

**TVS SRICHAKRA**

MINUTES OF THE PROCEEDINGS HELD AT SUNDARAM MOTORS, 180 ANNA SALAI, CHENNAI, ON TUESDAY, THE 2ND SEPTEMBER 2014 AT 2.00 PM FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT

Present

Sri S Narayanan	Chairman
Ms Shobhana Ramachandhran	Managing Director
Sri N Balachandran	Scrutinizer
Sri P Srinivasan	Secretary

Sri N Balachandran, Scrutinizer, stated that he had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (17:30hrs) on 31st August 2014 and submitted his report relating to the results on the voting by postal ballot to the Chairman. He added that the Company had extended the facility of e-voting to its members as required under Companies Act, 2013 and the Listing Agreement. He also stated that the postal ballot has been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

The Report submitted by the Scrutinizer was taken on record and the Chairman announced the results of the voting by Postal Ballot as under :

1. SPECIAL RESOLUTION FOR BORROWING IN EXCESS OF THE AGGREGATE OF PAID-UP SHARE CAPITAL AND FREE RESERVES

	Postal Ballot	E-voting	Total
Number of valid postal / electronic ballot forms received	827	73	900
Votes in favour of the Resolution	3657058	19699	3676757
Votes against the Resolution	1952	163	2115
Number of invalid postal ballot forms received	101	0	101
% of votes in favour			99.94

TVS SRICHAKRA LIMITED

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CIN : L25111TN1982PLC009414

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

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The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 3.7.2014, was carried with the requisite majority

RESOLVED THAT in supersession of the Ordinary Resolution adopted at the Twenty Ninth Annual General Meeting held on 27th September, 2012, and pursuant to Section 180(1)(c) 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), the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum of money which together with monies already borrowed by the Company (apart from loans repayable on demand or within six months from the date of the loan such as short term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financing expenditure of a capital nature obtained from the Company's Bankers in the ordinary course of business) shall not be in excess of Rs.500 Crores (Rupees Five hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

2. SPECIAL RESOLUTION FOR CREATION OF MORTGAGE / CHARGES / HYPOTHECATION OR OTHERWISE OF THE ASSETS OF THE COMPANY

	Postal Ballot	E-voting	Total
Number of valid postal/electronic ballot forms received	827	74	901
Votes in favour of the Resolution	3651792	19648	3671440
Votes against the Resolution	1856	287	2143
Number of invalid postal ballot forms received	134	0	134
% of votes in favour			99.94

The Chairman then declared that the following Special Resolution, as set out in the Postal Ballot Notice dated 3.7.2014, was carried with the requisite majority

RESOLVED THAT in supersession of the Ordinary Resolution adopted at the Twenty Ninth Annual General Meeting held on 27th September, 2012, and

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pursuant to Section 180(1)(a) 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), the consent of the Company be and is hereby accorded to mortgaging and / or charging by the Board of Directors of the Company, all or any of the movable or immovable properties, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company for securing

- a) Any loan as may be obtained from Banks / Other Financial Institutions
- b) Any issue of debentures made by the Company from time to time provided that the total amount so borrowed and outstanding (excluding temporary loans obtained from the banks in the ordinary course of business) does not exceed at any time the aggregate of the paid-up capital and free reserves of the Company by more than Rs.500 Crores (Rupees Five Hundred Crores)

Date : 2.9.2014

CHAIRMAN

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