

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,

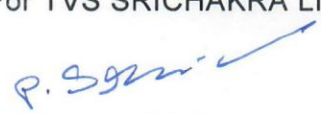
Sub : AGM held on 27.9.218
Intimation under Regulation 30 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015 (LODR Regulations)

Pursuant to Regulation 30 of the LODR Regulations, we are enclosing copy of
minutes of the proceedings of the 35th Annual General Meeting held on
27.9.2018.

We request you to take the same on record.

Thanking you

Yours faithfully
For TVS SRICHAKRA LIMITED


P SRINIVASAN
SECRETARY

agm/agm18/stock exchange/covering letter

MINUTES OF THE PROCEEDINGS OF THE 35TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TVS SRICHAKRA LIMITED HELD AT LAKSHMI SUNDARAM HALL, 15-A GOKHALE ROAD, MADURAI 625 002, ON THURSDAY, 27TH SEPTEMBER, 2018.

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. H Janardana Iyer,
Mr. V Ramakrishnan,
Mr. Rasesh R Doshi,
Mr. A Arumugam

Statutory Auditor

Mr. T V
Balasubramanian
Statutory Auditor

Secretarial Auditor

Mr. N Balachandran

In Attendance

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

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.

218 Members were present in person and 13 Members representing 2080 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.



**CHAIRMAN'S
INITIALS**

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 till the conclusion of the Annual General Meeting.

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, 2018, 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, on or before Saturday, 29th September, 2018 before 5.30 p.m. and shall also be forwarded to the Stock Exchanges.

The final results of the voting as announced 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	3880605	14810	3895415
Votes in favour of the resolution	3880605	14810	3895415
Votes against the resolution	-	-	-
Number of invalid votes	-	1766	1766
% of votes in favour	99.57	0.38	99.95

- a) RESOLVED THAT the audited standalone financial statement of the Company including Balance Sheet as at 31st March, 2018 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, 2018 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	3880578	14885	3895463
Votes in favour of the resolution	3880570	14885	3895455
Votes against the resolution	8	-	8
Number of invalid votes	-	1691	1691
% of votes in favour	99.58	0.38	99.96


CHAIRMAN'S
INITIALS

RESOLVED THAT a dividend of Rs.40/- per share (400%) for the year ended 31st March, 2018 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 20.9.2018.

3. RE-APPOINTMENT OF MR. R NARESH AS DIRECTOR – ORDINARY RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3478898	14885	3493783
Votes in favour of the resolution	3475029	14885	3489914
Votes against the resolution	3869	-	3869
Number of invalid votes	-	1691	1691
% of votes in favour	99.42	0.42	99.84

RESOLVED THAT Mr. R Naresh (DIN : 00273609), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.

Mr. R Naresh, being an appointee and Ms. Shobhana Ramachandran, being his relative, abstained from voting.

SPECIAL BUSINESS

4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR – ORDINARY RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3880555	14855	3895410
Votes in favour of the resolution	3880181	14853	3895034
Votes against the resolution	374	2	376
Number of invalid votes	-	1721	1721
% of votes in favour	99.57	0.38	99.95



CHAIRMAN'S
INITIALS

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 2018-19 as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified.

5. PAYMENT OF COMMISSION TO NON WHOLE TIME DIRECTORS INCLUDING INDEPENDENT DIRECTORS – SPECIAL RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3880448	14885	3895333
Votes in favour of the resolution	3879944	14855	3894799
Votes against the resolution	504	30	534
Number of invalid votes	-	1691	1691
% of votes in favour	99.56	0.38	99.94

RESOLVED THAT pursuant to the provisions of section 197 of the Companies Act, 2013 and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013, be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided and directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year, for a period of five financial years commencing from 1st April, 2018.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to determine the manner and proportion in which the amount be distributed among Non-Executive Directors, including giving weightage to Audit Committee Members.



CHAIRMAN'S
INITIALS

RESOLVED FURTHER THAT the total commission payable to Non-Executive Directors shall not exceed Rs.10 lakhs per annum and Rs.15 lakhs per annum for Non-Audit Committee Members and Audit Committee Members, respectively.

6. RE-APPOINTMENT OF MR. M S VIRARAGHAVAN AS AN INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3880555	14885	3895440
Votes in favour of the resolution	3876362	14885	3891247
Votes against the resolution	4193	-	4193
Number of invalid votes	-	1691	1691
% of votes in favour	99.47	0.38	99.85

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) Mr. M S Viraraghavan (DIN : 00249874), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024 on the Board of the Company.

7. RE-APPOINTMENT OF MR. H JANARDANA IYER AS AN INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3880555	14885	3895440
Votes in favour of the resolution	3852187	14855	3867042
Votes against the resolution	28368	30	28398
Number of invalid votes	-	1691	1691
% of votes in favour	98.85	0.38	99.23



CHAIRMAN'S
INITIALS

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) Mr. H Janardana Iyer (DIN : 02688787), who was appointed as an Independent Director and who holds office of Independent Director up to 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024 on the Board of the Company.

8. RE-APPOINTMENT OF MR. RASESH R DOSHI AS AN INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

	E-voting	Poll	Total
Number of valid votes received	3880554	14885	3895439
Votes in favour of the resolution	3880220	14685	3894905
Votes against the resolution	334	200	534
Number of invalid votes	-	1691	1691
% of votes in favour	99.57	0.37	99.94

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) Mr. Rasesh R Doshi (DIN : 00538059), who was appointed as an Independent Director and who holds office of Independent Director up to 23rd May, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 24th May, 2019 to 23rd May, 2024 on the Board of the Company.



CHAIRMAN'S
INITIALS

9. APPOINTMENT OF MR. V RAMAKRISHNAN AS AN INDEPENDENT DIRECTOR – ORDINARY RESOLUTION

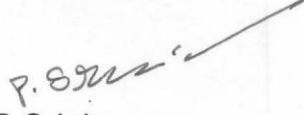
	E-voting	Poll	Total
Number of valid votes received	3880554	14885	3895439
Votes in favour of the resolution	3880170	14885	3895055
Votes against the resolution	384	-	384
Number of invalid votes	-	1691	1691
% of votes in favour	99.57	0.38	99.95

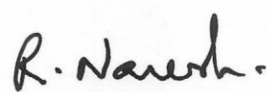
RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) Mr. V Ramakrishnan (DIN : 00002931), who was appointed as a Director liable to retire by rotation, 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 with effect from 27th September, 2018.

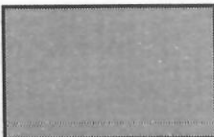
The quorum was present throughout the meeting and till the end of the meeting.

With a vote of thanks, the meeting concluded.

Date of entry in the Minutes Book:
19.10.2018


P Srinivasan
Secretary


CHAIRMAN
Place : Madurai
Date : 19.10.2018


CHAIRMAN'S
INITIALS