

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 33rd Annual General Meeting (AGM) of the Company will be held at Lakshmi Sundaram Hall, 15-A Gokhale Road, Madurai 625 002, on Thursday, 22nd September, 2016 at 10.30 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 year ended 31st March, 2016, the Report of the Directors and Auditors thereon.
 - b. The audited consolidated financial statements of the Company for the year ended 31st March, 2016
2. To confirm the interim dividend on equity shares as final dividend.
3. To appoint a Director in place of Mr R Naresh (DIN: 00273609) who retires by rotation in terms of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. To appoint M/s Sundaram & Srinivasan, (Firm Registration No. 004207S) Chartered Accountants, Madurai, the retiring Auditors, to hold office as Statutory Auditors of the Company for the financial year 2016-17 and to authorize the Board of Directors of the Company to fix their remuneration.

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s Sundaram & Srinivasan, Chartered Accountants, Madurai, having Firm Registration No. 004207S, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company to audit the accounts of the Company for the financial year 2016-17 and for that purpose, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of Accounts 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 the remuneration of Rupees Seventy five thousand (Rs.75,000/-), 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 2016-17 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and is hereby ratified

By Order of the Board

SHOBHANA RAMACHANDHRAN
Managing Director

Place:Madurai
Date :11.5.2016

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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 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(2) 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 Friday, 16th September, 2016 to Thursday, 22nd September, 2016 (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 share in physical form should update in writing to the Registrar & Share Transfer Agent (RTA) of the Company M/s Integrated Enterprises (India) 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 Company.
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, 2009 is due for transfer to the said Fund in November, 2016.
11. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2008-09 upto 2014-15, 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.

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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 2015-16 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 33rd 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 Saturday, 24th September, 2016 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, Thursday i.e. 22nd September, 2016.
- 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 Thursday 15th September, 2016.
- viii. The remote e-voting facility will be available from 9.00 A.M on Monday, 19th September, 2016 to 5.00 P.M. on Wednesday, 21st September, 2016 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 i.e. Thursday, 15th September, 2016 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.

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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 one-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 104473 (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.
 - (iii) 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
 - (iv) 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.
 - (v) 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).
 - (vi) 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 Thursday 15th September, 2016, 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.
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 5.00PM) on all working days except Saturdays, Sundays upto and including the date of the Annual General Meeting of the Company

NOTICE (Contd.)

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. R Naresh
Director Identification Number (DIN)	00273609
Date of Birth	28.2.1957
Nationality	Indian
Date of appointment on the Board	2.6.1982
Qualification	B.E.
Experience in specific functional areas	Technocrat with wide experience in Rubber Technology and Corporate Management. Has wide experience in auto industry.
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 Invesments 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.

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 11th May, 2016, 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 Rupees Seventy five thousand as remuneration payable to him, for the financial year 2016-17, 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.

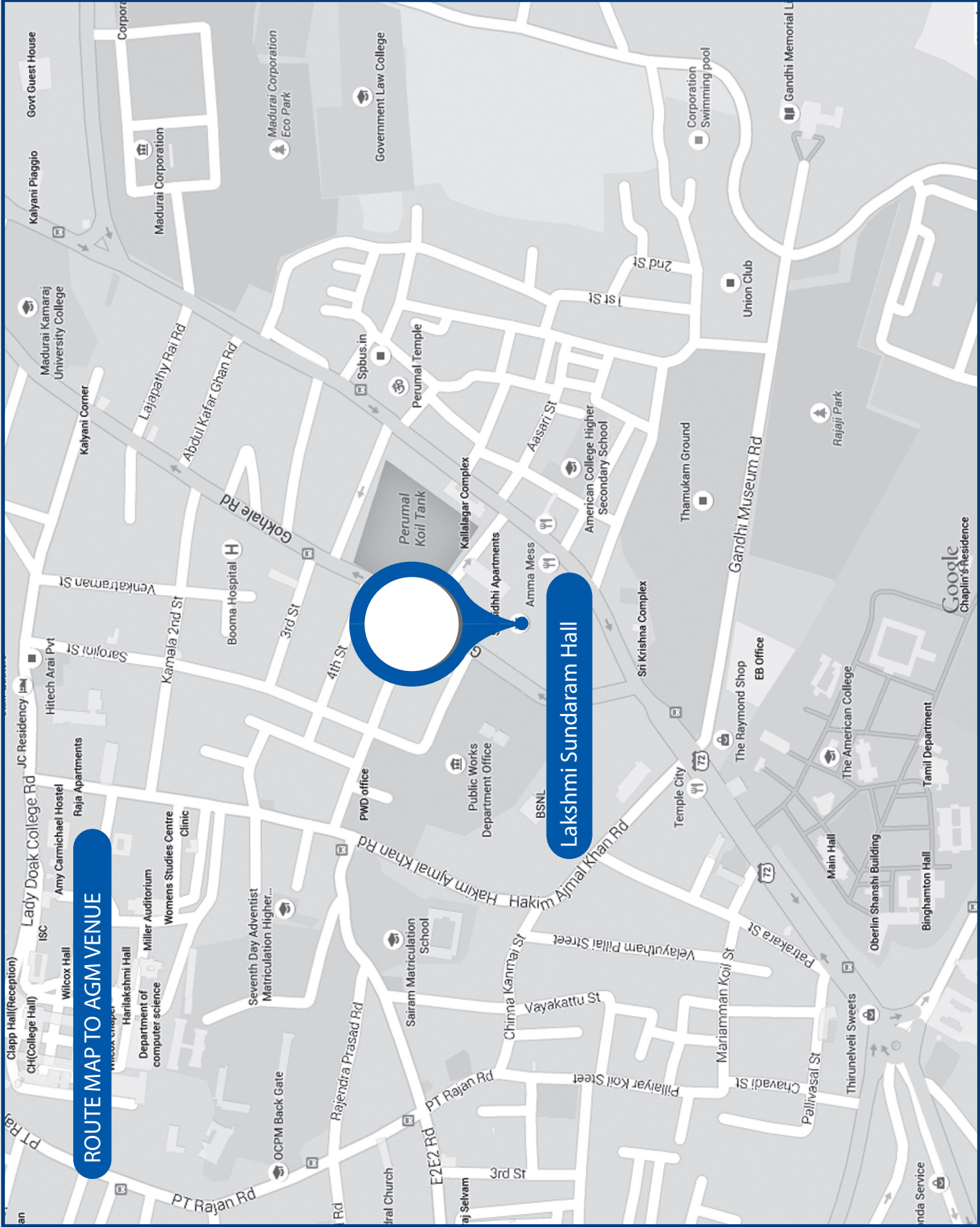
None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in item No.5.

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.

Place : Madurai
Date : 11.5..2016

By Order of the Board
SHOBHANA RAMACHANDHRAN
Managing Director

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