August 30, 2018

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 hereby enclose the Notice of 35th Annual General Meeting of the Company to be held on 27th September, 2018.

Kindly acknowledge receipt.

Thanking you

Yours faithfully
For TVS SRICHAKRA LIMITED

P SRINIVASAN
SECRETARY

Encl : AGM Notice

agm/agm18/stock exchange/pre-agm ltrs stock exchange/7

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: 452 2443300 Fax: 452 2443466

NOTICE

Notice is hereby given that the 35th Annual General Meeting (AGM) of the Company will be held at Lakshmi Sundaram Hall, 15-A Gokhale Road, Madurai 625 002, on Thursday, 27th September, 2018 at 10.30 A.M. to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt

   a. The audited standalone financial statement of the Company for the financial year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon; and

   b. The audited consolidated financial statement of the Company for the financial year ended 31st March, 2018 and Report of the Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Mr. R Naresh (DIN: 00273609), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

   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. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

   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.

   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. 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 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. 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 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. 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 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.

9. To consider and if thought fit, to pass with or without modification(s), 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) 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.

By Order of the Board

Place : Madurai
Date : 11.8.2018

SHOBHANA RAMACHANDHRAN
Managing Director
(DIN: 00273837)

NOTES

1. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. The proxy form duly stamped and executed, should be deposited at the Registered Office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting.

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such a person shall not act as proxy for any other person or shareholder.

   Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members, intending to send their authorized representative, are requested to send certified true copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting (AGM).

3. In case of joint holders, the joint holder who is higher in the order of names will be entitled to vote.

4. Members / Proxies / Authorised representatives are requested to bring duly filled and signed attendance slip along with their copy of Annual Report to the AGM.

5. A statement showing additional information about the Director seeking appointment / re-appointment is annexed to the notice as required under Regulation 36 of the 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.

6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer books of the Company will remain closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend.

8. As per SEBI Regulations dividend has to be electronically credited to the bank account details furnished by the shareholders. Members holding shares in dematerialized form / in physical form are requested to update Bank Account details (name, address, account number, MICR code etc) with their Depository Participant(s) and M/s Integrated Registry Management Services Private Limited, Chennai, the Registrar & Share Transfer Agent (RTA) of the Company, respectively.

9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit their PAN to Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form are requested to submit their PAN to the RTA.

10. Members who have not encashed / claimed their dividend amount for a period of seven (7) years, the said unclaimed dividend amount will be transferred to the Investor Education and Protection Fund Authority (IEPF Authority), by the Central Government. Accordingly, the unclaimed dividend for the financial year ended 31st March, 2011 is due for transfer and the same shall be transferred to IEPF Authority, during first week of October, 2018.

11. Members who have not encashed their dividend for the financial year 2011-12 and upto 2016-17, are requested to write to the RTA of the Company, mentioning the relevant Folio number or DP ID and Client ID to credit their bank accounts

12. As per SEBI notification, Members who have not encashed their dividend for a period of seven (7) consecutive years, their shares have to be transferred to IEPF authority. Accordingly, those shareholders who have not encashed dividend upto the financial year 2009-10, their shares have been transferred to IEPF Authority, during November 2017

13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar & Share Transfer Agent of the Company any change in address or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

14. Members holding shares in single name (physical / dematerialised form) are requested to file nominations with RTA respectively.

15. Securities and Exchange Board of India (SEBI), vide its notification dated 8.6.2018, has amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which states that request for effecting transfer of securities shall not be processed unless the securities are held in dematerialised form with a depository. This is with effect from December, 2018. Hence, Members holding securities in physical form are requested to dematerialise their securities,before December, 2018.

16. A route map to reach the venue is given at the end of the AGM notice as per Secretarial Standard 2.

17. To facilitate in receiving all communications electronically from the Company, members, who have not registered their e-mail address are requested to register the same.

