



# TUBE INVESTMENTS OF INDIA LIMITED

(formerly, TI Financial Holdings Limited)

(CIN: L35100TN2008PLC069496)

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

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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the ELEVENTH ANNUAL GENERAL MEETING of the Members of Tube Investments of India Limited (formerly, TI Financial Holdings Limited) will be held on **Wednesday, the 24<sup>th</sup> July, 2019 at 3.30 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 the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, the Reports of the Board of Directors and 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 the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Report of the Auditors thereon, be and are hereby received and adopted.
3. 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 31<sup>st</sup> March, 2019, a final dividend at the rate of ₹0.75 (Seventy-five paise) only per share on the equity share capital of the Company, as recommended by the Board of Directors, be and the same is hereby declared for the financial year, 2018-19 and that the said dividend be paid to those Members whose names appear on the Register of Members as on 24<sup>th</sup> July, 2019 or their mandatees in case the shares are held in physical form, thus making a total dividend of ₹2.50/- (Rupees Two and Paise Fifty) only per equity share of ₹1/- each for the financial year including the interim dividend of ₹1.75/- per share already paid.  
RESOLVED FURTHER that in respect of shares held in electronic form, the dividend be paid to the beneficial holders of the dematerialised shares as on 24<sup>th</sup> July, 2019 as per details furnished by the depositories for this purpose.
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 152 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh K B Menon (holding DIN 05275821), Director, who retires by rotation, be and is hereby appointed as a non-executive Director of the Company, liable to retire by rotation.
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 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), approval be and is hereby accorded for payment to Messrs. S R Batliboi & Associates LLP, Chartered Accountants (Firm registration no.101049W/E300004), Statutory Auditors of the Company, a remuneration of ₹33 lakhs in respect of the financial year, 2019-20 plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with carrying out statutory audit of the Financial Statements of the Company.  
RESOLVED FURTHER that approval be and is also hereby accorded for the payment of a remuneration of ₹5 lakhs in respect of the financial year, 2019-20 inclusive of expenses, if any, as may be incurred, to Messrs. S R Batliboi & Associates LLP, Chartered Accountants and the Statutory Auditors in connection with carrying out audit of the Consolidated Financial Statements of the Company.

### SPECIAL BUSINESS

6. 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 Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Sanjay Johri (holding DIN 00032015), Additional Director, who holds office

up to the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of four years i.e. from the date of the 11<sup>th</sup> Annual General Meeting (2019) till the date of the 15<sup>th</sup> Annual General Meeting (2023) of the Company [both dates inclusive].

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 Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Mahesh Chhabria (holding DIN 00166049), Additional Director, who holds office up to the date of this 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 years i.e. from the date of the 11<sup>th</sup> Annual General Meeting (2019) till the date of the 16<sup>th</sup> Annual General Meeting (2024) of the Company [both dates inclusive].

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

RESOLVED that pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Madhu Dubhashi (holding DIN 00036846), Independent Director, who retires upon expiry of her first term on the date of this Annual General Meeting, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, for a second term of two years i.e. from the date of the 11<sup>th</sup> Annual General Meeting (2019) till the date of the 13<sup>th</sup> Annual General Meeting (2021) of the Company [both dates inclusive].

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

RESOLVED that subject to the provisions of Sections 196, 197 and 203 read with Schedule V to the Companies Act, 2013 and other applicable section if any thereof ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other Rules as may be applicable thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, and subject further to the limits prescribed under the Act and pursuant to the requirement of Regulation 17(6)(e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, for the payment of remuneration, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, to Mr. Vellayan Subbiah, Managing Director (DIN 01138759) (executive, promoter), approval of the Company be and is hereby accorded for the following terms of remuneration payable to Mr. Vellayan Subbiah, for his term of Office, viz., with effect from 19<sup>th</sup> August, 2017 to 18<sup>th</sup> August, 2022 (both days inclusive), as hereunder:

a.	<b>Salary</b>	₹11.06 lakhs per month in the scale of ₹8 lakhs - ₹32 lakhs. The increments within the scale would be decided by the Nomination & Remuneration Committee.
b.	<b>Allowances/Perquisites/ Incentive</b>	<p>(a) Allowances like Leave Travel Allowance, Personal Allowance, Special Allowance, Grade Allowance and/or any other allowance.</p> <p>(b) 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.</p> <p>(c) Incentive: as may be approved by the Nomination &amp; Remuneration Committee from time to time subject to:</p> <ul style="list-style-type: none"> <li>- The allowances and perquisites not exceeding 200% of the Salary; and</li> <li>- Incentive (at 100% level) not exceeding twelve times of the monthly Basic Salary.</li> </ul>
c.	<b>Retirement benefits</b>	<p>(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per rules of the Fund/Scheme in force from time to time.</p> <p>(ii) Encashment of leave as per rules of the Company in force from time to time.</p>
d.	<b>General</b>	<p>(i) In the event of absence or inadequacy of profits in any financial year, Mr. Vellayan Subbiah 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, 2013 and the Rules made thereunder or any statutory modification or re-enactment thereof.</p> <p>(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.</p>

