

## ANNEXURE 7 TO DIRECTORS' REPORT

### EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### FORM NO. MGT-9

#### I. REGISTRATION AND OTHER DETAILS

i)	CIN	L25111TN1982PLC009414
ii)	Registration Date	2 <sup>nd</sup> June, 1982
iii)	Name of the Company	TVS SRICHAKRA LIMITED
iv)	Category / Sub-Category of the Company	Company limited by Shares / Non-Government Company
v)	Address of the Registered Office and contact details	TVS Building, 7-B West Veli Street, Madurai 625 001  Tel : 0452 – 2443300
vi)	Whether Listed Company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Integrated Registry Management Services Private Limited Kences Towers, II Floor, No. 1 Ramakrishna Street North Usman Road, T Nagar Chennai 600 017  Tel : 044 – 28140801

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service		% to total turnover of the Company
		Code	Description	
1.	Tyres and Tubes including road use tyres / tubes; this includes, two wheeler tyres and tubes, off the road tyres used in implements / forklifts / industrial tractors, and other machinery(s),	Section C	Manufacturing	100%
		Division 22	Manufacture of Rubber & Plastic Products	
		Group 221	Manufacture of Rubber Products	

	non-highway service tyres such as sand tyres, grader tyres, compactor tyres and vintage tyres, Multi-Purpose Tyres (MPT), flotation tyres, Radial tyres, tubeless tyres, farm tyres and tubes used therein and Solid resilient tyres	Class 2211	Manufacture of Rubber Tyres & Tubes, Retreading and Rebuilding of Rubber Tyres	
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**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

<b>Sl. No</b>	<b>Name and address of the Company</b>	<b>CIN / GLN</b>	<b>Holding / Subsidiary /Associate</b>	<b>% of shares held</b>	<b>Applicable Section</b>
1.	TVS Srichakra Investments Limited	U65100TN2010PLC074498	Subsidiary	100%	2 (87)
2	TVS Sensing Solutions Private Limited (formerly known as ZF Electronics TVS India Private Limited)	U30007TN1993PTC026291	Subsidiary	100%	2 (87)