18. Pursuant to section 101 and 136 of the Act and the rules made thereunder copy of the Annual Report and the notice along with the Attendance Slip and Proxy Form are being sent by electronic means to those members who have registered their email id with the DP / RTA unless a request is received from the member for physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and the notice along with Attendance Slip / Proxy Form are being sent in the permitted mode.

19. Notice of the AGM and the Annual Report for 2017-18 will also be available on the Company's website www.tvstyres.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Madurai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id :Sec.investorgrievances@tvstyres.com

20. 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 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. 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).

II. Members may cast their vote either through e-voting or ballot paper. If a member casts vote by e-voting and ballot paper then voting done through e-voting will prevail. Members who cast their vote through remote e-voting prior to AGM may attend the AGM but shall not be entitled to vote again. The facility for voting through ballot paper shall be made available at the AGM.

III. Mr. N Balachandran, Practicing Company Secretary, Chennai, has been appointed as scrutinizer, to scrutinize the voting at AGM and the remote e-voting process in a fair and transparent manner.

IV. The Scrutinizer will submit his report to the Executive Vice Chairman of the Company after completion of the scrutiny and the results of the e-voting will be announced by the Company on its website, www.tvstyres.com; and on the website of NSDL, on or before Saturday, 29th September, 2018 before 5.30 P.M. The results shall also be forwarded to the Stock Exchanges, in which the shares of the Company are listed.

V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Executive Vice Chairman of the Company.

VI. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the date of AGM i.e. Thursday, 27th September, 2018.

VII. Voting rights of members shall be in proportion to the paid up equity share capital of the Company as on the cut-off date (record date) Thursday, 20th September, 2018.

VIII. The remote e-voting facility will be available from 9.00 A.M on Monday, 24th September, 2018 to 5.00 P.M. on Wednesday, 26th September, 2018 and the e-voting module will be disabled beyond this period. During this period, members of the Company holding shares in physical or dematerialized form as on the cutoff date, that is, Thursday, 20th September, 2018 may cast their vote by remote e-voting.

IX. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off-date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.

The instructions for remote 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. password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the 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 as initial password / PIN noted in step (i) above. Click 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 "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 baloogeetha@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy)

(i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM

109207 (E voting Event Number) USER ID PASSWORD / PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.

X In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.1800 222 990.

XI If you are already registered with NSDL for e-voting then you can use your existing user ID and password / PIN for casting your vote.

XII You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

XIII Any person, who acquires shares of the Company and become member of the Company after despatch of the notice and holding shares as of the cut-off-date, that is Thursday, 20th September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or corpserv@integratedindia.in

However, if you are already registered with NSDL, for e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800 222 990.

21. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 AM to 5.00 PM) on all working days except Saturdays, Sundays upto and including the date of the Annual General Meeting of the Company

Annexure to Item No.: 3 of the Notice

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director	Mr. R Naresh
Director Identification Number (DIN)	00273609
Age	61 years
Qualification	B.E.
Experience in specific functional areas	He is a natural leader with over 4 decades of experience in the Automotive sector especially Rubber Technology and Corporate Management. He is well-versed with global technological developments in the Tyre industry and constantly keeps himself abreast with the latest advancements. He is 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 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.
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed by the members at the AGM held on 23rd August, 2017, Mr. R Naresh was appointed as a Managing Director designated as Executive Vice Chairman of the Company, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Details of remuneration last drawn is provided in Form MGT 9
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	02.06.1982
Shareholding in the Company as on 31st March, 2018	1,27,656 Equity Shares
Relationship between Directors inter se	Ms. Shobhana Ramachandhran, Managing Director of the Company is related to Mr. R Naresh.
Number of Board meetings attended	Details of meetings attended during the year are provided in the Corporate Governance Report.
List of Directorships held in other Companies	M/s Sundaram Industries Private Limited, M/s TVS Elastomeric Engineered Products Pvt. Limited, M/s SI Air Springs Pvt. Limited (formerly known as M/s Firestone TVS Pvt. Limited,) M/s TVS Sensing Solutions Pvt. Limited (formerly known as M/s ZF Electronics TVS (India) Pvt. Limited) M/s TVS Srichakra Investments Limited; M/s Pusam Rubber Products Limited, M/s Uthiram Rubber Products Limited and M/s Dhinrama Mobility Solution Private Limited
Member / Chairman in the Committees of the Board	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board, on the recommendation of the Audit Committee, at its meeting held on 22nd May, 2018, appointed Dr. I Ashok, Practising Cost Accountant, holding Membership No. 11929, allotted by the Institute of Cost Accountants of India, as Cost Auditor of the Company and fixed a sum of Rs.90,000/- (Rupees Ninety Thousand only) as remuneration payable to him, for the financial year 2018-19, subject to ratification by the shareholders of the Company.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit committee and approved by the Board, is required to be ratified by the Shareholders of the Company, at the ensuing Annual General Meeting of the Company.

