



## TUBE INVESTMENTS OF INDIA LIMITED

(CIN: L35921TN1949PLC002905)

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

Website: [www.tiindia.com](http://www.tiindia.com) - E-mail id: [investorservices@tii.murugappa.com](mailto:investorservices@tii.murugappa.com)

Phone: 044-42177770-5 – Fax: 044-421104054

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the SIXTY-SIXTH ANNUAL GENERAL MEETING of the Members of Tube Investments of India Limited will be held on **Monday, the 10th August, 2015 at 4.00 P.M.** at T T K Auditorium, The Music Academy, 168 (Old no.306), T T K Road, Chennai - 600 014 to transact the following business:

#### ORDINARY BUSINESS

1. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that:

- a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 and the Report of the Auditors thereon,

be and are hereby received and adopted.

2. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that out of the profits for the financial year ended 31st March, 2015, a final dividend at the rate of ₹0.50 (fifty paise) 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 10th August, 2015 or their mandatees, thus making a total dividend of ₹2 per equity share of ₹2 each for the financial year, including the interim dividend of ₹1.50 per share already paid.

RESOLVED FURTHER that, in respect of shares held in electronic form, the final dividend be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

3. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, Mr. M M Murugappan (holding DIN 00170478), who retires by rotation, be and is hereby re-appointed as a Director of the Company.

4. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S R Batliboi & Associates LLP (LLP Identity no. AAB-4295), Chartered Accountants (Firm registration no.101049W), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five consecutive financial years, from the conclusion of the 66th Annual General Meeting until the conclusion of the 71st Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting) on a remuneration of ₹33 lakhs for the financial year, 2015-16 (including the expenses, if any, incurred by them in connection with the said audit but excluding service tax, as may be applicable).

#### SPECIAL BUSINESS

5. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to Section 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, as amended from time to time, Ms. Madhu Dubhashi

(holding DIN 00036846), Additional Director, who holds office up to the date of the 66th Annual General Meeting, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years i.e. from the date of the 66th Annual General Meeting (2015) till the date of the 71st Annual General Meeting (2020) of the Company [both dates inclusive].

6. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED that pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and/or other applicable Rules [including any statutory modification(s) or re-enactment thereof for the time being in force] and further subject to such approvals, as may be required, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to offer, issue and allot Secured Redeemable Non-convertible Debentures ("NCDs"), in one or more series or tranches, on private placement basis, to eligible investors under the applicable laws, regulations, guidelines etc., in such manner, and wherever necessary or required, in consultation with merchant bankers/and or advisors or others, on such terms and conditions (including such coupon rates as may be negotiated) and for such purposes/objectives of the Company as the Board may, in its absolute discretion, decide at the time of issue of the NCDs, provided that the total amount so raised by the Company, through issuance of such NCDs (including the premium thereon, if any, as may be decided by the Board), shall not exceed, during the period commencing from the date of conclusion of the 66th Annual General Meeting till the date of conclusion of the next/immediately succeeding 67th Annual General Meeting, an aggregate sum of ₹650 crores.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all documents or writings, as may be necessary or proper or expedient for the purpose of giving effect to this Resolution including intimating the concerned authorities or such other regulatory body/ies and for matters connected therewith on incidental thereto including delegating all or any of the powers conferred herein to any Committee of the Directors or any Director(s) or Officer(s) of the Company to the extent permitted under the Act and the Rules thereunder.

7. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration payable to Mr. V Kalyanaraman, Cost Accountant (holding Registration No.778) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2014-15, amounting to ₹2,75,000 as also the payment of service tax as applicable and reimbursement of out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By Order of the Board

S Suresh

Company Secretary

Chennai  
5th May, 2015

**NOTES:**

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member. The proxy form is annexed herewith. The duly completed proxy form must be sent so as to reach the Company not less than 48 hours before the commencement of the meeting.
2. A person shall not act as proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Statement of material facts in respect of the Ordinary Business under Item no.4 and the Special Business under Item nos.5 to 7 (pursuant to Section 102 of the Companies Act, 2013) is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 24th July, 2015 to Monday, 10th August, 2015 (both days inclusive).

