

TVS SRICHAKRA LIMITED

(CIN: L25111TN1982PLC009414)

Regd. Office: TVS Building, 7-B West Veli Street, Madurai 625 001

Website: www.tvstyres.com; E-mail id: Sec.investorgrievances@tvstyres.com

Phone: 452 2443300 Fax: 452 2443466

NOTICE

Notice is hereby given that the 36th Annual General Meeting (AGM) of the Company will be held at Lakshmi Sundaram Hall, 15-A Gokhale Road, Madurai 625 002, on Wednesday, 11th September, 2019 at 10.30 A.M. to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt
 - a. The audited standalone financial statement of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon; and
 - b. The audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. P Vijayaraghavan (DIN : 00633205), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 90,000/- (Rupees Ninety Thousand only), in addition to reimbursement of travel and out-of-pocket expenses, payable to Dr. I Ashok, Practising Cost Accountant, holding Membership No. 11929 allotted by The Institute of Cost Accountants of India, who was appointed as Cost Auditor of the Company for the financial year 2019-20 as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Dr. V Anantha Nageswaran (DIN : 00760377), who was appointed as an additional director in the category of Independent Director by the Board of Directors with effect from 13.11.2018, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years up to 12.11.2023.

Place : Madurai

Date : 23rd May, 2019

By Order of the Board

SHOBHANA RAMACHANDHRAN

Managing Director

(DIN: 00273837)

NOTES

1. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member.** The proxy form duly stamped and executed, should be deposited at the Registered Office of the company at least forty-eight hours before the time fixed for the commencement of the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not 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 a person shall not act as proxy for any other person or shareholder.

Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members, intending to send their authorized representative, are requested to send certified true copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting (AGM).
3. In case of joint holders, the joint holder who is higher in the order of names will be entitled to vote.
4. Members / Proxies / Authorised representatives are requested to bring duly filled and signed attendance slip along with their copy of Annual Report to the AGM.
5. A statement showing additional information about the Director seeking appointment / re-appointment is annexed to the notice as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), issued by the Institute of the Company Secretaries of India.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 5th September, 2019 to Wednesday, 11th September, 2019 (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend.
8. As per SEBI Regulations dividend has to be electronically credited to the bank account details furnished by the shareholders. Members holding shares in dematerialized form / in physical form are requested to update Bank Account details (name, address, account number, MICR code etc.) with their Depository Participant(s) and M/s Integrated Registry Management Services Private Limited, Chennai, the Registrar & Share Transfer Agent (RTA) of the Company, respectively.
9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit their PAN to Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to submit their PAN to the RTA.
10. Members who have not encashed / claimed their dividend amount for a period of seven (7) years, the said unclaimed dividend amount will be transferred to the Investor Education and Protection Fund Authority (IEPF Authority), by the Company. Accordingly, the unclaimed dividend for the financial year ended 31st March, 2012 is due for transfer and the same shall be transferred to IEPF Authority, during first week of November, 2019.
11. Members who have not encashed their dividend for the financial year 2012-13 and upto 2017-18, are requested to write to the RTA of the Company, mentioning the relevant Folio number or DP ID and Client ID to credit the dividend in their bank accounts
12. As per SEBI notification, Members who have not encashed dividend for a period of seven (7) consecutive years, their shares have to be transferred to IEPF authority. Accordingly, those shareholders who have not encashed dividend upto the financial year 2010-11, their shares had already been transferred to IEPF Authority, during September, 2018.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar & Share Transfer Agent of the Company any change in address or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. Members holding shares in single name (physical / dematerialised form) are requested to file nominations with RTA respectively.
15. Securities and Exchange Board of India (SEBI), vide its notification dated 8.6.2018, has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which states that request for effecting transfer of securities shall not

be processed unless the securities are held in dematerialised form with a depository. This is with effect from December, 2018. Further, SEBI vide its notification dated 3.12.2018 had extended the above said amendment upto 31st March, 2019. Accordingly, Company is not accepting physical share transfers with effect from 1st April, 2019.

