

# TVS SRICHAKRA LIMITED

(CIN: L25111TN1982PLC009414)

Addendum to AGM Notice is enclosed vide Page No. 9

Regd. Office: TVS Building, 7-B West Veli Street, Madurai 625 001

Website: www.tvseurogrip.com; E-mail id: sec.investorgrievances@tvstyres.com

Phone: 452 2443300

## NOTICE

Notice is hereby given that the 37th Annual General Meeting (AGM) of the Company will be held on Wednesday, 16th September, 2020 at 10.00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business.

### ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.  
RESOLVED THAT the audited standalone along with consolidated financial statements of the Company including Balance Sheets as at 31st March, 2020 and the Statements of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Auditors' Reports and the Directors' Report thereon, be and are hereby approved and adopted.
2. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.  
RESOLVED THAT the interim dividend of Rs.20.10 per share (201%) each, declared by the Board of Directors on 76,57,050 equity shares, and paid by the Company for the year ended 31st March, 2020, be and is hereby recorded and the said interim dividend be treated as final dividend for the said year.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.  
RESOLVED THAT Sri R Naresh (holding DIN: 00273609), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.  
RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 1,25,000/- (Rupees One lakh twenty five thousand only), in addition to reimbursement of travel and out-of-pocket expenses, payable to Dr. I Ashok, Practicing 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 2020-21 as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.

By Order of the Board

**SHOBHANA RAMACHANDHRAN**

*Managing Director*

(DIN: 00273837)

Place : Madurai

Date : 26.6.2020

### Shareholders Information

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to [baloogetha@gmail.com](mailto:baloogetha@gmail.com) with a copy marked to [srinivasan.p@tvstyres.com](mailto:srinivasan.p@tvstyres.com).
4. Pursuant to SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members who have registered their Email Id with the Company / Depositories and whose names appear on the Register of Members / list of beneficial owners as received from the Depositories as at the close of business hours on 14th August, 2020. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.tvseurogrip.com](http://www.tvseurogrip.com), websites of the National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com), BSE Ltd., [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting@nsdlindia.com>
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the Company's website [www.tvseurogrip.com](http://www.tvseurogrip.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
9. In accordance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, e-voting facility have been provided to the members. The Board of Directors have appointed Sri N Balachandran, Company Secretary in Practice, Chennai, as the Scrutinizer for conducting e-voting process in a fair and transparent manner. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities enabling the members to cast their vote in a secure manner.
10. The remote e-voting period would commence on Saturday, the 12th September, 2020 (9.00 AM) and end on Tuesday, the 15th September, 2020 (5.00 PM).

During the above period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 9th September, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM on Tuesday, 15th September, 2020. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
11. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
12. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
13. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 9th September, 2020. 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 (9th September, 2020) only shall be entitled to avail the facility of remote e-voting as well as e-voting at the time of the meeting. Notice is being sent to all the shareholders

whose names appear on the Register of Members / list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on 14th August, 2020. Any person, who acquires shares of the Company and becomes a member after despatch of the Notice, but holding shares as on the cut-off date for remote e-voting i.e. 9th September, 2020, may obtain the login Id and password by sending a request to yuvraj@integratedindia.in or contact our Registrar & Share Transfer Agent, M/s Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai 600017. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

14. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
15. Members can opt for only one mode of voting, i.e., either by VC/OAVM or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast VC/OAVM facility shall be treated as invalid. The procedure and instructions for e-voting is furnished in this notice.
16. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of the voting through VC/OAVM /e-voting will be announced by the Company on its website – www.tvseurogrip.com within 48 hours conclusion of the Annual General Meeting.
17. Members are requested to
  - Provide their e-mail id for all communication purposes
  - Provide Permanent Account Number (PAN), if not already provided.
  - Opt for NECS/RTGS facility by providing latest and correct bank account details along with cancelled cheque leaf for prompt credit and for avoiding fraudulent encashment/loss in postal transit of dividend warrant and
  - Avail nomination facility