5. Members are requested to intimate the Registrar and Transfer Agent viz., **Karvy Computershare Private Ltd, Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 (RTA)**, not later than 24th July, 2015, of any change in their address/details about their Bank Account number, Name of the Bank, Bank's Branch name and address to enable the Company to remit the dividend electronically or alternatively, for incorporating in the dividend warrants. For shares held in dematerialised form, change in address/Bank account particulars may be intimated directly to the Member's Depository Participant(s).
6. As per the requirements of Sections 205A and 205C of the Companies Act, 1956, the Company has transferred unclaimed dividends up to 2005-06 to the Investor Education and Protection Fund constituted by the Central Government.
7. Members holding shares in physical form are encouraged to nominate a person to whom their shareholding in the Company shall vest in the event of their demise. Nomination forms will be sent to the Members, on request, by the RTA.
8. As per SEBI directive, it is mandatory for the transferees to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/transposition of shares in the physical form.
9. Electronic (soft) copy of the Notice of the 66th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with the Attendance Slip & Proxy Form and the Annual Report for 2014-15 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the Notice of the 66th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-Voting along with Attendance Slip & Proxy Form and the Annual Report for 2014-15 is being sent in the permitted mode.

## ANNEXURE TO THE NOTICE

### Details of the Directors seeking appointment at the 66th Annual General Meeting vide Item nos. 3 & 5 of the Notice dated 5th May, 2015

*[Pursuant to Clause 49(IV)(E) of the Listing Agreement]*

The resume of Mr. M M Murugappan and Ms. Madhu Dubhashi, in brief and other details required to be provided pursuant to Clause 49(IV)(E) of the Listing Agreement is provided below for the consideration of the Members:

#### **Mr. M M Murugappan**

Mr. M M Murugappan holds a Masters degree in Chemical Engineering from the University of Michigan. He is the Chairman (Non-Executive Director) of the Company.

Mr. Murugappan is also the Chairman of the Stakeholders Relationship Committee of the Company.

Details of other Directorships and memberships in Audit and Stakeholders Relationship Committees held by him are as follows:

<p><b>Chairman</b> Carborundum Universal Ltd Wendt India Ltd Shanthi Gears Ltd Murugappa Morgan Thermal Ceramics Ltd</p> <p><b>Vice Chairman</b> Murugappa Holdings Ltd</p> <p><b>Director</b> Cholamandalam Investment and Finance Company Ltd Ambadi Investments Private Ltd Cyient Ltd Mahindra &amp; Mahindra Ltd Idea Lab (India) Private Ltd New Ambadi Estates Private Ltd M M Muthiah Research Foundation IIT Madras Research Park</p>	<p><b>Committee Memberships</b></p> <p><b>Audit Committee</b></p> <p><b>Chairman</b> Cyient Ltd</p> <p><b>Member</b> Murugappa Holdings Ltd Shanthi Gears Ltd Mahindra and Mahindra Ltd Ambadi Investments Private Ltd</p> <p><b>Stakeholders Relationship Committee</b></p> <p><b>Chairman</b> Carborundum Universal Ltd Wendt India Ltd</p>
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Mr. M M Murugappan holds 13,07,275 equity shares of the Company.

**Ms. Madhu Dubhashi**

Ms. Madhu Dubhashi is an Economics (Hon.) Graduate and has a PG Diploma in Management from IIM-Ahmedabad. She has an experience of nearly four decades in the financial/financial services sector, having worked for various reputed institutions like ICICI, Standard Chartered Bank, JM Financial & Investment Consultancy Services Private Ltd., and Global Data Services of India Ltd (wholly-owned subsidiary of CRISIL).

The details of other Directorships and memberships held in Audit and Stakeholders Relationship Committees by Ms. Madhu Dubhashi are as follows:

<b>Director</b>	<b>Committee Memberships</b>
Axis Finance Ltd	<b>Audit Committee</b>
JM Financial Properties & Holdings Ltd	<b>Chairperson</b>
C R Retail Malls (India) Ltd	Majesco Ltd
SBI Funds Management Private Ltd	<b>Member</b>
Majesco Ltd	Axis Finance Ltd
	<b>Investors Grievances and Stakeholders Relationship Committee</b>
	<b>Member</b>
	Majesco Ltd

Ms. Madhu Dubhashi does not hold any shares of the Company.

**Statement in respect of the Ordinary Business under Item no.4 and the Special Business under  
Item nos. 5 to 7 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 5th May, 2015**

**Item no.4**

Under the Companies Act, 2013 ("the Act"), the Statutory Auditors have to be appointed for a term of 5 years and such appointment is subject to ratification by the Members every year in the annual general meeting. The Act further makes it mandatory to rotate the auditors every 10 years, in case of a firm of auditors. Further, companies have been given a maximum of 3 years from 1st April, 2014 to effect rotation of auditors, wherever necessary.

