looking at sectors other than auto and this, he said, formed the rationale for the Company's investment in Shanthi Gears Ltd., which after completion of the acquisition by the Company during 2012, has been shaping up quite well. The Chairman also informed the Members about the performance of the various subsidiaries of the Company. Briefing the Members about the first quarter results for FY 2013-14, the Chairman said that though the business conditions continued to remain depressed, the Management was confident of improving the performance progressively and towards this direction, he added that the Company was working hard on the strategic and operational dimensions, guided by its eminent Board of Directors

The Chairman drew the attention of the Members that Mr. Pradeep Mallick, Director was retiring at the end of the Annual General Meeting and lauded Mr. Mallick's wise counsel and rich contribution to the deliberations of the Board of Directors for over a decade.



In his reply, Mr. Pradeep Mallick, recalled his long association with the Company. He appreciated the Company for its professionalism, transparency and governance. He thanked the Board of Directors for the opportunity given to him and wished the Company great success in the years to come.

Before concluding, the Chairman informed the Members about the signing of a Joint Venture Agreement by the Company with Tsubamex Co. Ltd., Japan, for design of Dies and said this formed part of the Company's initiatives to de-risk the Company's business.

In concluding his address the Chairman thanked all the stakeholders including the Members for their continued support.

Mr. L Ramkumar, Managing Director made a presentation on the consolidated business performance as well as division-wise performance of the Company during 2012-13. He elaborated on the market scenario, operational highlights and financial performance of the various divisions and also about the initiatives taken during the year to counter the challenges posed by the difficult business environment and to grow the business. Mr. Ramkumar further presented to the Members details of the performance of the various subsidiaries of the Company.

Mr. Ramkumar also informed the Shareholders about the details of the performance of the Company in the first quarter of the current financial year, 2013-14.

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, 2013 as an Ordinary Resolution:

RESOLVED that the Directors' Report, the Audited Statement of Profit and Loss for the financial year ended 31st March, 2013 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. C Chandrasekaran (IN 300441/10850569) 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, 2013. 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 2012-13.



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 2012-13 as an Ordinary Resolution:

RESOLVED that out of the profits for the financial year ended 31st March, 2013, a final dividend at the rate of Rs.0.50 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 2nd August, 2013 or their mandatees, thus making a total dividend of Rs.2 per equity share of Rs.2 each for the financial year, including the interim dividend of Rs.1.50 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. Jocelyn Peres (J 001015) and a few other Members present seconded the resolution.

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

11. The Chairman proposed the following resolution in respect of Mr. Pradeep Mallick, 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. Pradeep Mallick, who retires by rotation and does not seek re-appointment need not be filled at this meeting.

Mr. K P Augustine (TUB 100909) 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 related to the re-appointment of Mr. N Srinivasan as Director of the Company. The Chairman proposed the following resolution as an Ordinary Resolution:

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

Mr. S V Kaushik (IN 303237/10136739) seconded the resolution.



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

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 K D Moorthy (IN 301637/41009230) and few other Members present seconded the resolution.

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

14. The Chairman proposed the following resolution relating to the appointment of Mr. S B Mathur as Director as an Ordinary Resolution:

RESOLVED that Mr. S B Mathur be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Mr. M Kuppuswamy (K 000173) seconded the resolution.

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

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 immoveable 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 following Secured Redeemable Non-Convertible Debentures ("NCDs"):



- (i) 9.99% NCDs for ₹50 Crores;
- (ii) 9.81% NCDs for ₹150 Crores;
- (iii) 9.95% NCDs for ₹100 Crores
- (iv) 10.15% NCDs for ₹50 Crores; &
- (v) 9.75% NCDs for ₹150 Crores,

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. P Subramaniam (S 002208) and few other Shareholders present seconded the resolution.

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

16. The Chairman proposed the following resolution relating to the according of the Company's consent for 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 for the future borrowings of the Company as an Ordinary Resolution:

RESOLVED that consent of the Company be and is hereby accorded under 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 the whole or any part of the undertaking or undertakings of the Company or any assets of the Company, both present and future, or the whole or substantially the whole of the undertaking or the undertakings of the Company in such form and in such manner as the Board of Directors of the Company may deem fit, for securing any loans and/or advances already obtained or that may be obtained from any financial institutions/banks/insurance companies/person/persons and/or to secure any debenture that may be issued and all interest, compound/additional interest, commitment charges, costs, charges, expenses and all other monies payable by the Company to the concerned lenders.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/papers/agreements, as may be required and to do all such acts, deeds, matters and things, as it may in its

absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating the mortgages/charges as aforesaid.

Mr. V Tulasi Dass (T 000459) and few other Shareholders present seconded the resolution.

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

17. Mr. R Vidyashankar (1204470005731511) proposed the following resolution relating to the re-appointment of Mr. L Ramkumar as Managing Director of the Company from 1st February, 2013 to 8th April, 2016 (both days inclusive) including the remuneration payable to him as an Ordinary Resolution:

RESOLVED that pursuant to the provisions of Sections 198, 269, 309 and Schedule XIII of the Companies Act, 1956 approval be and is hereby accorded for the re-appointment of Mr. L Ramkumar as Managing Director of the Company from 1st February, 2013 to 8th April, 2016 (both days inclusive).

RESOLVED FURTHER that in accordance with the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded for the following terms of remuneration to Mr. L Ramkumar:

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| a. Salary | ₹5,00,000/- per month in the scale of ₹5,00,000/- - ₹10,00,000/-. The increments within the scale would be decided by the Compensation & Nomination Committee. |
| b. Allowances | Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance as may be determined by the Compensation & Nomination Committee from time to time. |
| c. Incentive | As may be determined by the Compensation & Nomination Committee from time to time. |
| d. Perquisites | Perquisites such as furnished/unfurnished accommodation to be provided by the Company or house rent allowance in lieu thereof, reimbursement of medical expenses incurred for self and family, club fees, provision of car(s) and any other perquisites, benefits or amenities as per the Company's scheme(s) in force from time to time. |



- e. **Retirement benefits**
- (i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time.
 - (ii) Encashment of leave as per rules of the Company in force from time to time.
- f. **General**
- (i) In the event of absence or inadequacy of profits in any financial year, Mr. L Ramkumar shall be entitled to such remuneration as may be determined by the Board, which shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 1956 and rules made thereunder or any statutory modification or re-enactment thereof.
 - (ii) Perquisites shall be valued in terms of income-tax rules or actual expenditure incurred by the Company in providing the benefit or generally accepted practice as is relevant. Provision of telephone (including at residence) shall not be reckoned as perquisite.
 - (iii) The aggregate remuneration (including salary, allowances, perquisites, incentive and retirement benefits) for any financial year shall be subject to an overall ceiling of 5% of the net profits of the Company for that financial year computed in the manner prescribed under the Companies Act, 1956.
 - (iv) Mr. L Ramkumar will be entitled for grant of stock options under the Employees Stock Options Scheme(s), as decided by the Compensation & Nomination Committee from time to time.
 - (v) Mr. L Ramkumar will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.
 - (vi) Mr. L Ramkumar will be subject to all other service conditions as applicable to any other employee of the Company. He will not be entitled for severance fee or other compensation for any loss of office.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors or any Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company.

Mr. S V Kaushik (IN 303237/10136739) and a few other Members present seconded the resolution.

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

18. The Chairman declared the meeting as closed.

Chennai
20th August, 2013

M M Mungappa
CHAIRMAN