**IV. SHAREHOLDING PATTERN (EQUITY Share Capital break up as percentage of Total Equity)**

<b>(j) Category-wise Shareholding</b>										
Category Code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A</b>	<b>SHAREHOLDING OF PROMOTER AND PROMOTER GROUP</b>									
(1)	<b>Indian</b>									
a	Individual/Hindu Undivided Family	479017	0	479017	6.26	479017	0	479017	6.26	-
b	Central Government/ State Governments									
c	Bodies Corporate	2994544	0	2994544	39.11	2994544	0	2994544	39.11	-
d	Financial Institutions / Banks									
e	Any other (Specify)									
	<b>Sub Total A(1)</b>	<b>3473561</b>	<b>0</b>	<b>3473561</b>	<b>45.36</b>	<b>3473561</b>	<b>0</b>	<b>3473561</b>	<b>45.36</b>	<b>-</b>
(2)	<b>Foreign</b>									
a	Individual (Non resident Individuals / Foreign individuals)									
b	Bodies Corporate									
c	Institutions									
d	Qualified Foreign Investor									
e	Any other (Specify)									
	<b>Sub Total A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>-</b>
	<b>Total shareholding of Promoter and Promoter Group (A)= (A1)+(A2)</b>	<b>3473561</b>	<b>0</b>	<b>3473561</b>	<b>45.36</b>	<b>3473561</b>	<b>0</b>	<b>3473561</b>	<b>45.36</b>	<b>-</b>
<b>B</b>	<b>Public Shareholding</b>									
(1)	<b>Institutions</b>									
a	Mutual Funds/ UTI	353389	650	354039	4.62	390736	500	391236	5.11	
b	Financial Institutions / Banks	11911	700	12611	0.16	8600	700	9300	0.12	(0.04)
c	Central Government/ State Governments	94	0	94	0.00	94	0	94	0.00	
d	Venture capital Funds									
e	Insurance Companies									
f	Foreign Institutional Investors	150	0	150	0.00	150	0	150	0.00	
g	Foreign Venture Capital Investors									
h	Qualified Foreign Investor									
i	Any other									
	<b>Sub Total B(1)</b>	<b>365544</b>	<b>1350</b>	<b>366894</b>	<b>4.79</b>	<b>399580</b>	<b>1200</b>	<b>400780</b>	<b>5.23</b>	<b>0.44</b>
(2)	<b>Non-Institutions</b>									
a	Bodies Corporate	540831	3174	544005	7.10	533278	2033	535311	6.99	(0.11)
b	Individuals									
(i)	Individual Shareholders holding Nominal Share Capital upto Rs.1 Lakh	1877449	605095	2482544	32.42	2018733	460871	2479604	32.38	(0.04)
(ii)	Individual Shareholders holding Nominal Share Capital in excess of Rs.1 Lakh	398294	24775	423069	5.53	426312	24775	451087	5.89	0.37
c	Qualified Foreign Investor									
d	Any other **									
d(i)	ALTERNATIVE INVESTMENT FUND	6270	0	6270	0.08	22969	0	22969	0.30	0.22
d(ii)	ASSOCIATION OF PERSONS	1	0	1	0.00	0	0	0	0.00	(0.00)
d(iii)	CLEARING MEMBER	5468	0	5468	0.07	4293	0	4293	0.06	(0.02)
d(iv)	FOREIGN PORT FOLIO INVESTOR-CORPORATE	224279	0	224279	2.93	155800	0	155800	2.03	(0.89)
d(v)	IEPF	90195	0	90195	1.18	100841	0	100841	1.32	0.14
d(vi)	LIMITED LIABILITY PARTNERSHIP	19651	0	19651	0.26	20124	0	20124	0.26	0.01
d(vii)	MARGIN TRADING ACCOUNT-CORPORATE	19413	0	19413	0.25	10980	0	10980	0.14	(0.11)
d(viii)	TRUST	1300	400	1700	0.02	1300	400	1700	0.02	-
	<b>Sub Total B(2)</b>	<b>3183151</b>	<b>633444</b>	<b>3816595</b>	<b>49.84</b>	<b>3294630</b>	<b>488079</b>	<b>3782709</b>	<b>49.40</b>	<b>(0.44)</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>3548695</b>	<b>634794</b>	<b>4183489</b>	<b>54.64</b>	<b>3694210</b>	<b>489279</b>	<b>4183489</b>	<b>54.64</b>	<b>-</b>
	<b>TOTAL (A) + (B)</b>	<b>7022256</b>	<b>634794</b>	<b>7657050</b>	<b>100.00</b>	<b>7167771</b>	<b>489279</b>	<b>7657050</b>	<b>100.00</b>	<b>-</b>
<b>C</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>									
1	Promoter and Promoter Group									
2	Public									
	<b>Grand Total (A) + (B) + (C)**</b>	<b>7022256</b>	<b>634794</b>	<b>7657050</b>	<b>100.00</b>	<b>7167771</b>	<b>489279</b>	<b>7657050</b>	<b>100.00</b>	<b>-</b>

ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	T V Sundram Iyengar & Sons Pvt. Ltd	2123115	27.73	N.A.	2123115	27.73	N.A.	NIL
2	Sundaram Industries Pvt. Ltd	750000	9.79	N.A.	750000	9.79	N.A.	NIL
3	Ms. Shobhana Ramachandhran (Promoter cum Director)	274051	3.58	N.A.	287051	3.75	13000	0.17
4	Sri R Haresh	76320	1.00	N.A.	46320	0.61	30000	-0.39
5	Nitya Kalyanee Investment Ltd	121429	1.59	N.A.	121429	1.59	N.A.	NIL
6	Sri R Naresh (Promoter cum Director)	127656	1.67	N.A.	144656	1.89	17000	0.22
7	Sri R Haresh	945	0.01	N.A.	945	0.01	N.A.	NIL
8	Sri R Dinesh	45	0.00	N.A.	45	0.00	N.A.	NIL
	<b>TOTAL</b>	<b>3473561</b>	<b>45.36</b>		<b>3473561</b>	<b>45.36</b>		<b>Nil</b>

iii) Change in Promoter's Shareholding (please specify, if there is no change)

