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TVS SRICHAKRA

REF:TSL:SEC:12/ 607

October 18, 2012

Madras Stock Exchange Ltd.,
Exchange Building
11, Second Line Beach
Chennai 600 001

Dear Sirs,

Sub : Annual General Meeting held on 27.9.2012

Ref : Our letter dated 10.10.2012

We wish to inform that there is a typographical error in the proceedings of the 29th Annual General Meeting.

We are enclosing the corrected proceedings of the 29th Annual General Meeting.

Kindly take the above on record.

Thanking you

Yours faithfully
for TVS SRICHAKRA LIMITED

P. Srinivasan

P SRINIVASAN
SECRETARY

Encl : Proceedings of the Annual General Meeting

cc :

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy J Towers
Dalal Street,
Fort
Mumbai 400 001

National Stock Exchange of India Ltd.,
5th Floor
Exchange Plaza
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rk k/stockexc/post-agm related ltrs/9

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PROCEEDINGS OF THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 27TH SEPTEMBER, 2012 AT 10.30AM AT LAKSHMI SUNDARAM HALL, 15-A GOKHALE ROAD, MADURAI 625 002

DIRECTORS PRESENT

Mr. S Narayanan	Chairman
Mr. R Naresh	Executive Vice Chairman
Miss Shobhana Ramachandhrar	Managing Director
Mr. M S Viraraghavan	Director
Mr. Sitaram Rao Valluri	Director
Mr. P Vijayaraghavan	Director
Mr. H Janardana Iyer	Director

IN ATTENDANCE

Mr. P Srinivasan	Secretary

107 Members were present in person and 22 Members were by proxy (As per Attendance Sheet)

Mr. S Narayanan, being the Chairman of the Board of Directors took the Chair. With the requisite quorum present, he declared the meeting open at 10.30 AM.

Chairman requested the Members to observe one minute silence as a mark of respect to the departed souls in the recent fire accident that took place in the Company's Plant at Madurai.

Mr. S Narayanan, Chairman, informed that the Register of Directors' shareholdings, as required under section 307 of the Companies Act, 1956, has been kept open for inspection.

Mr. S Narayanan, Chairman informed that since the Annual Report has already been circulated to all the Shareholders, Notice and the Directors Report have been taken as read

The Chairman then called upon the Secretary to read the Auditor's Report to the Shareholders. Mr. P Srinivasan, Secretary read out the Auditor's Report to the Shareholders.

The Chairman then addressed the meeting. In his speech, Chairman apprised the shareholders about the economy and business scenario faced by the Company, the prospects of the tyre industry and key initiatives being undertaken by the Company for increasing the turnover and profitability of the Company, among other aspects.

1. Mr. S Narayanan, then proposed the following resolution as an ordinary resolution

   RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2012 and Statement of Profit & Loss Account for the year ended 31st March, 2012

and the Reports of the Directors and Auditors thereon be and are hereby approved and adopted.

Mr. B Abdul Sarthar seconded the same.

Chairman then invited questions from the shareholders.

There were no queries from the shareholders present at the meeting.

Chairman, then, put the resolution to vote.

The resolution was adopted unanimously by show of hands, as an ordinary resolution.

2. The following resolution was proposed by Mr. P Vijayaraghavan and seconded by Mr. S Ananthakumar as an ordinary resolution.

RESOLVED THAT a dividend of Rs.13.50 per share (135%) for the year ended 31.3.2012 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 on 27.9.2012.

Chairman, then, put the resolution to vote.

The resolution was adopted unanimously by show of hands, as an ordinary resolution.

3. The following resolution was proposed by Mr. V Narasimhan and seconded by Mr. H Ramasamy, as an ordinary resolution.

RESOLVED THAT Mr.Sitaram Rao Valluri, who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company.

Chairman, then put the resolution to vote.

The resolution was adopted unanimously by show of hands, as an ordinary resolution.

4. The following resolution was proposed by Mr. S Ganapathi Subramanian and seconded by Mr. V Sridharan, as an ordinary resolution.

RESOLVED that Mr. P Vijayaraghavan, who retires by rotation and being eligible for reappointment, be and is hereby re-appointed as a Director of the Company.

Chairman, then, put the resolution to vote.

The resolution was adopted unanimously by show of hands, as an ordinary resolution.

5. The following resolution was proposed by Mr. D Jegannathan and seconded by Mr. K Srinivasan, as an ordinary resolution.

RESOLVED THAT M/s Sundaram & Srinivasan, Chartered Accountants, Firm Registration No. 004207S be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the Auditors.

Chairman, then, put the resolution to vote.

The resolution was adopted unanimously by show of hands, as an ordinary resolution.

6. The following resolution was proposed by Mr. R Srinivasan and seconded by Mr. P Sundaram, as an ordinary resolution.

RESOLVED THAT in supersession of the resolution passed by the members in the Annual General Meeting of the Company held on 3rd August, 2011 and in pursuance of the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow (excluding temporary loans obtained from the Banks in the ordinary course of business) from time to time, any sum or sums of money for the purpose of the business of the Company, notwithstanding that the money to be borrowed by the Company (apart from temporary loans obtained from the Banks in the ordinary course of business) may exceed the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which the moneys may be borrowed by the Board of Directors shall not exceed at any time the aggregate of the paid-up capital and free reserves of the Company by more than Rs. 500 Crores (Rupees Five hundred Crores).

Chairman, then, put the resolution to vote.

The resolution was adopted unanimously, by show of hands, as an ordinary resolution

7. The following resolution was proposed by Mr. B Abdul Sarthar and seconded by Mr. S Ananthakumar, as an ordinary resolution

RESOLVED THAT in supersession of the resolution passed by the members in the Annual General Meeting of the Company held on 3rd August, 2011, and in pursuance of the provisions of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, the Company do hereby accord its consent to mortgaging and/or charging by the Board of Directors of the Company, all or any of the movable or immovable properties, both present and future or the

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whole or substantially the whole of the undertaking or undertakings of the Company for securing

a) any loan as may be obtained from Banks / Other Financial Institutions,

any issue of debentures made by the Company from time to time provided that the total amount so borrowed and outstanding (excluding temporary loans obtained from the banks in the ordinary course of business) does not exceed at any time the aggregate of the paid-up capital and free reserves of the Company by more than Rs. 500 Crores (Rupees Five hundred Crores).

Chairman, then, put the resolution to vote.

The resolution was adopted unanimously by show of hands, as an ordinary resolution

Chairman declared the close of the meeting.

On the request of the Chairman, Mr. T S Sankar, President – Finance, proposed vote of thanks to the Shareholders present at the meeting.

Place : Madurai
Date : 27.9.2012

CHAIRMAN