For the above purposes,

- a) Shareholders holding shares in electronic mode may approach their respective Depository Participants (DP) and
  - b) Shareholders holding shares in physical mode can approach M/s Integrated Registry Management Services Private Limited, our Registrar & Transfer Agent, “Kences Towers”, Second Floor, No.1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600017, Tel. No. 044 28140802 E-mail yuvraj@integratedindia.in
18. Members who are holding shares in physical form are requested to avail dematerialization facility.
  19. A statement showing additional information about the Director seeking appointment / re-appointment is annexed to the Notice as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), issued by the Institute of the Company Secretaries of India.
  20. 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.
  21. 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, 10th September, 2020 to Wednesday 15th September, 2020 (both days inclusive).
  22. Members who have not encashed / claimed their dividend amount for a period of seven (7) years, the said unclaimed dividend amount will be transferred to the Investor Education and Protection Fund Authority (IEPF Authority), by the Company. Accordingly, the unclaimed dividend for the financial year ended 31st March, 2013 is due for transfer and the same shall be transferred to IEPF Authority, during third week of November, 2020.
  23. Members who have not encashed their dividend for the financial year 2013-14 and upto 2018-19, are requested to write to the RTA of the Company, mentioning the relevant Folio number or DP ID and Client ID to credit the dividend in their bank accounts.
  24. As per SEBI notification, Members who have not encashed dividend for a period of seven (7) consecutive years, their shares have to be transferred to IEPF Authority. Accordingly, those shareholders who have not encashed dividend upto the financial year 2011-12, their shares had already been transferred to IEPF Authority, during December, 2019.

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

### **Item No. 4**

The Board, on the recommendation of the Audit Committee, at its meeting held on 26th June, 2020, 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 and fixed a sum of Rs.1,25,000/- (Rupees One lakh and twenty five thousand only) as remuneration payable to him, for the financial year 2020-21, subject to ratification by the shareholders of the Company.

In terms of Section 148 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.4.

Accordingly, the Board recommends the Ordinary Resolution, as set out in Item No.4, for ratification of the remuneration payable to the Cost Auditor by the Shareholders of the Company.

This Explanatory Statement together with the accompanying Notice may be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), issued by the Institute of the Company Secretaries of India.

The Board recommends the Ordinary Resolution set out at item no.4 of the accompanying notice for approval of the Members.

By Order of the Board

**SHOBHANA RAMACHANDHRAN**

Managing Director

(DIN 00273837)

Place : Madurai

Date : 26.6.2020

**Annexure to Item No.: 3 of the Notice**

**Details of the Director seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Name of the Director	Mr. R Naresh
Director Identification Number (DIN)	00273609
Age	63 years
Qualification	B.E.
Experience in specific functional areas	He 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 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.
Terms and Conditions of Appointment / Re-appointment	As per the Board resolution passed in the Board meeting held on 11 <sup>th</sup> June, 2020, Mr. R Naresh was appointed as a Managing Director designated as Executive Vice Chairman of the Company, liable to retire by rotation for a period of three years subject to the approval of shareholder which is sought through postal ballot through e-voting.
Remuneration last drawn (including sitting fees, if any)	Details of remuneration last drawn is provided in Form MGT 9
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	02.06.1982
Shareholding in the Company as on 31 <sup>st</sup> March, 2020	1,44,656 Equity Shares
Relationship between Directors inter se	Ms. Shobhana Ramachandhran, Managing Director of the Company is related to Mr. R Naresh.
Number of Board meetings attended	Details of meetings attended during the year are provided in the Corporate Governance Report.
List of Directorships held in other Companies	M/s Sundaram Industries Private Limited, M/s TVS Argomm Private Limited, M/s SI Air Springs Private Limited, M/s TVS Sensing Solutions Private Limited, M/s TVS Srichakra Investments Limited; M/s Pusam Rubber Products Private Limited, M/s Uthiram Rubber Products Private Limited and M/s Dhinrama Mobility Solution Private Limited
Member / Chairman in the Committees of the Board	NIL

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Saturday, 12th September, 2020 at 9.00 AM and ends on Tuesday, 15th September, 2020 at 5.00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

#### How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status



3. Select "EVEN" of company for which you wish to cast your vote
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@tvstyres.com](mailto:secretarial@tvstyres.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@tvstyres.com](mailto:secretarial@tvstyres.com)

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system.
6. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.