M/s. Deloitte Haskins & Sells, Chartered Accountants, have been the Statutory Auditors of the Company since 2005. In view of the requirement of the Act, they have informed the Company in writing that they will not be seeking appointment as the Statutory Auditors for a fresh period beyond the term ending at the conclusion of the forthcoming 66th Annual General Meeting.

It is hence proposed to go in for rotation of the Statutory Auditors at the ensuing 66th Annual General Meeting through the appointment of a new firm of Chartered Accountants to act as the Statutory Auditors of the Company.

M/s. S R Batliboi & Associates LLP, Chartered Accountants, a firm of long standing and reputation, have been identified for appointment as the Statutory Auditors of the Company.

Being eligible for appointment under the provisions of the Companies Act, 2013, they have furnished their consent to act as the Statutory Auditors, in terms of the second proviso to Section 139 of the Act and also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under Section 141 of the Act.

The Board of Directors, on the recommendations of the Audit Committee, at the meeting held on 5th May, 2015, proposed the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Chennai as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the 66th Annual General Meeting (subject to ratification of the appointment at every annual general meeting).

Section 142 of the Act requires the remuneration of the auditors to be fixed in the general meeting and the same shall include the expenses, if any, incurred by the auditor in connection with the audit of the company and any facility extended to them.

Accordingly, the approval of the Members is sought by means of an Ordinary Resolution for the appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors, to audit the standalone and consolidated financial statements of the Company for a period of 5 years, from the conclusion of the 66th Annual General Meeting until the conclusion of the 71st Annual General Meeting on the remuneration in respect of the first financial year, 2015-16, as per details provided under Item no.4 of the Notice of the Annual General Meeting. The remuneration to the Statutory Auditors in respect of the second up to the fifth financial years viz., from 2016-17 up to 2019-20 will be recommended at the time of taking up the ratification of their appointment each year.

The Board recommends the Resolution for approval by the Members of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

**Item no.5**

The Board of Directors at the meeting held on 3rd November, 2014 appointed Ms. Madhu Dubhashi as Additional Director (Non-Executive Independent Director) of the Company. She will hold office up to the ensuing 66th Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 ("the Act") and, being eligible, in terms of Section 149 and other applicable provisions of the Act and the Rules thereunder, she will be seeking election/appointment as Independent Director for a term of 5 consecutive years i.e. from the date of the 66th Annual General Meeting (2015) till the date of the 71st Annual General Meeting (2020). A notice has been received from a Member along with necessary deposit proposing Ms. Madhu Dubhashi as a candidate for the office of Director of the Company.

In the opinion of the Board, Ms. Madhu Dubhashi fulfils the conditions specified in the Act and the Rules made thereunder for her appointment as Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Ms. Madhu Dubhashi as Independent Director setting out the terms and conditions would be

available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that Ms. Madhu Dubhashi's continued association would be of immense benefit to the Company and it is desirable to avail her services as Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Ms. Madhu Dubhashi as Independent Director, for approval by the Members of the Company.

Except Ms. Madhu Dubhashi, being the appointee, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

#### **Item no.6**

The Companies Act, 2013 ('the Act') has brought in significant changes in the provisions and procedures relating to raising of funds by companies through private placement of securities. The Act stipulates that private placement offer/invitation of securities, not made in compliance with the provisions of the said Act and Rules framed thereunder shall be treated as a public offer, requiring compliance with the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992.

The Company in the ordinary course of business raises long-term borrowings, either by way of term loans, inter-corporate deposits, external commercial borrowing(s) or debentures. It is estimated that the Company will be resorting to an aggregate long-term borrowing of ₹650 crores in the coming months, which may be in any one mode (or) in a combination of modes, including through issue of secured redeemable non-convertible debentures (NCDs) on private placement basis. If the Company proposes to raise long-term borrowing by such issue of NCDs on private placement basis, the Act mandates that the Company shall obtain prior approval of its shareholders by means of a Special Resolution in respect of such borrowing through NCDs during the year.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Act and the Rules thereunder for the issue of NCDs on private placement basis, for a maximum sum of ₹650 crores, including such premium thereon, if any, as may be decided by the Board and at such coupon rates as may be negotiated, as part of the long-term borrowing programme of the Company, during the period commencing from the date of conclusion of the 66th Annual General Meeting till the date of conclusion of the next/immediately succeeding 67th Annual General Meeting. The Board recommends the Resolution for approval by the Members of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

#### **Item no.7**

Under the Companies (Cost Records and Audit) Amendment Rules, 2014, notified by the Ministry of Corporate Affairs, Government of India on 31st December, 2014, Steel Products and Metal Formed Products of the Company get covered under the requirement of conduct of audit of the cost records for the financial year, 2014-15.

