REF:TSL:SEC:20/ June 18, 2020

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

Security Code: 509243

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 are enclosing Postal Ballot Notice dated 11.6.2020

We wish to inform that the said Postal Ballot Notice is also available in Company's website www.tvseurogrip.com

Kindly take the above on record.

Thanking you

Yours faithfully
For TVS SRICHAKRA LIMITED

P SRINIVASAN
SECRETARY

Encl : Postal Ballot Notice

rk
tsl postal ballot/2020-21/stock exchange letter

TVS SRICHAKRA LIMITED
CIN : L25111TN1982PLC009414
REGD.OFFICE: TVS BUILDING, 7-B WST VELI STREET, MADURAI 625001
Website : www.tvseurogrip.com E-mail ID secretarial@tvstyres.com Telephone : 0452 2443300

POSTAL BALLOT NOTICE
(through e-voting)
(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s)

NOTICE is hereby given pursuant to Section 110 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the relaxations and clarifications issued by Ministry of Corporate Affairs **('MCA')** vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 **('Circulars')**, that the Special Resolutions and an Ordinary Resolution appended below is proposed to be passed through electronic voting (remote e-voting). The proposed Special Resolutions and an Ordinary Resolution together with the explanatory statement, pursuant to Section 102(1) of the Act, 2013, setting out the material facts and reasons for the passing of those Resolutions are being sent to you for your consideration.

In view of the situation arising due to Coronavirus (COVID-19) pandemic and extended lockdown, MCA has issued Circulars giving certain relaxation in the provisions of the Act and the Rules for facilitating passing of ordinary and special resolutions by companies, realizing the challenges faced by the companies in providing physical Postal Ballot voting facility to Members. Accordingly, this Postal Ballot Notice is being sent by email to all its Members whose email addresses are available in the beneficial ownership data of National Securities Depository Limited and Central Depository Services (India) Limited **('Depositories')** and the record of the Registrar and Share Transfer Agent **('RTA')** of the Company. For more details in this regard, your attention is invited to Note Nos. 3 to 6 of the Notes to this Notice.

In accordance with Regulation 44 of Listing Regulations and in terms of Section 110 of the Act 2013 and the Rules made thereunder, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through ''electronic means'' in respect of the Resolutions.

The detailed procedures for voting through ''electronic means'' are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date viz., **12.6.2020.** The voting rights in respect of unclaimed shares held in TVS Srichakra Limited Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of Listing Regulations and Section 124 of the Act 2013, respectively.

The Board of Directors (the Board) has appointed Mr. N Balachandran, Practicing Company Secretary, Chennai as the Scrutinizer, at its meeting held on **11.6.2020**, for conducting the voting by ''electronic means'' in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by "electronic means", and to cast their votes electronically from **19.6.2020** (9.00 a.m.) to **18.7.2020** (5.00 p.m.). by following the procedures as explained in the Explanatory Statement.

The Members are requested to carefully read and follow the instructions on remote e-voting printed in the Notes to this Notice.

The Scrutinizer will submit his report to the Authorized Director or any Authorized person appointed by the Chairman / Managing Director for declaration of the result of the remote e-voting on **20.7.2020 at 5.00 p.m.** at the Registered office of the Company in case the normalcy is restored. In case of lock-down, the results of the e-voting and the Scrutinizer's report will be placed on the Company's website www.tvseurogrip.com and will be communicated to the National Stock Exchange of India Limited and BSE Limited, where the equity shares / securities of the Company are listed.

The last date of e-voting, i.e., Saturday, the **18th July, 2020** will be taken as the date of passing of the said Resolutions by the Members of the Company.

Members requiring any clarification may contact Mr. P Srinivasan, Company Secretary at the Company's Plant located at Perumalpatti Road, Vellaripatti Village, Melur Taluk, Madurai or through e-mail viz., Srinivasan.P@tvstyres.com or telephone 0452 2443300

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act 2013, are open for inspection at the Registered Office of the Company, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Saturday, the **18th July, 2020**.

SPECIAL BUSINESS

Item No.1

RE-APPOINTMENT OF Mr R. NARESH AS MANAGING DIRECTOR (DESIGNATED AS EXECUTIVE VICE CHAIRMAN) FOR A FURTHER PERIOD OF THREE (3) YEARS FROM 16TH JUNE 2020

TO CONSIDER PASSING THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT subject to Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, approval be and is hereby accorded for the re-appointment of Mr. R. Naresh (holding DIN 00273609) as Managing Director (designated as Executive Vice Chairman) of the company liable to retire by rotation for a further period of three (3) years with effect from 16th June, 2020, and the remuneration payable to him shall be, as recommended by the Nomination and Remuneration Committee of Directors and as may be decided by the Board of Directors, subject to a maximum of 5% of net profits of the Company, calculated as per the applicable provisions of the Act."

