

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 34th Annual General Meeting (AGM) of the Company will be held at Lakshmi Sundaram Hall, 15-A Gokhale Road, Madurai 625 002, on Wednesday, 23rd August, 2017 at 11.00 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a. The audited standalone financial statements of the Company for the financial year ended 31st March, 2017, the Reports of the Board of Directors and Auditors thereon; and
 - b. The audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and Report of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. P Vijayaraghavan (holding DIN: 00633205), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint M/s. PKF Sridhar & Santhanam, (ICAI Registration No. 003990S / S200018) Chartered Accountants, Chennai, to hold office as Statutory Auditors of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s PKF Sridhar & Santhanam, Chartered Accountants, Chennai, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 39th AGM of the Company, in the place of previous retiring auditors M/s. Sundaram & Srinivasan, Chartered Accountants, Madurai, who have retired by rotation, to audit the books of account of the company for a period of five financial years commencing from 2017-2018 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus reimbursement of service tax, travelling and out-of-pocket expenses incurred by them in connection with the said audit.

RESOLVED FURTHER THAT the appointment of M/s. PKF Sridhar & Santhanam, Chartered Accountants, Chennai, (ICAI Registration Number - 003990S / S200018) for a period of 5 years shall be subject to ratification by Shareholders at every AGM of the Company.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

RESOLVED THAT in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, 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 2017-18 as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.
6. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded for the appointment of Mr R Naresh (holding DIN 00273609) as Managing Director (designated as Executive Vice

Chairman) of the Company liable to retire by rotation, for a term of three (3) years with effect from 16.6.2017 and for the payment of remuneration, as may be decided by the Board of Directors, subject to a maximum of 5% of net profits of the Company, calculated as per the applicable provisions of the Act.

MINIMUM REMUNERATION

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. R Naresh, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites to the maximum as set out in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

PERQUISITES AND ALLOWANCES

The value and details of which are set out in the explanatory statement to the notice convening this Annual General Meeting.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. R Naresh, Managing Director designated as Executive Vice Chairman, including the components / monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.

By Order of the Board

SHOBHANA RAMACHANDHRAN

Managing Director

(DIN 00273837)

Place : Madurai
Date : 24.5.2017

NOTES

- 1. A Member entitled to attend and vote 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 member.

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 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 re-appointment is annexed to the notice as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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, 17th August 2017 to Wednesday, 23rd August, 2017 (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 furnished by them. Members holding shares in dematerialized form should update their Depository Participant(s) and members holding shares in physical form should update in writing the Registrar & Share Transfer Agent (RTA) of the Company M/s Integrated Registry Management Services Private Limited, Chennai their bank details viz Bank name and address, Account number, MICR code.
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 therefore, requested to submit their 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 RTA.
10. The amount of dividend not encashed or claimed within seven (7) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Central Government. Accordingly, the unclaimed dividend in respect of financial year ended 31st March, 2010 was due for transfer and the same had been transferred to the said Fund, during April 2017.
11. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2010-11 and upto 2016-17, are requested to write to the RTA of the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate / revalidated dividend warrant(s).
12. 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.
13. Members holding shares in single name are advised to file nominations in respect of their shareholding in the Company. If shares are held in physical form then the nominations are to be filed with the RTA and in case of shares held in demat form, with their DP.
14. A route map to reach the venue is given at the end of the AGM notice as per Secretarial Standard 2.
15. To facilitate in receiving all communications electronically from the Company, members if they have not registered their e-mail address are requested to register the same.
16. 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 and Proxy Form is being sent in the permitted mode.
17. Notice of the AGM and the Annual Report for 2016-17 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
18. **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 34th 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 Friday, 25th August, 2017 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, 23rd August, 2017.
- 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, 16th August, 2017.
- VIII. The remote e-voting facility will be available from 9.00 A.M on Saturday, 19th August, 2017 to 5.00 P.M. on Tuesday, 22nd August, 2017 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 cut off date i.e. Wednesday, 16th August, 2017 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.nsdl.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 106433 (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.nsdl.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, 16th August, 2017, 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.nsdl.com or contact NSDL at the following toll free no. 1800 222 990.
19. 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 DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[In Pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. P Vijayaraghavan
Director Identification Number (DIN)	00633205
Date of Birth	3.1.1948
Nationality	Indian
Date of appointment on the Board	25.8.2006
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.
Shareholding in TVS Srichakra Limited	150 Equity Shares
List of Directorships held in other Companies	TVS Srichakra Investments Limited and Uthiram Rubber Products Limited
Member / Chairman in the Committees of the Board	Audit Committee / Stakeholder Relationship Committee / Nomination and Remuneration Committee & Corporate Social Responsibility Committee.
Relationship between Directors inter se	-

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

Item No. 5

The Board, on the recommendation of the Audit Committee at its meeting held on 24th May, 2017, 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, in terms of Section 148 of the Companies Act, 2013, and fixed a sum of Rs.90,000/- (Rupees Ninety Thousand only) as remuneration payable to him, for the financial year 2017-18, subject to ratification by the shareholders of the Company.