16. A route map to reach the venue is given at the end of the AGM notice as per Secretarial Standard 2.
17. To facilitate in receiving all communications electronically from the Company, members, who have not registered their e-mail address are requested to register the same.
18. Pursuant to section 101 and 136 of the Act and the rules made thereunder copy of the Annual Report and the notice along with the Attendance Slip and Proxy Form are being sent by electronic means to those members who have registered their email id with the DP / RTA unless a request is received from the member for physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and the notice along with Attendance Slip / Proxy Form are being sent in the permitted mode.
19. Notice of the AGM and the Annual Report for 2018-19 will also be available on the Company's website www.tvstyres.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Madurai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : Sec.investorgrievances@tvstyres.com

20. Voting through Electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 36th 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 electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. Members may cast their vote either through e-voting or ballot paper. If a member casts vote by e-voting and ballot paper then voting done through e-voting will prevail. Members who cast their vote through remote e-voting prior to AGM may attend the AGM but shall not be entitled to vote again. The facility for voting through ballot paper shall be made available at the AGM.
- III. Mr. N Balachandran, Practicing Company Secretary, Chennai, has been appointed as scrutinizer, to scrutinize the voting at AGM and the remote e-voting process in a fair and transparent manner.
- IV. The Scrutinizer will submit his report to the Executive Vice Chairman of the Company after completion of the scrutiny and the results of the e-voting will be announced by the Company on its website, www.tvstyres.com; and on the website of NSDL, on or before Friday, 13th September, 2019 before 5.30 P.M. The results shall also be forwarded to the Stock Exchanges, in which the shares of the Company are listed.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Executive Vice Chairman of the Company.
- VI. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the date of AGM i.e. Wednesday, 11th September, 2019.
- VII. Voting rights of members shall be in proportion to the paid up equity share capital of the Company as on the cut-off date (record date) Wednesday, 4th September, 2019.
- VIII. The remote e-voting facility will be available from 9.00 A.M on Saturday, 7th September, 2019 to 5.00 P.M. on Tuesday, 10th September, 2019 and the e-voting module will be disabled beyond this period. During this period, members of the Company holding shares in physical or dematerialized form as on the cutoff date, that is, Wednesday, 4th September, 2019. may cast their vote by remote e-voting.
- IX. 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 ballot paper.

The instructions for remote e-voting:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Share Transfer Agent / Depository Participant(s)]
- (i) Open email and open PDF file viz., "TVS Srichakra e-Voting.pdf" with your Client ID or Folio No. password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsd.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting. Active Voting Cycles.
 - (vii) Select "EVEN" of TVS Srichakra Limited
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI 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(s) who are authorized to vote, to the Scrutinizer through e-mail to baloogetha@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy)
- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM 111044 (E voting Event Number) USER ID PASSWORD / PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.
- X In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com or call on toll free no. 1800 222 990.
- XI If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.
- XII 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).
- XIII Any person, who acquires shares of the Company and become member of the Company after despatch of the notice and holding shares as of the cut-off-date, that is Wednesday, 4th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or corpserv@integratedindia.in
- However, if you are already registered with NSDL, for e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no. 1800 222 990.
21. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days except Saturdays, Sundays upto and including the date of the Annual General Meeting of the Company.

Annexure to Item No.: 3 of the Notice

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director	Mr. P Vijayaraghavan
Director Identification Number (DIN)	00633205
Age	71 years
Qualification	Post Graduate in Chemistry and Post Graduate in Rubber Technology from IIT, Kharagpur
Experience in specific functional areas	He has more than four decades of experience in Rubber Industry. He headed Manufacturing, R&D, Quality, and Marketing Functions. He has travelled extensively to more than 60 Countries in building the Exports of the Company.
Terms and Conditions of Appointment / Re-appointment	Re-appointment as a Non-executive Director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Details of remuneration last drawn is provided in Form MGT 9
Remuneration proposed to be paid	As per the resolution at item no. 5 passed by the shareholders at the Annual General Meeting held on 27.9.2018 non-executive directors are entitled to a commission, in such manner and proportion as may be decided by the Board, subject to a maximum of 1% per annum of the net profits of the Company, in addition to the fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	25.8.2006
Shareholding in the Company as on 31 st March, 2019	150 Equity Shares
Relationship between Directors inter se	-
Number of Board meetings attended	Details of meetings attended during the year are provided in the Corporate Governance Report.
List of Directorships held in other Companies	M/s TVS Srichakra Investments Limited, M/s Uthiram Rubber Products Limited and M/s TVS Europe Distribution Limited, UK
Chairman / Member of Committees of Board of Directors of other companies.	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board, on the recommendation of the Audit Committee, at its meeting held on 22nd May, 2019, appointed Dr. I Ashok, Practising Cost Accountant, holding Membership No. 11929, allotted by the Institute of Cost Accountants of India, as Cost Auditor of the Company and fixed a sum of Rs.90,000/- (Rupees Ninety Thousand only) as remuneration payable to him, for the financial year 2019-20, subject to ratification by the shareholders of the Company.