		<p>(iii) The aggregate remuneration (including Salary, Allowances, Perquisites, Incentive/Commission 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, 2013.</p> <p>(iv) Mr. Vellayan Subbiah will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.</p> <p>(v) Mr. Vellayan Subbiah will not be entitled for grant of any stock options under any Employee Stock Option Scheme(s).</p> <p>(vi) Mr. Vellayan Subbiah 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.</p>
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RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board of Directors or any Committee thereof be and is hereby authorized 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.

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

RESOLVED that pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and/or other applicable Rules [including any statutory modification(s) or re-enactment thereof for the time being in force], Regulation 17(6)(ca) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, consent of the Company be and is hereby accorded, on the basis of the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, for payment of a commission of ₹100 lakhs to Mr. M M Murugappan, Chairman (non-executive, promoter) for the financial year 2018-19.

RESOLVED FURTHER that the Board of Directors of the Company (which includes a duly constituted Committee thereof) 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.

11. 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 during the financial year 2020-21 to M/s. S Mahadevan & Co., Cost Accountants (holding Registration No.000007) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to ₹3,00,000/- (Rupees three lakhs) in addition to reimbursement of out-of-pocket expenses incurred in connection with the said audit but excluding taxes, as may be applicable, 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

Chennai  
30<sup>th</sup> April, 2019

**S Suresh**  
Company Secretary

## NOTES:

1. **A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself 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 Special Business under Item nos. 6 to 11 (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 Wednesday, 10<sup>th</sup> July, 2019, to Wednesday, 24<sup>th</sup> July, 2019 (both days inclusive).
5. Members are requested to intimate the Registrar and Transfer Agent viz., **Karvy Fintech Private Ltd (formerly, Karvy Computershare Private Ltd), Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032** (RTA), not later than 10<sup>th</sup> July, 2019, 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. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
7. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can be transferred only in dematerialised form effective 1<sup>st</sup> April, 2019. In view of the same, Members are advised to dematerialize the shares held by them in physical form forthwith.
8. 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.
9. Electronic (soft) copy of the Notice of the 11<sup>th</sup> 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 2018-19 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 11<sup>th</sup> Annual General Meeting of the Company *inter alia* including the process and manner of e-Voting along with the Attendance Slip & Proxy Form and the Annual Report for 2018-19 are being sent in the permitted mode.
10. All documents referred in the accompanying Notice and the Statement 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.

**ANNEXURE TO THE NOTICE**  
**Details of the Director seeking reappointment at the 11<sup>th</sup> Annual General Meeting**  
**vide Item no.4 of the Notice dated 30<sup>th</sup> April, 2019**

*[Pursuant to Regulation 36 of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

The resume of Mr. Ramesh K B Menon, in brief and other details required to be provided pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below for the consideration of the Members:

**Mr. Ramesh K B Menon**

Mr. Ramesh K B Menon, holding DIN 05275821, is a graduate in Science from Jai Hind College, Mumbai and an alumnus of XLRI, Jamshedpur. He had earlier worked with Madura Coats as its Director - HR, South Asia and his experience with Madura Coats spanned twenty-seven years where he had handled several HR leadership assignments including as the HR Head for South Asia & Africa Regions, consisting of thirteen countries.

Mr. Ramesh K B Menon is a Member of the Audit Committee of the Company.

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

<b>Director</b> E.I.D. Parry (India) Ltd. <i>(listed company)</i> Ambadi Enterprises Ltd Parry Enterprises India Ltd Parry Murray and Company Ltd Parry Agro Industries Ltd Triumph Electoral Trust <i>(Section 8 company)</i>	<b>Committee Memberships</b> <b>Audit Committee</b> Nil <b>Stakeholders Relationship Committee</b> <b>Member</b> E.I.D. Parry India Ltd <b>Nomination &amp; Remuneration Committee</b> <b>Member</b> E.I.D. Parry India Ltd
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Mr. Ramesh K B Menon does not hold any shares of the Company.