7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [agm.speakers@tvstyres.com](mailto:agm.speakers@tvstyres.com) from 10th September, 2020 (9:00 A.M. IST) to 12th September, 2020 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Members who do not wish to speak during the AGM but have queries, may send their queries by e-mail to [agm.questions@tvstyres.com](mailto:agm.questions@tvstyres.com) mentioning their name, DP ID and Client ID/folio number, PAN, mobile number, from 10th September, 2020 (9:00 A.M. IST) to 12th September, 2020 (5:00 P.M. IST). These queries will be replied to by the company suitably by email.



# TVS SRICHAKRA LIMITED

(CIN: L25111TN1982PLC009414)

Regd. Office: TVS Building, 7-B West Veli Street, Madurai 625 001

Website: www.tvseurogrip.com; E-mail id: sec.investorgrievances@tvstyres.com

Phone: 452 2443300

## ADDENDUM TO THE NOTICE OF 37TH ANNUAL GENERAL MEETING OF TVS SRICHAKRA LIMITED

In continuation to the Notice of the 37th Annual General Meeting ('AGM') of the members of TVS Srichakra Limited ('the Company') approved by the Board of Directors of the Company, the following items of business are added in the aforesaid Notice as Item No. 5 and 6 as Special Business and this addendum shall be deemed to be a part of the Original Notice and notes provided therein.

### SPECIAL BUSINESS:

#### 5. Appointment of Mr. S Ravichandran (DIN: 01485845) as a Non-Executive Non-Independent Director.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152, 160 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), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. Ravichandran (DIN: 01485845), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 13th August, 2020 and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby, appointed as a Non-Executive Non-Independent Director of the Company, whose period of office is liable to determination by retirement by rotation.

RESOLVED FURTHER THAT Mr. S. Ravichandran (DIN: 01485845) be entitled to such other remuneration as may be payable to all Non-Executive Directors of the Company as approved by the shareholders of the Company by way of a special resolution passed at its Annual General Meeting held on September 27, 2018 and such other remuneration as may be decided by the Board and the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto including filing forms with the Registrar of Companies.

#### 6. Appointment of Mr. P Srinivasavaradhan (DIN: 08701214) as a Non-Executive Non-Independent Director.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152, 160 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) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. P Srinivasavaradhan (DIN: 08701214), who was appointed as an Additional Director, by the Board of Directors of the Company with effect from 13th August, 2020 and who as per the provisions of the Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, whose period of office is liable to determination by retirement by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 188 (1) (f), 197 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other Rules framed under Companies Act, 2013 (including any amendment, modification or re-enactment thereof from time to time) and the approval of Nomination and Remuneration Committee, Audit Committee and the Board of Directors accorded at their meetings held on 7th August, 2020, 13th August, 2020 & 13th August, 2020 respectively, the consent of the members of the Company be and is hereby accorded for holding of office or place of profit by Mr P Srinivasavaradhan (DIN: 08701214), on payment of remuneration of Rs.7,50,000/- per month, exclusive of applicable taxes, with effect from 13th August, 2020, plus the necessary facilities required for providing the professional services to be rendered by him to the Company.

RESOLVED FURTHER THAT Mr. P Srinivasavaradhan (DIN: 08701214), be entitled to such other remuneration as may be payable to all Non-Executive Directors of the Company as approved by the shareholders of the Company by way of a special resolution passed at its AGM held on September 27, 2018 and such other remuneration as may be decided by the Board and the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (referred to as the "Board" which term shall be deemed to include any committee duly constituted by the Board or any committee which the Board may hereinafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration from time to time, with an increase not exceeding 5% p.a

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorised to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit, including filing forms with the Registrar of Companies, for the purpose of giving effect to this resolution.

