

REF:TSL:SEC:16/

BSE Ltd.,
Phirose Jeejeebhoy Towers
Dalal Street
Fort
Mumbai 400 001

Security Code : 509243

The Secretary
National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Bandra (E)
Mumbai - 400 051

Scrip Code : TVSSRICHAK

Dear Sir,

Sub : Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice.

Kindly acknowledge receipt.

Thanking you

Yours faithfully
For TVS SRICHAKRA LIMITED


P SRINIVASAN
SECRETARY

Encl : Postal Ballot Notice

rk
tsl postal ballot/letter

TVS SRICHAKRA LIMITED

CIN : L25111TN1982PLC009414

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

Factory: Perumalpatti Road, Vellaripatti Village, Melur Taluk, Madurai - 625 122.

Tel: +91 452 2443300 Fax: +91 452 2443466 website: www.tvstyres.com

TVS SRICHAKRA LIMITED

(CIN : L25111TN1982PLC009414)

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

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

Phone : 0452 2443300 Fax : 0452 2443466

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

To

The Members

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for obtaining the consent of the Members through Postal Ballot for adoption of new set of Articles of Association of the Company.

The Board of Directors has appointed Mr N Balachandran, Practising Company Secretary, Chennai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the Form, in original, duly completed in all respects, in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutiniser, on or before Thursday, 13th October, 2016 (5.00 PM). Any response received after Thursday, 13th October, 2016 shall be treated as if no response is received from the member in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.

As per Section 108 read with Section 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is also providing members a facility to exercise their right to vote on the postal ballot by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The draft special resolution together with an Explanatory Statement setting out the material facts concerning the proposed item of Special business is enclosed along with the Postal Ballot form for your consideration.

SPECIAL BUSINESS

Adoption of new set of Articles of Association of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof), consent of the members of the Company be and is hereby accorded for the adoption of new set of Articles of Association in substitution and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, required or incidental thereto, in this regard including but not limited to filing of requisite forms etc., with the Ministry of Corporate Affairs or such other authorities as may be required to give effect to this resolution.

Place : Madurai

Date : 20-8-2016

By Order of the Board
SHOBHANA RAMACHANDHRAN
MANAGING DIRECTOR

NOTICE (Contd.)

Notes :

1. The Explanatory Statement pursuant to Section 102(1) of the Act stating all material facts and the reasons thereof are annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as on Wednesday, 7th September, 2016 and they only will be considered for the purpose of voting / e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form, to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid Business Reply Envelope.
3. Resolution passed by the Members through postal ballot or evoting is deemed to have been passed, as if, they have been passed at a General Meeting of the Members.
4. The Members can opt for only one mode of voting, i.e., either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. In compliance with Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and the business may be transacted through e-voting facility provided by National Securities Depository Limited (NSDL). The instructions for electronic voting are annexed to this Notice.
6. Voting period begins on Wednesday, 14th September, 2016 at 9.00 A.M. and ends on Thursday, 13th October, 2016 at 5.00 P.M. (both days inclusive).
7. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope, so that it reaches the Scrutinizer on or before Thursday, 13th October, 2016 at 5.00 P.M.
8. A member who has not received the postal ballot form may request for duplicate to the Registrar and Transfer Agents (RTA) / Company at the e-mail id corpserv@integratedindia.in / Sec.investorgrievances@tvstyres.com However, such duplicate form has to reach the Scrutinizer not later than the above mentioned date and time. The Notice of Postal Ballot and the draft Articles of Association of the Company are also placed on the website of the Company www.tvstyres.com and shall remain in the website till Thursday, 13th October, 2016.
9. Incomplete, incorrect or unsigned postal ballot form will be rejected.
10. The Scrutiniser will submit his report to the Executive Vice Chairman / Managing Director of the Company. After completion of scrutiny, the results of the postal ballot shall be announced and displayed on Saturday, 15th October, 2016 at the Registered Office of the Company. The results of the postal ballot along with the scrutinizers report will be displayed at the website of the Company www.tvstyres.com, and on the website of NSDL and will also be intimated to Stock Exchanges where the Company's securities are listed.
11. The last date for receipt of the Business Reply Envelope with postal ballot form i.e. Thursday, 13th October, 2016, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. Members requiring any clarification may contact investors helpdesk at phone : 0452 2443300 / E-mail id : Sec.investorgrievances@tvstyres.com.

NOTICE (Contd.)

13. All the documents referred to in the Notice and explanatory statement will be open for inspection at the Registered Office of the Company during working hours on all working days except Saturdays, Sundays from the date of dispatch of the Notice till the last date for receipt of Business Reply Envelope.

Voting through Electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its members to enable them to cast their votes electronically.
- II. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The instructions for e-voting:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Share Transfer Agent / Depository Participant(s)]
- (i) Open email and open PDF file viz., "TVS Srichakra e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that this password is an initial password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password (the initial password / PIN noted in step(i) above.) Click on Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting. Active Voting Cycles.
 - (vii) Select Electronic Voting Event Number (EVEN) of TVS Srichakra Limited
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority letter etc together with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer through e-mail to baloogetha@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who have received the physical Postal Ballot Forms, the following instructions may be noted :
- a. The initial password is provided at the bottom of the Postal Ballot Form.
105535 Electronic Voting Event Number (EVEN)
 - b. Please follow all the steps from (ii) to (xi) mentioned above, in point A in order to successfully cast your vote.

NOTICE (Contd.)

- (III) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or call on toll free No.1800 222 990.
- (IV) The e-voting period commences on Wednesday, 14th September, 2016 (9.00 A.M.) and ends on Thursday, 13th October, 2016 (5.00 P.M.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on Wednesday, 7th September, 2016 may cast their vote electronically. The e- voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
- (V) The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on Wednesday, 7th September, 2016.

Statement pursuant to Section 102 of the Companies Act, 2013

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

It is now proposed to have new set of Articles of Association, the provisions of which are consistent with the Companies Act, 2013, The Companies (Amendment) Act, 2015 and the rules made thereunder. This amendment is necessitated as many provisions of the Companies Act, 1956 have been repealed and some new concepts have been introduced under the Companies Act, 2013.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

In terms of Section 14 of the Companies Act, 2013, alteration of Articles of Association of the Company needs to be approved by the members of the Company. Further, in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, approval of the members may be taken through Postal Ballot instead of transacting such business at a general meeting.

The proposed draft Articles of Association was considered by the Board of Directors at its meeting held on 20.8.2016 and is available on the Company's website www.tvstyres.com for perusal by the members. A copy of the same shall be given to the members upon receipt of request for the same, in writing, during the postal ballot period.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out in the Notice.

The Board recommends the Special Resolution for approval by the Members.

Place : Madurai
Date : 20-8-2016

By Order of the Board
SHOBHANA RAMACHANDHRAN
MANAGING DIRECTOR