The other details relating to Mr. Ramesh K B Menon pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

The Board considers that his continued association would be beneficial to the Company and recommends his appointment as a Director liable to retire by rotation for approval by the Members of the Company.

Except Mr. Ramesh K B Menon, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as Director of the Company.

**Statement in respect of the Special Business under Item nos. 6 to 11 (pursuant to Section 102 of the Companies Act, 2013) of the Notice dated 30<sup>th</sup> April, 2019**

**Item no. 6**

Mr. Sanjay Johri, holding DIN 00032015, was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> August, 2018 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member proposing his appointment.

Mr. Sanjay Johri is a graduate from St. Stephens College and a post graduate in Economics from the Delhi School of Economics. He joined the Tata Administrative Services in 1975 and has served his entire working career with the Tata Group. Amongst his assignments with the Tatas, he has held office as the Managing Director of RDI Print & Publishing Ltd., as a Director of Tata Infomedia Ltd., & Timex Watches Ltd., and as the Managing Director & Chief Executive Officer of Voltas Ltd.

Mr. Sanjay Johri is the Chairman of the Nomination & Remuneration Committee of the Company. He is also a Member of the Audit Committee and the Corporate Social Responsibility Committee of the Company.

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

<b>Director</b> Voltbek Home Appliances Private Limited The RD Association Private Limited	<b>Committee Memberships</b> <b>Audit Committee</b> Nil <b>Stakeholders Relationship Committee</b> Nil <b>Nomination &amp; Remuneration Committee</b> Nil
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Mr. Sanjay Johri does not hold any shares of the Company.

The other details relating to Mr. Sanjay Johri pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Mr. Sanjay Johri satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and he is independent of the Management. Accordingly, the Board of Directors has recommended his appointment as an Independent Director for a term of four years, from the date of the 11<sup>th</sup> Annual General Meeting (2019) till the date of the 15<sup>th</sup> Annual General Meeting (2023) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the Resolution in relation to the appointment of Mr. Sanjay Johri as an Independent Director, for approval by the Shareholders of the Company.

Except Mr. Sanjay Johri, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as Independent Director of the Company.

#### Item no. 7

Mr. Mahesh Chhabria, holding DIN 00166049, was appointed as an Additional Director of the Company with effect from 5<sup>th</sup> February, 2019 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him. The Company has also received a notice in writing from a Member proposing his appointment.

Mr. Mahesh Chhabria holds a Bachelor of Commerce degree from the University of Mumbai and also is an Associate Member of the Institute of Chartered Accountants of India. He has over three decades of experience in the financial services industry having worked with investment banks and private equity funds. Mr. Mahesh Chhabria is presently the Managing Director of M/s. Kirloskar Industries Ltd., the investment arm of the Kirloskar Group. Prior to joining the said company, he was a Partner with Actis Advisers Private Ltd., a private equity fund. Earlier, he was associated with 3i India's private equity business and also with Enam Securities. He also serves as Independent Director of several companies.

Mr. Mahesh Chhabria is a Member of the Audit Committee, the Corporate Social Responsibility Committee and the Risk Management Committee of the Company.

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

<b>Managing Director</b> Kirloskar Industries Limited ( <i>listed company</i> ) <b>Director</b> Kirloskar Oil Engines Limited ( <i>listed company</i> ) Deepak Fertilisers and Petrochemicals Corporation Limited ( <i>listed company</i> ) Kirloskar Ferrous Industries Limited ( <i>listed company</i> ) Kirloskar Proprietary Limited Kirloskar Capital Limited Enam Asset Management Company Private Limited Sox Control Solutions Private Limited	<b>Committee Memberships Audit Committee</b> <b>Chairman</b> Deepak Fertilisers and Petrochemicals Corporation Limited <b>Member</b> Kirloskar Oil Engines Limited <b>Stakeholders Relationship Committee</b> Nil <b>Nomination &amp; Remuneration Committee</b> <b>Member</b> Kirloskar Oil Engines Limited Deepak Fertilisers and Petrochemicals Corporation Limited Kirloskar Proprietary Limited
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Mr. Mahesh Chhabria does not hold any shares of the Company.

The other details relating to Mr. Mahesh Chhabria pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Mr. Mahesh Chhabria satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and he is independent of the Management. Accordingly, the Board of Directors has recommended his appointment as an Independent Director for a term of five years, from the date of the 11<sup>th</sup> Annual General Meeting (2019) till the date of the 16<sup>th</sup> Annual General Meeting (2024) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the Resolution in relation to the appointment of



Mr. Mahesh Chhabria as an Independent Director, for approval by the Shareholders of the Company.

