

TVS SRICHAKRA INVESTMENTS LIMITED

THIRD ANNUAL REPORT 2012 - 13

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Third Annual General Meeting of the Company will be held at 2.00 PM on Wednesday, the 25th September, 2013, at TVS Building, 7-B West Veli Street, Madurai 625 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2013 and Profit and Loss Account for the year ending 31st March, 2013 and Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr R Naresh, who retires by rotation and being eligible, offers himself for re-appointment..
3. To appoint a Director in the place of Miss Shobhana Ramachandhran, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s PKF Sridhar & Santhanam, Chartered Accountants, Chennai, retire and are eligible for re-appointment.

By Order of the Board

Place : Madurai
Date : 7.5.2013

R NARESH
CHAIRMAN

NOTES :

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another member as his Proxy to attend and vote instead of himself. No person who is not a member shall be appointed as a Proxy.
2. The proxies to be valid should be lodged at the registered office of the Company not later than 48 hours before the commencement of the meeting.

DIRECTORS' REPORT

Your Directors have great pleasure in presenting the Third Annual Report of the Company along with the audited accounts for the year ended 31st March, 2013.

INVESTMENTS

Your Company has invested an amount of Rs.12 Crores, in the equity of share capital of ZF Electronics TVS (India) Pvt. Ltd..

Your company has long term investments in TVS Telecom Components Ltd of Rs.59,90,000 as of 31st March 2012. The business revival plans for the Company have not worked and hence it was decided that there is a permanent diminution in the value of investments and has accordingly provided for the same at Re. 1/- for the year ended 31st March 2013.

OPERATIONS

Your Company has purchased certain office space / buildings from one of its Group Company, namely TVS Interconnect Systems Ltd, at Madurai and Mumbai, for the future expansion requirements of its Holding Company.

In view of the changed business scenario of the Company, your company has decided to relinquish the lands purchased from one Mr V Janakarajan, in favour of Sundaram Industries Limited and has charged the normal banking interest for the advance made for purchase of land.

OPERATING RESULTS

Your Company has recorded a revenue of Rs.15.60 lacs during the year under review and has registered a profit/loss of Rs (45.04)/- before tax.

The Company is expected to provide some more services to the holding company in the years to come.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 on the Directors' Responsibility Statement, it is hereby confirmed ;

- a) That in the preparation of accounts for the financial year ended 31st March, 2013, the applicable accounting standards have been followed, along with proper explanation relating to material departures.
- b) That the Directors have selected the accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company, at the end of the year under review and the Profit of the Company, for the year under review.

- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the annual accounts for the year ended 31st March, 2013 on a “going concern” basis.

DIRECTORS

Mr R Naresh and Miss Shobhana Ramachandhran retire at the ensuing Annual General Meeting of the company and being eligible, offers themselves for re-appointment.

AUDITORS

M/s PKF Sridhar & Santhanam, Chartered Accountants, retire and are eligible for re-appointment.

SECRETARIAL COMPLIANCE

As required under Section 383A of the Companies Act, 1956, the certificate from the Secretary in whole-time practice as to the Compliance of the provisions of the Companies Act, 1956, is furnished as Annexure forming part of this report.

EMPLOYEES

No employee of the Company was in receipt of remuneration in excess of the sum prescribed under Section 217(2A) of the Companies Act, 1956 during the period under review and hence the disclosure of particulars as required by the Companies (Particulars of Employees) Rules, 1975 is not applicable.

INFORMATION AS PER SECTION 217 (1)(e) OF THE COMPANIES ACT, 1956

Your Company has no activity relating to conservation of energy. The Company has not entered into any technical collaboration agreement and has nothing to report regarding technology absorption. The Company does not have any foreign exchange earnings or outgo during the period ended 31st March 2013.

GENERAL

The Directors thank the bankers for their support.