The Board of Directors, on the recommendation of the Audit Committee, appointed Mr. V Kalyanaraman, Cost Accountant as the Cost Auditor to conduct an audit of the cost records in respect of the aforementioned products of the Company for the financial year, 2014-15 and fixed his remuneration as per details furnished under Item no.7 of the Notice of the Annual General Meeting.

In terms of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the Resolution for approval by the Shareholders of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

By Order of the Board

S Suresh  
Company Secretary

Chennai  
5th May, 2015

*Please see overleaf for instructions on electronic voting (e-Voting)*

## INSTRUCTIONS FOR ELECTRONIC VOTING ('e-Voting')

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Clause 35B of the Listing Agreement, the Company is pleased to provide the Members the facility to exercise their right to vote on the resolutions proposed for consideration at the 66th Annual General meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an e-Voting system from a place other than the venue of the AGM ("remote e-Voting") is being provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through electronic voting system will also be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting will be able to exercise their right at the meeting through the electronic voting system.
- III. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences on Wednesday, 5th August, 2015 (9.00 a.m.) and ends on Sunday, 9th August, 2015 (5.00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 3rd August, 2015, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-Voting are as under:

### A. In case of Members receiving e-mail from NSDL:

- (a) Open e-mail and open PDF file viz., "Tube Investments remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password/PIN for remote e-Voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (c) Click on "Shareholder" – "Login".
- (d) Key in User ID and password as initial password/PIN noted in step (a) above. Click "Login".
- (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits or characters or a combination thereof. Please take note of the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- (f) Home page of 'e-Voting' opens. Click on "e-Voting: Active Voting Cycles".
- (g) Select 'REVEN' of Tube Investments of India Limited.
- (h) Now, you are ready for "e-Voting" as "Cast Vote" page opens.
- (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (j) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (l) Institutional shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter etc., together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer at his e-mail id: [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### B. In case of Members receiving physical copies of the Notice of AGM (for Members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy):

- (a) Initial password is provided at the bottom of the Proxy-cum-Attendance Slip for the AGM as below:

REVEN (Remote e-Voting Event Number)      USER ID      PASSWORD/PIN

- (b) Please follow all steps from Sl. No. A(b) to (j) above, to cast your vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the "downloads" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

- (d) If you are already registered with NSDL for e-Voting, then you can use your existing User ID and password for casting your vote and there is no need to register once again.
  - (e) 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).
  - (f) **The remote e-Voting period commences on Wednesday, 5th August, 2015 (9.00 a.m.) and ends on Sunday, 9th August, 2015 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Monday, 3rd August, 2015, may cast their vote electronically. The e-Voting module shall be disabled by NSDL or voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
  - (g) The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date 3rd August, 2015.
  - (h) Any person who acquires shares of the Company and becomes Member of the Company after despatch of the Notice of AGM and holding shares as of the cut-off date i.e., 3rd August, 2015, may obtain the log in ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - (i) A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-Voting as well as voting at the AGM through the electronic voting system.
  - (j) Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will be the acting as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
  - (k) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of e-Voting for all those Members who are present at the AGM who have not cast their votes by availing the remote e-Voting facility.
  - (l) The Scrutinizer shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of atleast two witnesses not in the employment of the Company who shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - (m) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tiindia.com](http://www.tiindia.com) and on the website of NSDL immediately after the declaration of the results by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- VI. All documents referred in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the AGM.





# SUSTAINING LEADERSHIP

Annual Report 2014-15

TUBE INVESTMENTS OF INDIA LIMITED

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### Cautionary Statement

*Certain expectations and projections regarding the future performance of the Company referenced in the Annual Report constitute forward-looking statements. These expectations and projections are based on currently available competitive, financial and economic data, along with the Company's operating plans and are subject to certain future events and uncertainties, which could cause actual results to differ materially from those indicated by such statements.*