**Notes:**

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013, and information as per Secretarial Standards-2 issued by the Institute of Company Secretaries of India, in respect of special business as proposed above to be transacted at the 37th AGM is annexed hereto.
2. The relevant documents referred to in this addendum to Notice of AGM are open for inspection by the members at the Registered Office of the Company on all working days during normal business hours up to the date of AGM.
3. This addendum to the Notice of AGM is also available at the website of the Company at [www.tvseurogrip.com](http://www.tvseurogrip.com).
4. Pursuant to Reg. 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the brief resume/details of the person is mentioned under item nos. 5 & 6 are annexed hereto.
5. All the processes, notes and instructions relating to e-voting set out for and applicable for the ensuing 37th AGM shall mutatis mutandis apply to the e-voting for the resolutions proposed in this Addendum to the Notice of AGM.

By Order of the Board

**SHOBHANA RAMACHANDHRAN**

Managing Director  
(DIN 00273837)

Place : Madurai  
Date : 13.08.2020

## **EXPLANATORY STATEMENT (Pursuant to section 102 of the Companies Act, 2013)**

### **Item No. 5**

The Company had appointed Mr. S Ravichandran (DIN: 01485845), as an additional Director of the Company w.e.f. 13th August, 2020. His tenure comes to an end at the ensuing Annual General Meeting. The Company has received a notice from a Shareholder under Section 160 of the Companies Act, 2013 proposing Mr. S. Ravichandran (DIN: 01485845), for the office of Non-Executive Non-Independent Director of the Company.

The Nomination and Remuneration Committee and the Board on 7th August,2020 and 13th August, 2020 respectively have recommended the appointment of Mr. S Ravichandran (DIN: 01485845) as Non-Executive Non-Independent Director of the Company. The resolution seeks the approval of the members for appointment of Mr. S Ravichandran (DIN: 01485845), whose period of office is liable to determination by retirement by rotation.

The disclosure required under SEBI (LODR) 2015 and Secretarial Standard- 2 is provided separately.

Except Mr S Ravichandran (DIN: 01485845), none of the Promoters / Directors / Key Managerial Personnel of the Company or their relatives are, is in any way concerned or interested in the resolution as set out at Item No.5 of the Addendum to the Notice.

The Board recommends the ordinary resolution set forth in item No.5 for the approval of the members.

### **Item No. 6**

The Company had appointed Mr. P Srinivasavaradhan (DIN: 08701214), as an Additional Director of the Company w.e.f. 13th August, 2020. His tenure comes to an end at the ensuing Annual General Meeting. The Company has received a notice in writing from a shareholder under Section 160 of the Companies Act, 2013 proposing Mr. P Srinivasavaradhan (DIN: 08701214), for the office of Non-Executive Non-Independent Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors on 7th August, 2020 and 13th August, 2020 respectively have recommended the appointment of Mr. P Srinivasavaradhan (DIN: 08701214) as Non-Executive Non-Independent Director of the Company and to hold office or place of profit in the Company, for a remuneration of Rs. 7,50,000/-per month exclusive of applicable taxes, with effect from 13th August, 2020, plus the necessary facilities required for providing the professional services.

The resolution being a Related Party Transaction as per Section 188 has also been approved by the Audit Committee of the Company at its meeting held on 13th August, 2020.The resolution seeks the approval of the members for appointment of Mr. P. Srinivasavaradhan (DIN: 08701214), as a Non-Executive Non-Independent Director, liable to retire by rotation and to hold office or place of profit, for a remuneration of Rs.7,50,000/- per month, exclusive of applicable taxes, with effect from 13th August, 2020, plus the necessary facilities required for providing the professional services. Mr. P. Srinivasavaradhan (DIN: 08701214), was previously working with the Company as President. Mr. P Srinivasavaradhan's extensive experience in the Industry and in the field of technology will be of benefit to the company.

The disclosure required under SEBI (LODR) 2015 and Secretarial Standard-2 is provided separately.

### **Disclosure as per Section 188 read with Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014.**

Mr. P. Srinivasavaradhan (DIN: 08701214), Director is a related party. None of the Director or Managerial Personnel is related to him. He will be rendering professional services by providing an oversight and guidance for the future course of the company's technology roadmap. The contract entered in this respect can be terminated by either party by giving 90 days' notice.