Except Mr. Mahesh Chhabria, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as Independent Director of the Company.

#### Item no. 8

Ms. Madhu Dubhashi, holding DIN 00036846, was appointed as an Independent Director of the Company for a term of two years at the 9<sup>th</sup> Annual General Meeting, to hold Office from the date of the said Annual General Meeting till the date of this 11<sup>th</sup> Annual General Meeting. In terms of the Companies Act, 2013 ("the Act") and the Rules thereunder, she is eligible to be re-appointed as Independent Director for a second term. The Company has received the requisite consent and disclosure forms from her. The Company has also received a notice in writing from a Member proposing her re-appointment.

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

Ms. Madhu Dubhashi is a Member of the Nomination & Remuneration Committee and Chairperson of the Corporate Social Responsibility Committee of the Company.

Details of other Directorships and memberships in Committees held by her are as follows:

<b>Director</b>	<b>Committee Memberships Audit Committee Chairperson</b>
Axis Finance Limited	Axis Finance Limited
JM Financial Properties & Holdings Limited	Majesco Limited
JM Financial Trustee Company Private Limited	Majesco Software and Solutions India Private Limited
Majesco Limited ( <i>listed company</i> )	JM Financial Properties & Holdings Limited
Majesco Software and Solutions India Private Limited	JM Financial Trustee Company Private Limited
Pudumjee Paper Products Limited	<b>Member</b>
( <i>listed company</i> )	Pudumjee Paper Products Limited
Recommender Labs Private Limited	<b>Stakeholders Relationship Committee</b>
	Nil
	<b>Nomination &amp; Remuneration Committee</b>
	<b>Member</b>
	Axis Finance Limited
	Pudumjee Paper Products Limited

Ms. Madhu Dubhashi holds 4,994 equity shares of the Company.

The other details relating to Ms. Madhu Dubhashi pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Ms. Madhu Dubhashi satisfies the criteria prescribed in the Act and Rules made thereunder for her appointment as an Independent Director of the Company for a second term and she is independent of the Management. Accordingly, the Board of Directors, on the recommendation of the Nomination & Remuneration Committee and based on performance evaluation, considering her background, experience and contribution made by her during her first term, has recommended her appointment as an Independent Director for a second term of two years, from the date of the 11<sup>th</sup> Annual General Meeting (2019) till the date of the 13<sup>th</sup> Annual General Meeting (2021) of the Company (both days inclusive). The draft letter of appointment setting out the terms and conditions of her appointment is available on the website of the Company and would also be available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on any working day up to the date of the AGM.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, the Board recommends the Special Resolution in relation to the appointment of Ms. Madhu Dubhashi as an Independent Director for a second term of two years, for approval by the Shareholders of the Company.

Except Ms. Madhu Dubhashi, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to her appointment as Independent Director of the Company.

**Item no.9**

At the 9<sup>th</sup> Annual General Meeting (9<sup>th</sup> AGM) held on 6<sup>th</sup> November, 2017, the Members of the Company had approved the appointment of Mr. Vellayan Subbiah as Managing Director (Designate)/Managing Director for a term of 5 years from 19<sup>th</sup> August, 2017 till 18<sup>th</sup> August, 2022 (both days inclusive) (hereinafter "term of Office") and also approved the terms of his remuneration.

Under the Members approval accorded at the 9<sup>th</sup> AGM, the terms of remuneration payable to Mr. Vellayan Subbiah also provided *inter alia* for the payment of allowances and perquisites as may be approved by the Nomination & Remuneration Committee of the Board of Directors, from time to time, subject to the allowances and perquisites "not exceeding 100% of the Salary". A substantial portion of the salary of the Managing Director is paid in the form of allowances and perquisites that permit the executive to maintain a certain standard of living commensurate with his position in the Company and industry. Given the direct relationship between retinals and basic salary, only a certain portion of the annual increment is taken to the basic salary while the remaining part is added to various allowances. Over a period of time, the percentage of the allowances and perquisites to the basic salary thus tends to be higher. In view of the same, it is proposed that the cap on allowances and perquisites to Mr. Vellayan Subbiah be revised from the existing 100% of basic salary to 200% of his basic salary.