None of the Directors or Key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No.4.

Accordingly, the Board recommends the Ordinary Resolution, as set out in Item No.4, for ratification of the remuneration payable to the Cost Auditor by the Shareholders of the Company.

Item No. 5

At the Annual General Meeting held on 25th September, 2013 and 23rd September, 2015, payment of Commission to non-Whole-Time Directors has been approved for a period of five years with effect from 1st April, 2013 and up to 31st March, 2018.

Under the Companies Act, 2013, Directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of Directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

Section 197 of the Act provides that remuneration payable to Directors who are neither Managing Directors nor Whole-Time Directors (that is non-executive directors) shall not exceed 1% of the net profits of the Company.

The Board of Directors of the Company have, subject to the approval of members of the Company, proposed that the non-executive directors (i.e. directors other than the Managing Director and the Whole-time Directors) may be paid remuneration not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act;

The said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

The Board recommends the Special Resolution set out at Item No.5 for approval by the shareholders.

Save and except all the non-executive directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 5 of the Notice.

Item No. 6

Mr. M S Viraraghavan was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act. 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement to hold office as Independent Director of the Company up to 31st March, 2019, not liable to retire by rotation.

Mr. M S Viraraghavan is a retired IAS Officer in Andhra Pradesh Cadre, who has served in several senior positions in Andhra Pradesh Government. He holds a Master Degree in Chemistry and has special expertise in General Management.

Information:

Director Identification Number (DIN)	00249874
Age	81 years
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on 27.9.2018 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Details of remuneration last drawn is provided in Form MGT 9
Remuneration proposed to be paid	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on 27.9.2018 read with explanatory statement thereto, 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.
Date of first appointment on the Board	02.06.1982
Shareholding in the Company as on 31st March, 2018	900 Equity Shares
List of Directorships held in other Companies	NIL
Member / Chairman in the Committees of the Board	Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company.
Relationship between Directors inter se	NIL

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. M S Viraraghavan as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Mr. M S Viraraghavan and based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. M S Viraraghavan would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director notwithstanding him having attained 81 years of age. Accordingly, it is proposed to re-appoint Mr. M S Viraraghavan as Independent Director of the Company, not liable to retire by rotation, 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. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Section 149(10) of the Act provides that an independent director shall hold office for a term of upto five consecutive years on the Board but shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that no independent director shall hold office for more than two consecutive terms. In addition, since he has attained the age of 81 years, his appointment/continuity as a Non-Executive Independent Director requires passing of a Special Resolution pursuant to the amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that are to become effective from and on April 1st 2019.

The Company has also received declaration from Mr. M S Viraraghavan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

In the opinion of the Board, Mr. M S Viraraghavan fulfills the conditions specified in the Act and LODR for his re-appointment as an Independent Director and is independent of the management.

Copy of draft letter of re-appointment of Mr. M S Viraraghavan 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 Mr. M S Viraraghavan, being an appointee, 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.6.

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 Special Resolution set out at item no.6 of the accompanying notice for approval of the Members.

Item No. 7

Mr. H Janardana Iyer was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act. 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement to hold office as Independent Director of the Company up to 31st March, 2019, not liable to retire by rotation.