In terms of Section 148(3) 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.5.

Accordingly, the Board recommends the ordinary resolution, as set out in item No.5, for ratification of the remuneration payable to the Cost Auditor by the Shareholders of the Company.

Item No. 6

A multi-faceted technocrat, Mr. R Naresh, Executive Vice Chairman, TVS Srichakra Ltd is a natural leader with over 4 decades of experience in the Automotive sector especially Rubber Technology and Corporate Management. He is well-versed with global technological developments in the Tyre industry and constantly keeps himself abreast with the latest advancements.

He is known for his immense focus on quality in manufacturing, always at the fore-front in initiating improvements in processes, performance and quality; addressing customer expectations. His technical acumen helps the Company in all its expansion activities. He is an engineering graduate; this domain knowledge guides the Operating Management in identifying and employing innovative methods in manufacturing, new product development and so on.

He is also a co-promoter of your Company.

He is equipped with an in-depth understanding of the ever-evolving trends in the auto and tyre industry and is adept at meeting the changing demands of customers both at national and global level.

The inspiring leader in Mr. R Naresh has guided companies make a mark for themselves in the global auto industry.

Mandatory Information :

Director Identification Number (DIN)	00273609
Date of Birth	28.2.1957
Shareholding in TVS Srichakra Limited	1,27,656 Equity Shares
List of Directorships held in other Companies	M/s Sundaram Industries Private Limited, M/s TVS Elastomeric Engineered Products Pvt. Limited, M/s Firestone TVS Pvt. Limited, M/s ZF Electronics TVS (India) Pvt Limited, M/s TVS Srichakra Investments Limited; M/s Pusam Rubber Products Limited, M/s Uthiram Rubber Products Limited and M/s Dhinrama Mobility Solution Private Limited
Member / Chairman in the Committees of the Board	NIL
Relationship between Directors inter se	Ms. Shobhana Ramachandhran, Managing Director of the Company is related to Mr. R Naresh.

At the 31st Annual General Meeting of the Company held on 11.9.2014, Mr. R Naresh, Executive Vice Chairman was appointed as Managing Director designated as Executive Vice Chairman of the Company for a period of three (3) years with effect from 16th June, 2014. Mr. R Naresh was also appointed as a Director liable to retire by rotation at the above AGM and reappointed as Director at the AGM held on 22.9.2016.

The appointment has been recommended by the Nomination and Remuneration Committee in the meeting held on 23rd May, 2017.

Your Board of Directors at their meeting held on 24th May, 2017 appointed Mr. R Naresh, as Managing Director designated as Executive Vice Chairman of the Company, for a period of three years, effective 16th June, 2017 and for the payment of remuneration as may be decided by the Board of Directors, subject to a maximum of 5% of net profits of the Company, to be approved by the shareholders at the ensuing Annual General Meeting of the Company

In addition to the above terms and conditions, he shall be entitled to the following.

A) Perquisites and allowances: In addition to the salary, he shall be entitled to the following perquisites and allowances.

Medical reimbursement: Medical Expenses incurred for the Managing Director (designated as Executive Vice Chairman) and his family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Provision of chauffeur driven car for use on Company's business

Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities to be used for the business of the Company.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated actual cost.

B) Other Benefits

a) Contribution to Provident Fund, Superannuation Fund and annuity fund in accordance with the rules specified by the Company. Gratuity payable shall not exceed half a month's salary for each completed year of service.

i) Encashment of leave at the end of the tenure.

ii) Personal Accident Insurance for an amount, the annual premium of which does not exceed Rs.10,000/-.

The above benefits will not be included in the computation of the ceiling on perquisites.

The Board of Directors be and is hereby authorized to alter or vary the scope of remuneration including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and payable to the Managing Director (designated as Executive Vice Chairman), within the overall limits specified by this resolution subject to the condition that in the event of there being no or inadequate profits, the remuneration shall be subject to the ceiling set out in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

The period of office of Mr. R Naresh shall be liable to determination by retirement of Directors by rotation. If Mr. R Naresh is re-appointed as a Director, immediately on retirement by rotation he shall continue to hold office of Managing Director (designated as Executive Vice Chairman) and such appointment as Director shall not be deemed to constitute break in his appointment as a Managing Director (designated as Executive Vice Chairman).

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013, the Board recommends the Special Resolution set out at item no. 6 of the accompanying Notice for the approval of the Members. The appointment of Mr. R Naresh is appropriate and in the best interest of the Company.

Except Mr R Naresh, being an appointee and Ms Shobhana Ramachandhran, being his relative, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, either financially or otherwise, in the resolution set out at Item No.6.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place : Madurai
Date : 24.5.2017

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

34th Annual General Meeting (AGM)

Date : 23rd August, 2017

Day : Wednesday

Time : 11.00 A.M.

Venue : Lakshmi Sundaram Hall,
15-A Gokhale Road, Madurai 625 002,

ROUTE MAP TO AGM VENUE

Lakshmi Sundaram Hall