Accordingly, the present proposal seeks to cover the revision in the allowances and perquisites as recommended by the Board and approved by the Shareholders for payment to Mr. Vellayan Subbiah for his term of Office viz., as "not exceeding 200% of the Salary". Except for the said variation, the other terms of his appointment and remuneration as originally approved at the 9<sup>th</sup> AGM remain unchanged. The terms of remuneration to Mr. Vellayan Subbiah will be within the overall ceiling for managerial remuneration stipulated under the Companies Act, 2013.

Further, in terms of the recent amendment to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, fees or compensation payable to an executive director who is a promoter or member of the promoter group shall be subject to the approval of the shareholders by special resolution in general meeting if the annual remuneration payable to such executive director exceeds ₹5 Cr., or 2.5% of the net profits of the listed entity, whichever is higher. Accordingly, as the aggregate remuneration (including Salary, Allowances, Perquisites, Incentive/commission and Retirement benefits) for any financial year to Mr. Vellayan Subbiah, Managing Director 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, 2013, the resolution is proposed as a Special Resolution, covering his full term of Office, for the Members' approval.

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

Except Mr. Vellayan Subbiah, Managing Director, 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 Special Resolution.

**Item no.10**

As per Section 197 of the Companies Act, 2013 ("the Act"), the Company can pay a remuneration to its Non-Executive Directors (NEDs) in the form of Commission on profits up to 1% of the net profits calculated in accordance with Section 198 of the Act. This is in addition to payment of Sitting Fees for attending meetings of the Board/Board Committees.

Remunerating the NEDs by way of Commission not exceeding 1% of the net profits of the Company for a period of 5 years from FYs 2016-17 to 2020-21 has been approved by the Shareholders of the Company at their Extraordinary General Meeting held on 29<sup>th</sup> May, 2017.

The Company's policy on remuneration provides for the Commission to be distributed on the basis of the attendance and contribution of the NEDs at the Board and certain Committee meetings as well as the time spent on operational matters other than at the meetings.

In view of the considerable time and efforts put in by Mr. M M Murugappan, Chairman (non-executive, promoter) towards the affairs of the Company during FY 2018-19, on the recommendations of the Nomination & Remuneration Committee, the Board has proposed that a remuneration of ₹1 Cr. by way of Commission be paid to him.

In view of the amendment to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), whereby if the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, the approval of shareholders by special resolution is to be obtained. The proposal as aforesaid requires the approval of the Members by means of a Special Resolution as the proposed payment to remuneration to Mr. M M Murugappan by way of Commission for FY 2018-19 will be in excess of the prescribed threshold under the SEBI Listing Regulations.

Approval of the Members is sought for the Special Resolution under the applicable provisions of the Act and the Rules thereunder and the SEBI Listing Regulations for the proposed payment of remuneration by way of Commission to the Chairman, which is within the overall limits of the Act and the Rules thereunder. The same is also in accordance with the Remuneration Policy of the Company and is wholly justified taking into account the size of the Company, its creditable performance during the year, the time spent by Mr. M M Murugappan on the Company's affairs and his contribution to the growth of the Company.



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

Except Mr. M M Murugappan, Chairman, 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.11**

In terms of the Companies (Cost Records and Audit) Rules, 2014, as amended, some of the products of the Company are covered under the requirement of conduct of audit of the cost records.

M/s. S Mahadevan & Associates (Firm no.000007) were appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditors to conduct an audit of the cost records in respect of the products of the Company covered under cost audit for the financial year, 2019-20 on the remuneration payable to them as per details furnished under Item no.11 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, as amended, 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 in the aforesaid Ordinary Resolution.

Chennai  
30<sup>th</sup> April, 2019

By Order of the Board  
**S Suresh**  
Company Secretary

## 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), the Company is pleased to provide the Members the facility to exercise their right to vote on the resolutions proposed for consideration at the 11<sup>th</sup> 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 M/s. Karvy Fintech Private Limited [formerly, Karvy Computershare Private Limited] ("Karvy").
- II. Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries will act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- III. **The remote e-voting period commences on Friday, 19<sup>th</sup> July 2019 (9.00 a.m. Indian Standard Time) and ends on Tuesday, 23<sup>rd</sup> July 2019 (5.00 p.m. Indian Standard Time). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 17<sup>th</sup> July 2019, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.**
- IV. The process and manner for remote e-voting are as under:
  - A. **In case of Members receiving e-mail from Karvy** (for Members whose e-mail IDs are registered with the Company/Depository Participant(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 the EVEN number 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 Tube Investments of India 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) Shareholders 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).