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Sri R Naresh (Promoter cum Director)	127656	1.67	144656	1.89
2	Ms. Shobhana Ramachandhran (Promoter cum Director)	274051	3.58	287051	3.75
3	Sri R Haresh	76320	1.00	46320	0.61

iv) Shareholding Pattern of top ten shareholders (other than Directors / Promoters and Holders of GDRs and ADRs)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	<b>For each of the Top 10 shareholders</b>				
1	L AND T Mutual Fund Trustee Ltd	250630	3.27		
	Purchase				
	6.4.2018	10435		261065	3.41
	13.4.2018	16540		277605	3.63
	20.4.2018	591		278196	3.63
	27.4.2018	354		278550	3.64
	4.5.2018	719		279269	3.65
	8.6.2018	81289		360558	4.71
	22.6.2018	2732		363290	4.74
	20.7.2018	1868		365158	4.77
	28.9.2018	3047		368205	4.81
	5.10.2018	2756		370961	4.84
	28.12.2018	5000		375961	4.91
	1.3.2019	5000		380961	4.98
2	Gagandeep Credit Capital Pvt.Ltd	336770	4.40	336770	4.40
3	Nilesh Kishor Shah	121250	1.58		
	Sales				
	6.4.2018	11731		109519	1.43
	13.4.2018	3269		106250	1.39
	11.5.2018	3000		103250	1.35
	Purchase				
	11.5.2018	3000		106250	1.39
	25.5.2018	40000		146250	1.91
	Sales				
	25.5.2018	40000		106250	1.39
	20.7.2018	20000		86250	1.13
	Purchase				
	20.7.2018	20000		106250	1.39
	31.8.2018	8500		114750	1.50
	7.9.2018	57550		172300	2.25
	Sales				
	7.9.2018	57550		114750	1.50
	28.9.2018	16450		98300	1.28
	Purchase				
	28.9.2018	16450		114750	1.50
	12.10.2018	3590		118340	1.55
	Sales				
	12.10.2018	3590		114750	1.50
	7.12.2018	2625		112125	1.46
	15.2.2019	13590		98535	1.29
	Purchase				
	15.2.2019	13590		112125	1.46

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
4	Paramjit Mann	81630	1.07		
	Sales				
	6.4.2018	1250		80380	1.05
	13.4.2018	3500		76880	1.00
	11.5.2018	97		76783	1.00
	8.6.2018	137		76646	1.00
	13.7.2018	75		76571	1.00
	17.8.2018	82		76489	1.00
	21.9.2018	83		76406	1.00
	16.11.2018	115		76291	1.00
	14.12.2018	110		76181	0.99
	25.1.2019	67		76114	0.99
	22.2.2019	107		76007	0.99
	15.3.2019	125		75882	0.99
5	Valuequest India Moat Fund Limited	152994	1.99		
	Sales				
	15.2.2019	1242		151752	1.98
	22.2.2019	1446		150306	1.96
	1.3.2019	6523		143783	1.88
	8.3.2019	19865		123918	1.62
	15.3.2019	12186		111732	1.46
	22.3.2019	24619		87113	1.14
	29.3.2019	14371		72742	0.95
6	Anvil Fintrade Pvt.Ltd	67585	0.88	67585	0.88
7	Uday Nandlal Shah	56980	0.74		
	Sales				
	13.4.2018	100		56880	0.74
	Purchase				
	13.4.2018	100		56980	0.74
	Purchase				
	1.6.2018	250		57230	0.75
	29.6.2018	400		57630	0.75
	Sales				
	20.7.2018	12500		45130	0.59
	Purchase				
	20.7.2018	12500		57630	0.75
	Sales				
	14.9.2018	17400		40230	0.53
	Purchase				
	14.9.2018	18500		58730	0.77
	Sales				
	28.9.2018	5000		53730	0.70
	Purchase				
	28.9.2018	5000		58730	0.77
	Sales				
	7.12.2018	1750		56980	0.74
	Purchase				
	14.12.2018	2270		59250	0.77
8	Sharad Nandlal Shah	45500	0.59		
	Sales				
	13.4.2018	100		45400	0.59
	Purchase				
	13.4.2018	100		45500	0.59
	Sales				
	11.5.2018	2000		43500	0.57
	Purchase				
	11.5.2018	2000		45500	0.59
	Sales				
	20.7.2018	12500		33000	0.43
	Purchase				
	20.7.2018	12500		45500	0.59
	Sales				
	14.9.2018	17400		28100	0.37
	Purchase				
	14.9.2018	17400		45500	0.59
	Sales				
	28.9.2018	5000		40500	0.53
	Purchase				
	28.9.2018	5000		45500	0.59
	Sales				

