

TVS SRICHAKRA LIMITED

(CIN : L25111TN1982PLC009414)

Regd. Office : TVS Building, 7-B, West Veli Street, Madurai - 625 001.
Website : www.tvstyres.com, **Phone :** 452 2443300, **Fax :** 452 2443466

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To
The Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, for obtaining the consent of the Members through postal ballot :

- i) For borrowing in excess of the aggregate of paid-up share capital and free reserves
- ii) Borrowings may require Creation of mortgage / charges / hypothecation or otherwise

The draft of Special Resolutions together with the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts and reasons thereto are enclosed.

Madurai
3.7.2014

By Order of the Board
SHOBHANA RAMACHANDHRAN
MANAGING DIRECTOR

Notes :

1. The Board of Directors has appointed Mr. N Balachandran, Company Secretary in Practice, Chennai, as the Scrutinizer, for conducting the postal ballot process in a fair and transparent manner.
2. A member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours 5.30 PM on 31.8.2014.
3. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman of the Company, on Tuesday, the 2nd September, 2014 at 5.00 PM. The date of declaration of the postal ballot result will be taken to be the date of passing the special resolutions.
4. The results of the postal ballot will be posted on the Company's website – www.tvstyres.com
5. In compliance with provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014, and Listing Agreement, members may cast their votes either through Postal Ballot form or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by NSDL, the e-voting agency appointed by us, as stated in page 4 of this notice.

DRAFT RESOLUTIONS

SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

RESOLVED THAT in supersession of the Ordinary Resolution adopted at the Twenty Ninth Annual General Meeting held on 27th September, 2012, and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum of money which together with monies already borrowed by the Company (apart from loans repayable on demand or within six months from the date of the loan such as short term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature obtained from the Company's Bankers in the ordinary course of business) shall not be in excess of Rs.500 Crores (Rupees Five hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

RESOLVED THAT in supersession of the Ordinary Resolution adopted at the Twenty Ninth Annual General Meeting held on 27th September, 2012, and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to mortgaging and / or charging by the Board of Directors of the Company, all or any of the movable or immovable properties, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company for securing

- a) Any loan as may be obtained from Banks / Other Financial Institutions
- b) Any issue of debentures made by the Company from time to time provided that the total amount so borrowed and outstanding (excluding temporary loans obtained from the banks in the ordinary course of business) does not exceed at any time the aggregate of the paid-up capital and free reserves of the Company by more than Rs.500 Crores (Rupees Five Hundred Crores)

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No. 1

At the Annual General Meeting of the Company held on 27th September, 2012, Company has accorded its consent under Section 293(1)(d) of the Companies Act, 1956, to the Board of Directors to borrow any sum or sums of money provided the amount so borrowed and outstanding shall not exceed at any point of time the aggregate of the paid up capital and free reserves of the Company by more than Rs.500 Crores.

The Ministry of Corporate Affairs (MCA) vide General Circular dated 25th March, 2014, has clarified that resolutions passed under Section 293 of the Companies Act, 1956, prior to 12.9.2013, with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 upto 12.9.2014, that is for a period of one year from 12.9.2013, (date of notification of the said section).

In the present business conditions, it is considered sufficient to retain the present limit of borrowing to Rs.500 Crores. Accordingly, the Special Resolution as set out in the notice is submitted for consideration and the Board recommends that the resolution be passed.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, either financially or otherwise, in the resolution set out at Item No. 1.

Item No. 2

At the Annual General Meeting of the Company held on 27th September, 2012, the Board was authorised by the Ordinary Resolution of the shareholders for creation of mortgage / charges / hypothecation or otherwise in terms of Section 293(1)(a) of the Companies Act, 1956, provided the amount so borrowed and outstanding shall not exceed at any point of time the aggregate of the paid up capital and free reserves of the Company by more than Rs.500 Crores.

The Ministry of Corporate Affairs (MCA) vide General Circular dated 25th March, 2014, has clarified that resolutions passed under Section 293 of the Companies Act, 1956, prior to 12.9.2013, with reference to borrowings (subject to the limits prescribed) and / or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 upto 12.9.2014, that is for a period of one year from 12.9.2013, (date of notification of the said section).

Accordingly, the Special Resolution as set out in the notice is submitted for consideration and the Board recommends that the resolution be passed.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2

Your approval is sought by voting through postal ballot or e-voting.

Madurai
3.7.2014

By Order of the Board
SHOBHANA RAMACHANDHRAN
MANAGING DIRECTOR

PROCEDURE AND INSTRUCTIONS FOR 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)]
1. 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.
 2. Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
 3. Click on Shareholder – Login
 4. Put user ID and password as initial password / PIN noted in step(1) above. Click Login.
 5. 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.
 6. Home page of e-voting opens. Click one-voting. Active Voting Cycles.
 7. Select “EVEN” of TVS Srichakra Limited
 8. Now you are ready for e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on “Submit” when prompted.
 10. Upon confirmation, the message “Vote cast successfully” will be displayed.
 11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. 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 (for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy)
- (i) Initial password is provided at the bottom of the Postal Ballot Form.
100599 (E voting Event Number)
 - (ii) Please follow all steps from Sl. No. (2) to Sl. No. (12) above to cast vote.
- C. 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.nsdl.com
- D. 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.
- 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 e-voting period commences on 1.8.2014 (9.00 AM) and ends on 31.8.2014 (6.00PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialisation form, as on the cut-off date (record date) 21.7.2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for 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 to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21.7.2014.