He will be paid Rs.7,50,000/- per month as remuneration (exclusive of applicable taxes), with effect from 13th August, 2020, plus the necessary facilities required for providing the professional services to be rendered by him to the Company. However, the Board of Directors is authorized to alter and vary the terms and conditions of the said appointment and remuneration from time to time, with an increase not exceeding 5% p.a. He is also entitled as a Non-Executive Director to a commission, subject to a maximum of 1% p.a of the net profits of the company, as per the resolution at item no. 5 passed by the shareholders at the Annual General Meeting held on 27.9.2018. In addition to the above, he is entitled to the fee for attending meetings of the Board or Committees thereof and reimbursement of expense, if any.

Nomination and Remuneration Committee has recommended that he has the requisite qualification and experience to provide the professional services to the Company. Audit Committee also approved his appointment for holding office or place of profit.

The disclosure required under SEBI (LODR) 2015 and Secretarial Standard-2 is provided separately.

Except Mr. P. Srinivasavaradhan (DIN:08701214), none of the Directors, Key Managerial Personnel of the Company or their relatives are, is in any way concerned or interested in the resolution as set out at Item No.6 of the Addendum to the Notice.

The Board recommends the ordinary resolution set forth in item No.6 for the approval of the members.

**Details of Director as per SS-2 and Reg. 36 of the SEBI (Listing Obligation and Disclosure Requirements)**

**Item No.5**

Name of the Director	Mr. S. Ravichandran
Director Identification Number (DIN)	01485845
Age	65 years
Qualification	B.E. MBA
experience in specific functional areas	<p>Mr S Ravichandran is the Deputy Managing Director of TVS Supply Chain Solutions Limited (TVSSCS), a \$ 1 BN global company, part of the reputed India based \$ 8.5 BN TVS Group. He also serves on the board of many Indian and Overseas Companies as Director. He is an Engineering Graduate with Management degree from the prestigious Indian Institute of Management, Ahmedabad and brings to the table diverse professional experience spanning over 40 years in consumer durables, automobiles, and logistics industries. He has worked with industry leaders such as Voltas and Mahindra in India and in foreign territories, giving him the requisite experience to be a well-rounded executive.</p> <p>Being a strong believer of shared vision and aligned goals, he has implemented various initiatives like an empowered Operational Global Board, Global Communities and Shadow Board. He is a keen follower of TPS and is trained in Balanced Score Card.</p> <p>He has served as a member of the subcommittee formed for Supply Chain by the Government of India and is often invited to share his experiences in various leading seminars in India and abroad. He has also served as a Member of CII's Tamil Nadu State Council and is a Member of IMA India CEO Forum.</p> <p>Mr. S Ravichandran is a keen reader particularly on subjects pertaining to management and logistics and has also penned articles in various domain related newsletters and magazines. He is widely travelled and had the opportunity to visit and learn from some of the world's best logistics centers in developed countries like US, Europe and Japan.</p> <p>He holds Directorships in around 5 public limited companies and a number of foreign companies.</p>
Terms and Conditions of Appointment/ Re-appointment	As per the Board resolution passed in the Board meeting held on 13 <sup>th</sup> August, 2020 Mr. S. Ravichandran was appointed as a Non-Executive Non-Independent Director of the Company and is liable to determination by retirement by rotation. His appointment is subject to the approval of the shareholders.
Remuneration last drawn (including sitting fees, if any)	NIL
Remuneration proposed to be paid	As per the resolution at item no. 5 passed by the shareholders at the Annual General Meeting held on 27.9.2018, Non-Executive Directors are entitled to a commission subject to a maximum of 1% per annum of the net profits of the Company, in addition to the fee for attending meetings of the Board or Committees thereof, reimbursement of expense and such other remuneration as may be decided by the Board and the Nomination and Remuneration Committee from time to time.
Date of first appointment on the Board	13 <sup>th</sup> August, 2020
Shareholding in the Company	5 Shares
Relationship between Directors inter se	NIL
Number of Board meetings attended	NIL

