

## **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: 0452 2443300

### **NOTICE**

Notice is hereby given that the 38th Annual General Meeting (AGM) of the Company will be held on Thursday, the 9th September, 2021 at 10.00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business.

#### **ORDINARY BUSINESS**

1. Adoption of Audited Standalone and Consolidated Financial Statements

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, 2021 and the Statements of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Reports of the Board of Directors and Auditors' thereon, be and are hereby considered, approved and adopted.

2. Declaration of Dividend

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

RESOLVED THAT a dividend of Rs.30/- (Rupees Thirty only) per share (300%) for the year ended 31st March, 2021 on 76,57,050 equity shares of Rs.10 each fully paid-up of the Company, be and is hereby declared for payment to the shareholders of the Company whose names appear in the Register of Members as at the close of business hours on 26th August, 2021.

3. Appointment of a Director retiring by rotation

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

RESOLVED THAT Mr. S. Ravichandran (DIN : 01485845), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.

#### **SPECIAL BUSINESS**

4. Ratification of remuneration payable to the Cost Auditors of the Company

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 and from time to time 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 2021-22 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 : June 15, 2021

## 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 followed by Circular No. 20/2020 dated May 05, 2020, issued by the Ministry of Corporate Affairs ("MCA") followed by General Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (Collectively referred to as the "MCA Circulars"), MCA has permitted the holding of the Annual General Meeting ("AGM") / Extra-ordinary General Meeting ("EGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical attendance of the Members to the EGM/AGM venue is not required and AGM be held through VC or 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"), and rules made thereunder; 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. The Members can join the AGM through VC/OAVM mode 30 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 in the AGM through VC/OAVM will be made available for 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.
4. 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 / Authorization etc., authorizing 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 [baluogeetha@gmail.com](mailto:baluogeetha@gmail.com) with a copy marked to [Srinivasan.p@tvstyres.com](mailto:Srinivasan.p@tvstyres.com).
5. Pursuant to SEBI Circular dated May 12, 2020/15th January, 2021, Notice of the AGM along with the Annual Report 2020-21 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 6th August, 2021. Members may note that the Notice and Annual Report 2020-21 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>
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

## E-VOTING FACILITY

8. 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 MCA, 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.
9. 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)

10. 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.
11. The remote e-voting period would commence on Monday, the 6th September, 2021 (9.00 AM) and end on Wednesday, the 8th September, 2021 (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 2nd September, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM on Wednesday, 8th September, 2021. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
12. 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 2nd September, 2021. 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 (2nd September, 2021) 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 6th August, 2021. 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. 2nd September, 2021, 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.
13. 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.
14. 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.
15. 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
16. 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)
17. 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](http://www.tvseurogrip.com) within 48 hours of conclusion of the Annual General Meeting.
18. 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 for prompt credit and for avoiding fraudulent encashment/loss in postal transit of dividend warrant and
  - Avail nomination facilityFor 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 600 017, Tel. No. 044 28140802, E-mail: [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in)

17. Members who are holding shares in physical form are requested to avail dematerialization facility.
18. 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.
19. 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.

#### **BOOK CLOSURE, DIVIDEND PAYMENT AND TAX ON DIVIDEND**

20. 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, 27th August, 2021 to Thursday, 9th September, 2021 (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend.
21. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders, with effect from 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at rates prescribed in Income-tax Act, 1961 (the "IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act, with their Depository Participants or in case shares are held in physical form, with the Company or Registrar and Transfer Agent (RTA), by sending email to Company's email address [secretarial@tvstyres.com](mailto:secretarial@tvstyres.com) or RTA's email address [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in)

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit applicable duly signed and filled-in all respects, a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to [TSLDIVIDEND2021@tvstyres.com](mailto:TSLDIVIDEND2021@tvstyres.com) latest by 5.00 P.M. (IST) on 2nd September, 2021.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, with proper attestation and duly signed and filled-in all respects, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [TSLDIVIDEND2021@tvstyres.com](mailto:TSLDIVIDEND2021@tvstyres.com). The aforesaid declarations and documents need to be submitted by the shareholders latest by 5.00 P.M. (IST) on 2nd September, 2021.

#### **TRANSFER OF UNCLAIMED/UNPAID DIVIDEND AND THE SHARES TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF) AUTHORITY**

22. Members, who have not encashed / claimed their dividend amount for a period of seven (7) consecutive 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, 2014 is due for transfer and the same shall be transferred to IEPF Authority, during third week of November, 2021.
23. Members, who have not encashed their dividend for the financial year 2014-15 and upto 2019-20, 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 2012-13, their shares had already been transferred to IEPF Authority, during November, 2020.
27. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members by writing an e-mail to the Company Secretary at [Srinivasan.P@tvstyres.com](mailto:Srinivasan.P@tvstyres.com).

