



REF:TSL:SEC:2019/ 333

3.10.2019

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 : TVSSRICHA

Dear Sir,

Sub : AGM held on 11.9.2019
Intimation under Regulation 30 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015 (LODR Regulations)

Pursuant to Regulation 30 of the LODR Regulations, we are enclosing copy of minutes of the proceedings of the 36th Annual General Meeting held on 11.9.2019.

We request you to take the same on record.

Thanking you

Yours faithfully
For TVS SRICHAKRA LIMITED

P. Srinivasan

P SRINIVASAN
SECRETARY

agm19/stockexchange/post agm ltrs-stock exchanges/4

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

MINUTES OF THE PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TVS SRICHAKRA LIMITED HELD AT LAKSHMI SUNDARAM HALL, 15-A GOKHALE ROAD, MADURAI 625 002, ON WEDNESDAY, 11TH SEPTEMBER, 2019.

Meeting Start Time : 10.30 A.M.

Meeting End Time : 11.10 A.M.

Present
in
person

Mr. R Naresh,
Executive Vice Chairman

Ms. Shobhana
Ramachandhran, Managing
Director

Directors

Mr. M S Viraraghavan,
Mr. P Vijayaraghavan,
Mr. V Ramakrishnan
Mr. Rasesh R Doshi,
Dr. V Anantha Nageswaran

Statutory Auditor

Mr. T V
Balasubramanian

Secretarial Auditor

Mr. N Balachandran

In Attendance

Mr. K V Ganesh –
President – Finance
and Chief Financial
Officer
Mr. P Srinivasan-
Secretary

Chairman of the meeting informed that Mr. H Janardana Iyer expressed his inability to attend the Annual General Meeting due to personal reasons.

Chairman of the meeting introduced Dr. V Anantha Nageswaran to the shareholders.

Mr. M S Viraraghavan, Chairman of the Audit Committee / Nomination and Remuneration Committee and Mr. P Vijayaraghavan, Chairman of the Stakeholders Relationship Committee were present at the meeting.

227 Members were present in person and 11 Members representing 2089 shares were by proxy (As per Attendance Sheet).

As per Article 10(j) of the Articles of Association of the Company, Mr. R Naresh, Executive Vice Chairman, occupied the Chair.

With the requisite quorum present, Mr. R Naresh, Chairman of the meeting, declared the meeting open at 10.30 AM.

The quorum was present both at the commencement of the meeting and during the time of considering the businesses of the meeting.

Chairman of the meeting informed that the Register of Director's and Key Managerial Personnel and their shareholdings, Register of Contracts as required under section 170 read with 171 and Section 189 of the Companies Act, 2013, Independent Auditors Report, Secretarial Audit Report and Register of Proxies were kept open for inspection during the continuance of the meeting.



CHAIRMAN'S
INITIALS

Chairman of the meeting with the consent of all the Members present at the meeting agreed to take the Notice as read.

Chairman of the meeting informed the members that the Auditors Report on the accounts and the Secretarial Audit for the year ended 31st March, 2019, being an unqualified one, were not required to be read out at the Annual General Meeting as per the provisions of the Companies Act, 2013.

Chairman of the meeting delivered his speech, highlighting the performance of the Company in the year gone by, expectations for the current fiscal year and the various CSR activities undertaken by the Company. He concluded his speech with acknowledgements to all the stakeholders.

After delivering the Chairman's Speech, Chairman of the meeting informed the members that in accordance with the provisions of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had offered e-voting facilities to the shareholders and that the Scrutinizer Mr. N Balachandran, had submitted his report thereon on all resolutions.

Chairman of the meeting informed the members that they could seek clarifications, if any, on the audited accounts and on all other subjects, as well.

Queries raised by members were clarified.

In order to provide an opportunity to those members, who had not exercised e-voting facility, Mr. R Naresh, in his capacity as Chairman of the meeting, offered conduct of Poll by the Scrutinizer on all the resolutions. Chairman of the meeting announced that those members who had not exercised their votes through e-voting, could do so through the physical ballot paper in Form MGT 12 which would be made available to them.

After conclusion of poll, Chairman of the meeting announced that the final results of the voting (after consolidating the result of e-voting and poll) would be announced on the website of the Company and on the website of NSDL and shall also be forwarded to the Stock Exchanges within 48 hours as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The final results of the voting as forwarded to Stock Exchange and the resolutions passed were as under :

1. ADOPTION OF ACCOUNTS – ORDINARY RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3917089	10725	3927814
Votes in favour of the resolution	3917079	10725	3927804
Votes against the resolution	10	-	10
Number of invalid votes	-	1016	1016
% of votes in favour	99.70	0.27	99.97



CHAIRMAN'S
INITIALS

- a) RESOLVED THAT the audited standalone financial statement of the Company including Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Auditors' Report and the Directors' Report thereon, be and are hereby approved and adopted.
- b) RESOLVED THAT the audited consolidated financial statement of the Company including Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Auditors' Report thereon, be and are hereby approved and adopted.

2. DECLARATION OF DIVIDEND – ORDINARY RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3917790	10945	3928735
Votes in favour of the resolution	3917790	10945	3928735
Votes against the resolution	-	-	-
Number of invalid votes	-	796	796
% of votes in favour	99.70	0.28	99.98

RESOLVED THAT a dividend of Rs.40/- per share (400%) for the year ended 31st March, 2019 on 76,57,050 equity shares 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 4.9.2019.

3. RE-APPOINTMENT OF MR. P VIJAYARAGHAVAN AS DIRECTOR – ORDINARY RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3917790	10965	3928755
Votes in favour of the resolution	3916826	10965	3927791
Votes against the resolution	964	-	964
Number of invalid votes	-	776	776
% of votes in favour	99.68	0.28	99.96

RESOLVED THAT Mr. P Vijayaraghavan (DIN : 00633205), 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 COST AUDITOR – ORDINARY RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3917790	10945	3928735
Votes in favour of the resolution	3917181	10945	3928126
Votes against the	609	-	609



CHAIRMAN'S
INITIALS

resolution			
Number of invalid votes	-	796	796
% of votes in favour	99.68	0.28	99.96

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. 90,000/- (Rupees Ninety Thousand only), in addition to reimbursement of travel and out-of-pocket expenses, payable to Dr. I Ashok, Practising 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 2019-20 as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.

5. APPOINTMENT OF DR. V ANANTHA NAGESWARAN AS AN INDEPENDENT DIRECTOR – ORDINARY RESOLUTION

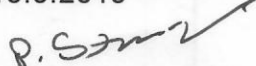
	E-voting	Poll	Total
Number of valid votes received	3917790	10945	3928735
Votes in favour of the resolution	3917226	10945	3928171
Votes against the resolution	564	-	564
Number of invalid votes	-	796	796
% of votes in favour	99.69	0.28	99.97

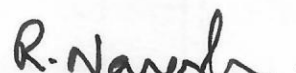
RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Dr. V Anantha Nageswaran (DIN : 00760377), who was appointed as an additional director in the category of Independent Director by the Board of Directors with effect from 13.11.2018, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years up to 12.11.2023.

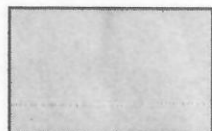
The quorum was present throughout the meeting and till the end of the meeting.

With a vote of thanks, the meeting concluded.

Date of entry in the Minutes Book:
19.9.2019


P Srinivasan
Secretary


CHAIRMAN
Place : Madurai
Date : 19.9.2019



CHAIRMAN'S
INITIALS