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	7.12.2018	1750		43750	0.57
9	Shantikumar Girdharlal Shah	30250	0.40		
	Sales				
	11.5.2018	1000		29250	0.38
	Purchase				
	11.5.2018	1000		30250	0.40
	Sales				
	20.7.2018	6000		24250	0.32
	Purchase				
	20.7.2018	6000		30250	0.40
	Sales				
	7.9.2018	9750		20500	0.27
	Purchase				
	7.9.2018	9750		30250	0.40
	Sales				
	28.9.2018	2500		27750	0.36
	Purchase				
	28.9.2018	2500		30250	0.40
	Sales				
	7.12.2018	875		29375	0.38
10	NILESH DHIRAJLAL SHAH	26231	0.34	26231	0.34

v) Shareholding of Directors and Key Managerial Personnel

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	<b>For each of the Directors and KMP</b>	<b>No. of shares</b>	<b>% of total shares of the Company</b>	<b>No. of shares</b>	<b>% of total shares of the Company</b>
1	Sri R Naresh	127656	1.67	144656	1.89
	At the end of the year			144656	1.89
2	Ms Shobhana Ramachandhran	274051	3.58	287051	3.75
	At the end of the year			287051	3.75
3	Sri M S Viraraghavan - Director	900	0.01	900	0.01
	At the end of the year			900	0.01
4	Sri P Vijayaraghavan - Director	150	-	150	-
	At the end of the year			150	-

The following Directors / Key Managerial Personnel (KMP) did not hold any shares

Directors - M/s H Janardana Iyer, V Ramakrishnan, Rasesh R Doshi, A Arumugam, V Anantha Nageswaran  
KMPs - M/s K V Ganesh, P Srinivasan

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in crores)

		Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
i)	Principal Amount	308.46	-	-	308.46
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	0.33	-	-	0.33
	<b>Total (i+ii+iii)</b>	308.79	-	-	308.79
<b>Change in Indebtedness during the financial year</b>					
	Addition	119.48	-	-	119.48
	Reduction	-12.96	-	-	-12.96
	<b>Net Change</b>	106.52	-	-	106.52
<b>Indebtedness at the end of the financial year</b>					
i)	Principal Amount	412.69	-	-	412.69
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	2.61	-	-	2.61
	<b>Total (i+ii+iii)</b>	415.31	-	-	415.31

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director / Whole Time Director and / or Manager

(Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD		Total Amount
		Ms S R	Mr R N	
1	Gross Salary			
a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	295.75	155.08	450.83
b)	Value of perquisites u/s 17(2) of Income Tax Act 1961	-	-	-
c)	Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	335.13	502.69	837.82
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others-Contribution to Provident & Superannuation Fund	47.44	-	47.44
	Total (A)	678.32	657.77	1336.09
	Ceiling as per the Act			1675.65

Ms SR - Ms Shobhana Ramachandhran - Managing Director, Mr R N - Mr R Naresh - Executive Vice Chairman

**B. Remuneration to other Directors**

(Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Independent Directors	Mr M S V	Mr H J I	Mr R R D	Mr A A	Dr V A N	
1	Fee for attending Board/Committee Meetings	1.70	1.70	1.80	0.50	0.20	1.00	6.90
2	Commission	15.00	15.00	15.00	7.34	3.78	10.00	66.12
3	Others, please specify	-	-	-	-	-	-	-
	Total (1)	16.70	16.70	16.80	7.84	3.98	11.00	73.02
	<b>Other Non Executive Director</b>	<b>Mr P V</b>						
1	Fee for attending Board/Committee Meetings	2.60	-	-	-	-	-	2.60
2	Commission	15.00	-	-	-	-	-	15.00
3	Others, please specify	-	-	-	-	-	-	-
	Total (2)	17.60	-	-	-	-	-	17.60
	Total (B)=(1+2)	-	-	-	-	-	-	90.62
	Total Managerial Remuneration (A) + (B)	-	-	-	-	-	-	1426.71
	Overall Ceiling as per the Act	-	-	-	-	-	-	1843.21

Mr MSV - Mr MS Viraraghavan, Mr HJI - Mr H Janardana Iyer, Mr RRD - Mr Rasesh R Doshi, Mr AA - Mr A Arumugam, Dr VAN - Dr V Anantha Nageswaran, Mr V R - Mr V Ramakrishnan, Mr P V - Mr P Vijayaraghavan

**C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

(Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Chief Financial Officer	Company Secretary	
1	Gross Salary	84.72	34.84	119.56
a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-
b)	Value of perquisites u/s 17(2) of Income Tax Act 1961	-	-	-
c)	Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
	Others-Contribution to Provident & Superannuation Fund	4.42	3.82	8.24
	Total	89.14	38.66	127.80

**VII Penalties / Punishment / Compounding of Offences**

There were no penalties / punishment / compounding of offences for the year ended 31st March, 2019.