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, as recommended by the Audit committee and approved by the Board, is required to be ratified by the Shareholders of the Company, at the ensuing Annual General Meeting of the Company.

None of the Directors or Key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4.

Accordingly, the Board recommends the Ordinary Resolution, as set out in Item No.4, for ratification of the remuneration payable to the Cost Auditor by the Shareholders of the Company.

Item No. 5

The Board of Directors of your Company, based on the recommendation of Nomination and Remuneration Committee had appointed Dr. V Anantha Nageswaran as an Additional Director in the category of Independent Director on 13.11.2018.

Dr. V Anantha Nageswaran graduated with a Post-Graduate Diploma in Management (MBA) from the Indian Institute of Management, Ahmedabad in 1985. He obtained a doctoral degree in Finance from the University of Massachusetts in 1994 for his work on the empirical behaviour of exchange rates.

Between 1994 and 2004, he worked for Union Bank of Switzerland (now UBS) and for Credit Suisse in Switzerland and in Singapore. In July 2006, he joined Bank Julius Baer & Co. Ltd. in Singapore as the Head of Research for Asia. In March 2009, he was appointed as the Chief Investment Officer for the bank. For about seven year from July 2011, he was a writer, consultant and teacher. In October 2018, he joined the IFMR Business School in Sri City as its Dean.

He had been an adjunct faculty with the Singapore Management University and with the Wealth Management Institute at the Nanyang Technological University. He is a member of the Board of Directors of several companies in India, including TVS Supply Chain Solutions Limited and Aparajitha Corporate Services (P) Limited. In Singapore, he is a co-founder and member of the Board of Directors of NPS International School.

He helped co-found Aavishkaar Venture Capital (Venture Capital Investor in Social Enterprises) and the Takshashila Institution (a public policy think-tank cum teaching institute).

His co-authored book, 'Economics of Derivatives' and 'Derivatives' were published by the Cambridge University Press in March 2015 and October 2017 respectively. Another co-authored work, 'Can India grow?' has been published by Carnegie Endowment for International Peace in November 2016. 'The rise of Finance: Causes, Consequences and Cures' is forthcoming with Cambridge University Press.

He writes a weekly column for MINT, an Indian financial daily, on Tuesdays (www.livemint.com).

Information:

Director Identification Number (DIN)	00760377
Age	55 years
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on 11.9.2019 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Details of remuneration last drawn is provided in Form MGT 9
Remuneration proposed to be paid	As per the resolution at item no. 5 passed by the shareholders at the Annual General Meeting on 27.9.2018 non-executive directors are entitled to a commission, in such manner and proportion as may be decided by the Board, subject to a maximum of 1% per annum of the net profits of the Company, in addition to the fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	13.11.2018
Shareholding in the Company as on 31 st March, 2019	NIL
List of Directorships held in other Companies	M/s Torp Systems Private Limited M/s TVS Supply Chain Solutions Limited M/s Drishtee Skill Development Center Private Limited M/s Kerala First Health Services Private Limited M/s NPS International School Pte. Limited M/s Aparajitha Corporate Services Private Limited
Member / Chairman in the Committees of the Board	NIL
Relationship between Directors inter se	NIL

The Nomination and Remuneration Committee has recommended appointment of Dr. V Anantha Nageswaran as Independent Director for a term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, his association would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to appoint Dr. V Anantha Nageswaran as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 13.11.2018 till 12.11.2023.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received declaration from Dr. V Anantha Nageswaran that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

In the opinion of the Board, Dr. V Anantha Nageswaran fulfills the conditions specified in the Act and LODR for his appointment as Independent Director and is independent of the management.

Copy of draft letter of appointment of Dr. V Anantha Nageswaran as an Independent Director setting out the terms and conditions are available for inspection, without any fee, by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Except Dr. V Anantha Nageswaran, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No.5.

This Explanatory Statement together with the accompanying Notice may be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), issued by the Institute of the Company Secretaries of India.

The Board recommends the Ordinary Resolution set out at item no.5 of the accompanying notice for approval of the Members.

Place : Madurai
Date : 23rd May, 2019

By Order of the Board
SHOBHANA RAMACHANDHRAN
Managing Director
(DIN: 00273837)

36th Annual General Meeting (AGM)

Date : 11th September, 2019
Day : Wednesday
Time : 10:30 A.M
Venue : Lakshmi Sundaram Hall,
15-A Gokhale Road, Madurai - 625 002