MINIMUM REMUNERATION

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. R. Naresh, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites to the maximum as set out in Part II of Section II of Schedule V of the

Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

PERQUISITES AND ALLOWANCES

The value and details of which are set out in the explanatory statement to the notice of this Postal Ballot through e-voting

RESOLVED FURTHER THAT the scope and quantum of remuneration specified may be enhanced, enlarged, widened, altered or varied by the Board, including the components / monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time in light of and in conformity with any amendment to the relevant provisions of the Act, 2013 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) from time to time.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.

Item No.2

RE-APPOINTMENT OF Ms. SHOBHANA RAMACHANDHRAN AS MANAGING DIRECTOR FOR A FURTHER PERIOD OF FIVE (5) YEARS FROM 25.8.2020

TO CONSIDER PASSING THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT subject to Sections 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, approval be and is hereby accorded for the re-appointment of Ms. Shobhana Ramachandhran (holding DIN 00273837) as Managing Director of the Company, for a term of five (5) years with effect from 25.8.2020 and the remuneration payable to her shall be, as recommended by the Nomination and Remuneration Committee of Directors and as may be decided by the Board of Directors, subject to a maximum of 5% of net profits of the Company, calculated as per the applicable provisions of the Act."

MINIMUM REMUNERATION

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Ms Shobhana Ramachandhran, the Company has no profits or its profits are inadequate, the Company will pay salary and perquisites to the maximum as set out in Part II of Section II of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

PERQUISITES AND ALLOWANCES

The value and details of which are set out in the explanatory statement to the notice of this Postal Ballot through e-voting.

RESOLVED FURTHER THAT the scope and quantum of remuneration specified may be enhanced, enlarged, widened, altered or varied by the Board, including the components / monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time in light of and in conformity with any amendment to the relevant provisions of the Act, 2013 and/or the rules and regulations made thereunder and/or such guidelines, as may be announced by the Central Government / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) from time to time.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.

Item No.3

APPOINTMENT OF Mrs. S.V. MATHANGI AS AN INDIPENDENT DIRECTOR FOR A PERIOD OF THREE (3) YEARS FROM 01.04.2020

TO CONSIDER PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

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) Mrs. S. V. Mathangi (DIN : 02596421), who was appointed as an additional director in the category of Independent Director by the Board of Directors with effect from 01.04.2020, 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 three (3) consecutive years up to 31.03.2023

By Order of the Board
SHOBHANA RAMACHANDHRAN
Managing Director

Place : Madurai
Date : 11.6.2020

Encl:

Explanatory Statement in terms of Section 102 (1) of the Act, 2013 and the procedures for voting through ‘‘electronic means’’.

Annexure to the Notice of Postal Ballot through e-voting dated 11th June, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL RESOLUTIONS AND AN ORDINARY RESOLUTION

The following Explanatory Statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 11th June, 2020 and shall be taken as forming part of the Notice.

Item No.1

Mr. R. Naresh (DIN 00273609) 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 an engineering graduate; this domain knowledge guides the Operating Management in identifying and employing innovative methods in manufacturing, new product development and so on. He is 63 years old and is holding 1,44,656 shares in the company . He was appointed as a director in the company on 2nd June, 1982.

He is a Director in 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. He is not a member or Chairman in any committees of the Board. He has attended six meetings of the Board during the year 2019-20. Currently he is drawing a remuneration of Rs.14.40 lakhs p.m plus 3% as commission on net profit.

He is also a co-promoter of your Company. 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. Ms. Shobhana Ramachandhran, Managing Director of the Company is related to Mr. R Naresh.

The inspiring leader in Mr. R Naresh has guided companies make a mark for themselves in the global auto industry.

At the 34th Annual General Meeting of the Company held on 23.8.2017, Mr. R Naresh, Executive Vice Chairman was appointed as Managing Director designated as Executive Vice Chairman of the Company for a period of three (3) years with effect from 16th June, 2017. Mr. Naresh was also appointed as a Director liable to retire by rotation at the above AGM.