Mr. H Janardana Iyer is B.E. graduate in Mechanical Engineering and is having more than four decades of techno commercial experience in the field of marketing Capital Equipments. His specializations have been in technical marketing of Earth Moving Equipments, Construction Equipments, Mining Equipments and Material Handling Equipments both in India as well as in International markets.

Information:

Director Identification Number (DIN)	02688787
Age	75 years
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 7 of the Notice convening Annual General Meeting on 27.9.2018 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Details of remuneration last drawn is provided in Form MGT 9
Remuneration proposed to be paid	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on 27.9.2018 read with explanatory statement thereto, 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.
Date of first appointment on the Board	20.9.2010
Shareholding in the Company as on 31st March, 2018	NIL
List of Directorships held in other Companies	M/s TVS Dynamic Global Freight Services Limited M/s Global TVS Bus Body Builders Limited M/s TVS Packaging Solutions Private Limited
Member / Chairman in the Committees of the Board	Member of the Audit Committee / Nomination and Remuneration Committee of the Company
Relationship between Directors inter se	NIL

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. H Janardana Iyer as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Mr. H Janardana Iyer and based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. H Janardana Iyer would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director, notwithstanding his having attained 75 years of age. Accordingly, it is proposed to re-appoint Mr. H Janardana Iyer as Independent Director of the Company, not liable to retire by rotation, 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. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Section 149(10) of the Act provides that an independent director shall hold office for a term of upto five consecutive years on the Board but shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's Report. Section 149(11) provides that no independent director shall hold office for more than two consecutive terms. In addition, since he has attained the age of 75 years, his appointment / continuity as a Non-Executive Independent Director requires passing of a Special Resolution pursuant to the amendments proposed to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that are to become effective from and on 1st April 2019.

The Company has also received declaration from Mr. H Janardana Iyer that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

In the opinion of the Board, Mr. H Janardana Iyer fulfills the conditions specified in the Act and LODR for his re-appointment as an Independent Director and is independent of the management.

Copy of draft letter of re-appointment of Mr. H Janardana Iyer 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 Mr. H Janardana Iyer, being an appointee, 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.7.

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 Special Resolution set out at item no.7 of the accompanying notice for approval of the Members.

Item No. 8

Mr. Rasesh R Doshi was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement to hold office as Independent Director of the Company up to 23rd May, 2019, not liable to retire by rotation.

Mr. Rasesh R Doshi is a B.Com graduate and M.E.P (Indian Institute of Management), Ahmedabad. He has three decades of experience in operations, finance and administration in Auto Parts distribution industry.

He is the Managing Director of M/s The Associated Auto Parts Private Limited.

He is currently a Member of the Managing Committee of the Maharashtra Motor Parts Dealers Association and was elected President in the year 2012-2013.

He was elected as a member of the Executive Committee of the Federation of Associations of Maharashtra (FAM) for the period 2018-2020 and is the Chairman of the Sub Committee on Taxation of FAM.

Information:

Director Identification Number (DIN)	00538059
Age	55 years
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 8 of the Notice convening Annual General Meeting on 27.9.2018 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Details of remuneration last drawn is provided in Form MGT 9
Remuneration proposed to be paid	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on 27.9.2018 read with explanatory statement thereto, 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

Date of first appointment on the Board	24.5.2014
Shareholding in the Company as on 31st March, 2018	NIL
List of Directorships held in other Companies	M/s RCN Synthetics and Textiles Private Limited M/s India Motor Parts & Accessories Limited M/s The Associated Auto Parts Private Limited
Member / Chairman in the Committees of the Board	Member of Audit Committee / Corporate Social Responsibility Committee of the Company. Member of Audit Committee of India Motor Parts & Accessories Limited
Relationship between Directors inter se	NIL

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Rasesh R Doshi as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Mr. Rasesh R Doshi and based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Rasesh R Doshi would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Mr. Rasesh R Doshi as Independent Director of the Company, not liable to retire by rotation, 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. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Section 149(10) of the Act provides that an independent director shall hold office for a term of upto five consecutive years on the Board but shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) provides that no independent director shall hold office for more than two consecutive terms.