By Order of the Board

Place : Madurai
Date : 7.5.2013

R NARESH
CHAIRMAN



C.R. KRISHNAN, B.Com., F.C.S.,
Practicing Company Secretary

Office Address : No. 11, Kumaran Colony, 8th Street, Vadapalani, Chennai-600026.

Residence Address : Plot No. 227, Behind Sarweswarar Temple, Anna Nagar, Madurai - 625 020.

Off Phone : 044-45011512. Resi Phone : 0452-2533927 Mobile : 94441-72973

e-mail: crkrishcsp@gmail.com crkrish@sancharnet.in

Date :

COMPLIANCE CERTIFICATE

REGISTRATION NO. CIN. U65100TN2010PLC074498

NOMINAL CAPITAL: Rs. 2,50,00,000/-

To

The Members

M/s. TVS SRICHAKRA INVESTMENTS LIMITED
MADURAI.

I have examined the registers, records, books and papers of M/s. TVS SRICHAKRA INVESTMENTS LIMITED, MADURAI (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the memorandum and Articles of Association of the Company for the financial year ended on 31st March 2013. In my opinion and to the best of information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns, as stated in Annexure 'B' to this certificate with the Registrar of Companies, within the time prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company and hence comments regarding compliance of restrictions applicable to private Company are not applicable.
4. The Board of Directors duly met five times on 24.05.2012, 27.09.2012, 29.10.2012, 02.02.2013 and 14.03.2013, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

5. The Company has not closed its Register of Members or Debenture holders during the year.
6. The Second Annual General Meeting for the financial year ended on 31.03.2012 was held on 27.09.2012 after giving notice to the members of the Company and the resolutions passed duly recorded in Minutes Book maintained for the purpose.
7. An extra-ordinary general meeting was held during financial year on 8.3.2013.
8. The Company has not given any loans / guarantees during the period to which the provisions of Section 295 of the Act are applicable.
9. The Company has not entered into any contracts falling within the purview of Section 297 of Companies Act during the period.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company
 - i) Has made no allotment/ transfer/ transmission of securities during the financial year.
 - ii) Has not declared any dividend during the financial year.
 - iii) Has not declared any dividend during the financial year and hence comments regarding posting of dividend warrants within 30 days does not arise.
 - iv) Has no amount to transfer to Investor Education and Protection Fund, in respect of unpaid dividend account, application money due for refund, matured deposits etc.
 - v) Has complied with the requirements of Section 217 of the Act, in respect of the Directors' Report.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Directors/alternate directors during the financial year.

15. The provisions of Section 269 of the Act regarding the compulsory appointment of Managing Director / Whole-time Director / Manager do not apply to the Company.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act, during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued shares nor debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares, in compliance with the provisions of the Act.
23. The Company has not invited /accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The company, in pursuance of Section 293(1)(d) of the Companies Act, 1956, has passed an ordinary resolution regarding borrowing powers of the Board in the Extra Ordinary General Meeting held on 08-03-2013
25. The Company being an investments Company the provisions of the Section 372A of the Act do not apply.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the financial year

27. The Company has not altered the provisions of the Memorandum with respect to the object of the Company during the financial year
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the financial year
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the financial year
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. We were informed that the provisions of Provident Fund Act do not apply to the Company.

Place : Camp. Madurai

Date : 07.05.2013

(C.R. KRISHNAN)
Practising Company Secretary,
C.P.No.6506

Annexure A

Registers as maintained by the Company

Statutory Registers

1. Minutes books of meeting and shareholders and Board of Directors u/s 193.
2. Books of Account u/s 209.
3. Register of Directors, Managing Director, Manager and Secretary u/s 303
4. Register of Directors Shareholdings u/s 307
5. Register of Members
6. Register of Contracts u/s 301
7. Register of Investments

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the period ending 31.03.2013.

1. Form 66 filed on 17.10.2012
2. Form 20B filed on 07.11.2012
3. Form 23AC / 23ACA in XBRL Format filed on 23.01.2013.

(C.R. KRISHNAN)
Practising Company Secretary,
C.P.No.6506