The terms of appointment has been recommended by the Nomination and Remuneration Committee in the meeting held on **11.6.2020.**

Your Board of Directors at their meeting held on **11th June, 2020** has appointed Mr. R Naresh, as Managing Director designated as Executive Vice Chairman of the Company, for a period of three years, effective from 16th June, 2020 and for the payment of remuneration as may be decided by the Board of Directors, subject to a maximum of 5% of net profits of the Company, to be approved by the shareholders.

In addition to the above terms and conditions, he shall be entitled to the following.

A) Perquisites and allowances: In addition to the salary, he shall be entitled to the following perquisites and allowances.

Medical reimbursement: Medical Expenses incurred for the Managing Director (designated as Executive Vice Chairman) and his family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

Provision of chauffeur driven car for use on Company's business

Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities to be used for the business of the Company.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated actual cost.

B) Other Benefits

a) Contribution to Provident Fund, Superannuation Fund and annuity fund in accordance with the rules specified by the Company. Gratuity payable shall not exceed half a month's salary for each completed year of service.

i) Encashment of leave at the end of the tenure.
ii) Personal Accident Insurance for an amount, the annual premium of which does not exceed Rs.10, 000/-.

The above benefits will not be included in the computation of the ceiling on perquisites.

The Board of Directors may be hereby authorized to alter or vary the scope of remuneration including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and payable to the Managing Director (designated as Executive Vice Chairman), within the overall limits specified by this resolution subject to the condition that in the event of there being no or inadequate profits, the remuneration shall be subject to the ceiling set out in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

The period of office of Mr. R Naresh shall be liable to determination by retirement of Directors by rotation. If Mr. R Naresh is re-appointed as a Director, immediately on retirement by rotation he shall continue to hold office of Managing Director (designated as Executive Vice Chairman) and such appointment as Director shall not be deemed to constitute break in his appointment as a Managing Director (designated as Executive Vice Chairman).

In view of the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations, 2015, the Board recommends the Special Resolution set out at item no. 1 of the accompanying Notice for the approval of the Members. The appointment of Mr. R Naresh is appropriate and in the best interest of the Company.

Except Mr. R Naresh, being an appointee and Ms. Shobhana Ramachandhran, being his relative, none of the Directors or Key Managerial Personnel (KMP) of the Company or their

relatives is concerned or interested, either financially or otherwise, in the resolution set out at Item No.1.

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

Item No. 2

Ms Shobhana Ramachandhran (DIN:00273837) is a Post Graduate in English Literature.

Ms Shobhana Ramachandhran has been with our Company as a Director since 28.3.1986 and under her guidance and leadership; your Company has achieved phenomenal growth in the past 34 years. She has a rich experience in the tyre and rubber industry. She also serves as member and office bearer of many charitable trusts and institutions focusing on education, welfare, health care etc. She is 60 years old and is holding 2,87,051 shares in the Company. Mr. R Naresh, Executive Vice Chairman of the Company is related to Ms. Shobhana Ramachandhran.

She is a Director in M/s Sundaram Industries Private Limited; M/s TVS Argomm Private Limited; M/s SI Air Springs Private Limited; M/s TVS Srichakra Investments Limited, M/s Pusam Rubber Products Private Limited; M/s Sundaram Finance Limited, M/s TVS Supply Chain Solutions Limited, M/s TVS Automobile Solutions Private Limited, M/s Sundaram Finance Holdings Limited and M/s Sundaram Brake Linings Limited. She is a Member of the Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company. She is also a Member of Audit Committee and Corporate Social Responsibility Committee of Sundaram Finance Limited. She has attended six meetings of the Board during the year 2019-20. Currently she is drawing a remuneration of Rs.27.11 lakhs p.m plus 2% as commission on net profit.

The terms of appointment have been recommended by the Nomination and Remuneration Committee in the meeting held on **11.6.2020**.

Your Board of Directors at their meeting held on **11th June, 2020**, has re-appointed Ms Shobhana Ramachandhran as the Managing Director of the Company, for a period of five years, effective from 25.8.2020 and for the payment of remuneration as may be decided by the Board of Directors, subject to a maximum of 5% of net profits of the Company, to be approved by the shareholders.

In addition to the above terms and conditions she shall be entitled to the following

A) Perquisites and allowances: In addition to the salary, she shall be entitled to the following perquisites and allowances.