The Company has also received declaration from Mr. Rasesh R Doshi that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

In the opinion of the Board, Mr. Rasesh R Doshi fulfills the conditions specified in the Act and LODR for his re-appointment as an Independent Director and is independent of the management.

Copy of draft letter of re-appointment of Mr. Rasesh R Doshi 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 Mr. Rasesh R Doshi, 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.8.

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 Special Resolution set out at item no.8 of the accompanying notice for approval of the Members.

Item No. 9

Mr. V Ramakrishnan was appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation on 24.5.2014.

Mr. V Ramakrishnan is a Master of Technology (M.Tech) in Mechanical Engineering, Post Graduate Diploma in Business Management (PGDBM) in Finance, Diploma in Public Speaking and extended training in Sweden and Germany.

Information:

Director Identification Number (DIN)	00002931
Age	62 years
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 9 of the Notice convening Annual General Meeting on 27.9.2018 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Details of remuneration last drawn is provided in Form MGT 9
Remuneration proposed to be paid	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on 27.9.2018 read with explanatory statement thereto, 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
Date of first appointment on the Board	24.5.2014
Shareholding in the Company as on 31st March, 2018	NIL
List of Directorships held in other Companies	M/s Organisation Development Pte Ltd M/s RT-Medibus Technologies Pvt Ltd
Member / Chairman in the Committees of the Board	Member of Stakeholders Relationship Committee
Relationship between Directors inter se	NIL

Special capabilities

Lead strategic thought processes; articulate and guide thought into action.

Direct and lead the delivery of product and / or service by synthesizing business processes to meet the changing needs of the market.

Seamlessly integrate market needs, organizational capability and the supply chain to utilize resources.

Build and sustain relationships with customers, suppliers, employees and other stakeholders

Mr. V Ramakrishnan held senior management and middle positions in business unit and profit center management, strategic planning / diversification, business development, project implementation, marketing, manufacturing and engineering.

Mr. V Ramakrishnan was an Independent Director of PRICOL India between 2004 and 2013. He was Commissioner of PRICOL Surya, Indonesia and member of the Board of Commissioners between 2010 and 2013 and oversaw the operation as Lead Director.

As a CEO with regional and worldwide responsibilities established a six sigma manufacturing operation.

Mr. V Ramakrishnan is the Managing Director of M/s. Organisation Development Pte Ltd., Singapore.

He teaches public policy for over a decade at the prestigious Lee Kuan School of Public Policy, covering areas like governance, strategy risk management, cost management, project management and value for money performance and audits.

He has contributed to four books, published internationally, on governance, board performance management, family business coaching and dashboard driven enterprise performance management.

The Nomination and Remuneration Committee has recommended appointment of Mr. V Ramakrishnan as Independent Director for a term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, his association would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to appoint

Mr. V Ramakrishnan as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 27th September, 2018.

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

The Company has received declaration from Mr. V Ramkrishnan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

In the opinion of the Board, Mr. V Ramakrishnan fulfills the conditions specified in the Act and LODR for his appointment as an Independent Director and is independent of the management.

Copy of draft letter of appointment of Mr. V Ramakrishnan 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 Mr. V Ramakrishnan, 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.9.