List of Directorships held in other Companies including Listed Entities if any	TVS Packaging Solutions Private Limited, White Data Systems India Private Limited, TVS Dynamic Global Freight Services Limited, TVS Industrial & Logistics Parks Private Limited, TVS Toyota Tsusho Supply Chain Solutions Limited, Flexol Packaging (India) Limited, TVS Supply Chain Solutions Limited and Drive India Enterprise Solutions Limited	
Member / Chairman in the Committees of the Board	<b>TVS Dynamic Global Freight Services Limited</b>	
	Audit Committee	Member
	Nomination and Remuneration Committee	
	Corporate Social Responsibility Committee	Chairman
	<b>Drive India Enterprise Solutions Limited</b>	
Audit Committee	Member	
Nomination and Remuneration Committee		

#### Item No. 6

Name of the Director	Mr. P. Srinivasavaradhan
Director Identification Number (DIN)	08701214
Age	57 years
Qualification	B.E.
Experience in specific functional areas	<p>Mr. P. Srinivasavaradhan is an Engineering Graduate from Madurai Kamaraj University. He had also done short term courses on Strategy and Accelerated Management programme in Indian School of Business. He headed the business as President of TVS Srichakra Limited for the last 7 years</p> <p>He started his career at TVS Srichakra Limited and has More than 30 years of industrial experience in Research &amp; Development, Operations, Projects and International Marketing . During his tenure, he headed strategic planning, operations, international marketing, manufacturing and Research &amp; Development. He is also having working experience with renowned consultants like, Prof. Washio, Mr. Kawashima, Mr. Tom Luyester, Prof. Shoji Shiba, Mr. Takao Kasahara, etc.</p> <p>He had played an active role in implementation of Lean Manufacturing Practices in the company. While working in Projects, he commissioned the Uttarakhand Plant in 2009.</p> <p>He steered the company in achieving Two levels of TPM Excellence Award from Japanese Institute of Plant Maintenance (2003 and 2005), Manufacturing Excellence Awards twice instituted by Frost and Sullivan (2004 and 2008) . He also steered the company to get Energy conservation award in Tyre Manufacturing category from President of India for five consecutive years.</p> <p>He had been a member of Board of Studies of Thiagarajar College of Engineering, Vice Chairman of IRI-Madurai Chapter, Past Chairman of CII-Madurai Zone, presently co-chairman of the Ease of Doing Business Panel, Tamilnadu State council . He is also a cricket player and had played representative cricket in school and college days (State and University)</p>
Terms and Conditions of Appointment / Re-appointment	As per the Board resolution passed in the Board meeting held on 13 <sup>th</sup> August, 2020, Mr. P. Srinivasavaradhan was appointed for holding office or place of profit as a Non- Executive Non-Independent Director of the Company and is liable to determination by retirement by rotation. His appointment is subject to the approval of shareholders
Remuneration last drawn (including sitting fees, if any)	Rs. 82.59 lakhs p.a

Remuneration proposed to be paid	<p>Rs.7,50,000/-per month as professional fees (exclusive of applicable taxes, with effect from 13<sup>th</sup> August, 2020, plus the necessary facilities required for providing the professional services) for the services rendered by him to the Company. However Board may from time to time vary the fees payable to him with an increase not exceeding 5% p.a</p> <p>He is also entitled as a Non-Executive Director to a commission, subject to a maximum of 1% p.a of the net profits of the company, as per the resolution at item no. 5 passed by the shareholders at the Annual General Meeting held on 27.9.2018 .</p> <p>In addition to the above, he is entitled to the fee for attending meetings of the Board or Committees thereof and reimbursement of expense, if any.</p>
Date of first appointment on the Board	13 <sup>th</sup> August,2020
Shareholding in the Company	800 Shares
Relationship between Directors interse	NIL
Number of Board meetings attended	NIL
List of Directorships held in other Companies including Listed Entities if any	SI Air Springs Private Limited SIRIUS Controls Private Limited
Member / Chairman in the Committees of the Board	NIL

By Order of the Board

**SHOBHANA RAMACHANDHRAN**

Managing Director  
(DIN 00273837)

Place : Madurai  
Date : 13.08.2020