Medical reimbursement: Medical Expenses incurred for the Managing Director and her family subject to a ceiling of one month's salary in a year or five months' salary over a period of five years.

Provision of chauffeur driven car for use on Company's business

Telephone: Free telephone facility at residence including mobile phone & other suitable communication facilities to be used for the business of the Company.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated actual cost.

B) Other Benefits

a) Contribution to Provident Fund, Superannuation Fund and annuity fund in accordance with the rules specified by the Company. Gratuity payable shall not exceed half a month's salary for each completed year of service.

ii) Encashment of leave at the end of the tenure.

iii) Personal Accident Insurance for an amount, the annual premium of which does not exceed Rs.10,000/-.

The above benefits will not be included in the computation of the ceiling on perquisites.

The Board of Directors may be authorized to alter or vary the scope of remuneration including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and payable to the Managing Director within the overall limits specified by this resolution subject to the condition that in the event of there being no or inadequate profits, the remuneration shall be subject to the ceiling set out in Part II of Section II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Government, from time to time as minimum remuneration.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations, 2015, the Board recommends the Special Resolution set out at item no. 2 of the accompanying Notice for the approval of the Members. The appointment of Ms. Shobhana Ramachandhran is appropriate and in the best interest of the Company.

Except Ms. Shobhana Ramachandhran, being an appointee, and her relative Mr. R Naresh, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution set out in Item No.2.

This Explanatory Statement together with the accompanying Notice may also 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.

Item No. 3

The Board of Directors of your Company, based on the recommendation of Nomination and Remuneration Committee has appointed Mrs. S.V. Mathangi as an Additional Director in the category of Independent Director with effect from 01.04.2020

Mrs. S.V. Mathangi (DIN 02596421) is 45 years old. She is a graduate in Physics and a member of the Institute of Chartered Accountants of India. She is a Registered Valuer and a Certified Business Analyst from Great Lakes Institute of Management.

She is the Winner of Shivayogam Award for being the Top Lady Candidate from Southern India in both CA Final and Intermediate Examination. She is an All India 8th Rank Holder in both CA Intermediate and Final examination.

Professionally she is well experienced in Consulting and Assurance services. She is having hands on experience in Diligence and valuations for Mergers and acquisitions for Listed Companies and Large Business Houses. She is having enormous working knowledge on accounting for financial instruments under Ind AS and implementation of Ind AS. She also has multi industry exposure including BFSI, Power, Manufacturing, Logistics, E-Commerce, FMCG, Software, Healthcare, Automotive and Realty. She is a director in M/s. Chemiprime Impex Private Limited. She is not a Member or Chairman of any committees of the Board. She does not hold shares in the Company.

The Nomination and Remuneration Committee has recommended appointment of Mrs. S.V. Mathangi as an Independent Director for a term of three (3) consecutive years on the Board of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience, her association would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to appoint Mrs. S.V. Mathangi as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years with effect from 01.04.2020 till 31.03.2023.

Proposed Remuneration is 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, in such manner and proportion as may be decided by the Board, 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 or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

She is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received declaration from Mrs. S.V. Mathangi that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). Her name is present in the data bank of Independent Directors and has passed the online proficiency test conducted by Indian Institute of Corporate Affairs and is in compliance of Section 150 of the Companies Act, 2013 and Rules made thereunder.

In the opinion of the Board, Mrs. S.V. Mathangi fulfills the conditions specified in the Act and SEBI (LODR) Regulations for her appointment as an Independent Director and is independent of the management.

Copy of draft letter of appointment of Mrs. S.V. Mathangi as an Independent Director setting out the terms and conditions are available for inspection, without any fee, by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Except Mrs. S.V. Mathangi, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, either financially or otherwise, in the resolution set out at Item No.3.

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.3 of the accompanying notice for approval of the Members.

By Order of the Board
SHOBHANA RAMACHANDHRAN
Managing Director

Place: Madurai
Date: 11.6.2020

NOTES

(1) The Company is pleased to provide members a facility to exercise their right to vote on the Postal Ballot Resolutions by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of Listing Regulations.

(2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special business to be transacted is annexed hereto.

(3) This Notice is being sent to the Members whose names appear in the List of Beneficial Owners received from National Securities Depository Limited / Central Depository Services (India) Limited **('Depositories')** as at the close of business hours on Friday, **12th June, 2020 ('cut-off date')**. Members as on the cut-off date would be entitled to vote by way of e-voting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only. This Notice is being sent electronically to all Members whose e-mail addresses are registered with Integrated Registry Management Services Private Limited, Company's Registrar and Share Transfer Agents **('RTA')**, or the Depositories.