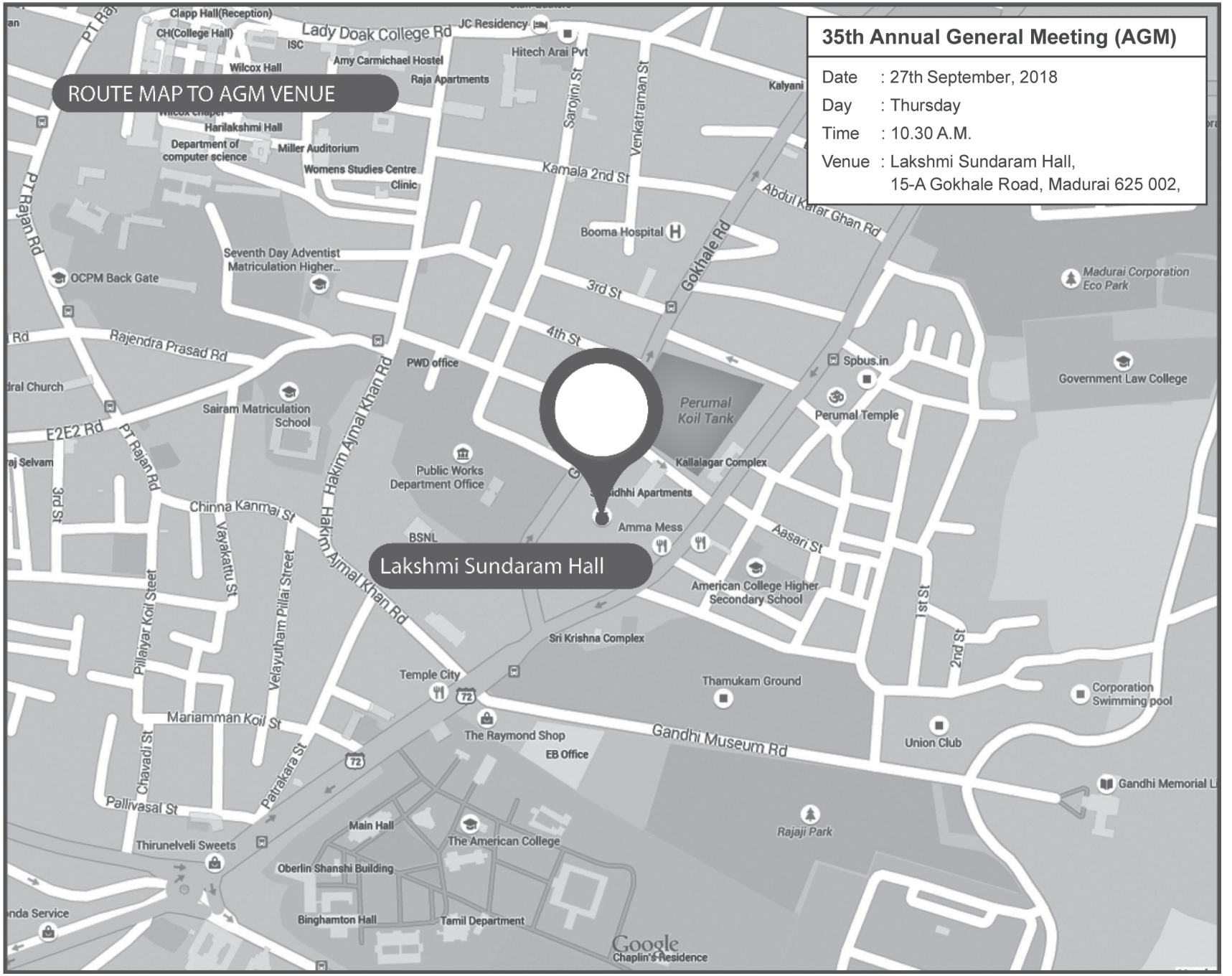
This Explanatory Statement together with the accompanying Notice may be regarded as a disclosure under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), issued by the Institute of the Company Secretaries of India.

The Board recommends the Ordinary resolution set out at item no.9 of the accompanying notice for approval of the Members.

By Order of the Board

Place : Madurai
Date : 11.8.2018

SHOBHANA RAMACHANDHRAN
Managing Director
(DIN 00273837)



35th Annual General Meeting (AGM)

Date : 27th September, 2018
Day : Thursday
Time : 10.30 A.M.
Venue : Lakshmi Sundaram Hall,
15-A Gokhale Road, Madurai 625 002,

Notes

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