#### **GENERAL INFORMATION RELATING TO SHARE TRANSFER, TRANSMISSION ETC.**

28. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents for assistance in this regard.

29. Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is uploaded in Company's website and also appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

**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 25th May, 2021, 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 2021-22, 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

Place : Madurai  
Date : June 15, 2021

**SHOBHANA RAMACHANDHRAN**  
Managing Director  
(DIN 00273837)

**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. S. Ravichandran   |
| Director Identification Number (DIN)    | 01485845  |
| Age                                     | 65 years  |
| Qualification                           | B.E. MBA  |
| Experience in specific functional areas | Mr S Ravichandran is the Whole Time 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. |

|  |   |          |
|--|---|----------|
|  | 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.<br>He holds Directorships in 8 public limited companies and a number of foreign companies.  |          |
| Terms and Conditions of Appointment / Re-appointment                           | Re-appointment as a Non-executive Director, liable to retire by rotation  |          |
| Remuneration last drawn (including sitting fees, if any)                       | Details of remuneration last drawn is provided in Form MGT 7/Corporate Governance Report.   |          |
| 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   | 13th August, 2020   |          |
| Shareholding in the Company  | 5 Shares  |          |
| Relationship between Directors inter se  | NIL   |          |
| Number of Board meetings attended  | 6   |          |
| List of Directorships held in other Companies including Listed Entities if any | TVS Packaging Solutions Private Limited, White Data Systems India Private Limited, TVS SCS Global Freight Solutions 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 SCS Global Freight Solutions Limited</b>   |          |
|  | Audit Committee   | Member   |
|  | Nomination and Remuneration Committee   | Chairman |
|  | Corporate Social Responsibility Committee   | Member   |

Note: For other details such as the number of meetings of the Board / Committee attended during the year, remuneration drawn in respect of the above Director, please refer to the Corporate Governance Report, which forms part of the Annual Report.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, 6th September, 2021 at 9.00 A.M. and ends on Wednesday, 8th September, 2021 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 2nd September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 2nd September, 2021.

#### **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: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> |
| Individual Shareholders holding securities in demat mode with CDSL  | <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>   |

|  |  |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
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**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 |

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**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 ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 116729 then user ID is 116729001***** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.



- c) How to retrieve your 'initial password'?
  - i) 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'
  - ii) 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:
  - a) 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).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) 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 etc
  - d) 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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" (116729) in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" (116729) of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [baluooeetha@gmail.com](mailto:baluooeetha@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. 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.
3. 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 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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.
4. 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 EGM/AGM through VC/OAVM through the **NSDL e-Voting system**. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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. 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 3rd September, 2021 (9:00 A.M. IST) to 5th September, 2021 (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.
6. 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 3rd September, 2021 (9:00 A.M. IST) to 5th September, 2021 (5:00 P.M. IST). These queries will be replied to by the company suitably by email.

## ECS MANDATE FORM

|   |  |               |
|---|--|---------------|
| <b>Sole / First Holder Name &amp; Address</b><br><br><br>Email:<br>Mobile / Phone No. | To<br><b>INTEGRATED REGISTRY MANAGEMENT SERVICES PVT LTD</b><br>2nd Floor, Kences Towers<br>No. 1, Ramakrishna Street,<br>North Usman Road,<br>T. Nagar, Chennai - 600 017 |               |
| Name of the Company   | Folio No.  | No. of Shares |
| PAN   |  |               |
| Bank Name & Branch  |  |               |
| Account Number  |  |               |
| Account Type  | Saving A/c   | #             |
| MICR Code   |  | IFSC Code     |

# - Specify the type of accounts if your account is not Savings Account.

Enclose the Cancelled / Photo Copy of Cheque leaf of the Account mentioned above:

I, hereby, declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all the reasons of incomplete or incorrect information. I would not hold the user insitution responsible.

Date:

(Signature of tthe Sole / First Holder)

In case, the shareholder is not in a position to give blank "cancelled" cheque or a photocopy thereof, a certificate as under may be furnished.

### Certificate of the Shareholders's Bank

Certified that the particulars furnished above are correct as per our records

Bank's Stamp:

( \_\_\_\_\_ )

Date :

Signature of the Authorised / Official  
ID No.