(4) For Members whose e-mail addresses are not registered but mobile numbers are registered with RTA / Depositories, the weblink for downloading the Notice is being sent through SMS.

(5) Members who have not registered their email address and in consequence could not receive the notice may temporarily get their email address registered with the RTA, by clicking the link: https://www.integratedindia.in/tvc.aspx and following the registration process as guided thereafter. Post successful registration of the email address, the Member will receive soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable remote e-voting for this Notice. Members are also requested to update their email address by clicking the link https://www.integratedindia.in/tvc.aspx. In case of any queries, Member may write to yuvraj@integratedindia.in

(6) It is clarified that for permanent registration of email address, the Members are however requested to register their email address, in respect of electronic holdings with the Depositories / Depository Participant and in respect of physical holdings with the RTA.

(7) The Company will issue necessary advertisements in the newspaper / e-newspaper having all India circulation and the newspaper circulating in the District where registered office of the Company is situated for the information of Members whose e-mail addresses are not available in the records of RTA and Depositories.

(8) The Communication of the assent / dissent to the Resolutions proposed in the Notice would take place only through remote e-voting.

(9) Resolutions passed by the members through e-voting shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.

(10) Pursuant to the provisions of Section 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of Listing Regulations, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.

(11) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. Friday, **12th June, 2020**, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: www.evoting.nsdl.com.

(12) The Board of Directors has appointed Mr. N Balachandran, Practicing Company Secretary (CP No. 3200) as Scrutinizer to conduct the postal ballot voting process through electronic means, in a fair and transparent manner.

(13) The Scrutinizer, after completion of the scrutiny, will submit his report to the Executive Vice Chairman of the Company or Managing Director or in their absence any one of the Directors of the Company. The results of the e-Voting will be declared by Mr. R Naresh, Executive Vice Chairman or Ms Shobhana Ramachandhran, Managing Director of the Company or in their absence, any one of the Directors of the Company, on Monday, **20th July, 2020** at 5.00 pm at the Registered Office of the Company. The results shall also be announced to the Stock Exchanges where shares of the Company are listed and on the Company's website www.tvseurogrip.com

(14) The Resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Saturday, the **18th July, 2020**.

(15) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of www.evoting.nsdl.com or contact NSDL at 022-24994600.

(16) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

(17) The voting on the Resolutions proposed in this Notice will be done only by Electronic Voting (remote e-voting). As per the Section 2(65) of the Act, the term 'Postal Ballot' means voting by post or through any electronic mode. For avoidance of any doubt due to the general understanding of meaning of 'postal ballot' as voting by post (which is not contemplated in this Notice), the term 'remote e-voting' is consciously used in this Notice (instead of using the term 'postal ballot') which appropriately clarifies that the manner of voting on the Resolutions are restricted to voting only through remote e-voting.

Instructions to be followed by members voting through electronic means

18. The process and manner for e-voting are as under

(i) NSDL shall be sending the USER ID and Password to those Members whose shareholding is in the demterialised format and whose e-mail addresses are registered with the Company /Depository Participants (DPs)

(ii) Launch internet browser by typing the following URL: https://www.eVoting.nsdl.com;

(iii) Click on shareholder – Login;

(iv) Enter User ID and password as initial password noted in step (i) above. Click Login;

(v) Password change menu appears. Change the password / PIN with new password of the Member's choice with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;

(vi) Home page of e-Voting opens. Go to "e-Voting" icon and select "Active e-Voting Cycles";

(vii) Select "112983" of TVS Srichakra Limited;

(viii) Now Members are ready for e-Voting as Cast Vote page opens;

(ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;

(x) Upon confirmation, the message "Vote cast successfully" will be displayed;

(xi) Once a Member has voted on the resolutions, modification of the vote is not permitted.

(xii) Institutional Members (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 Authorised Signatory(ies), who are authorized to vote, to the Scrutinizer through email baloogeetha@gmail.com with a copy marked to evoting@nsdl.co.in and Srinivasan.P@tvstyres.com;

(xiii) Members can cast their vote online from Friday, **19th June, 2020** (9.00 a.m.) to Saturday, the **18th July, 2020** (5.00 p.m.) through e-Voting. Once the vote on a Resolutions cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.

19. If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and

20. Members can also update their mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).