

REF:TSL:SEC:2024/242

September 25, 2024

National Stock Exchange of India Ltd.,
5th Floor
Exchange Plaza, Bandra (E),
Mumbai - 400 051

BSE Limited
P J Towers
Dalal Street, Fort,
Mumbai 400 001

Scrip Code: TVSSRICHA
K
by NEAPS

Scrip Code: 509243
by Listing Centre

Dear Madam / Sir

Sub : Minutes of 41st AGM held on Thursday, 12th September 2024

We are enclosing copy of minutes of the 41st Annual General Meeting, held on Thursday, 12th September 2024.

We request you to take the same on record.

Thanking you

Yours faithfully
For TVS SRICHAKRA LIMITED

Chinmoy Patnaik
Company Secretary & Compliance Officer
Membership No. A14724

TVS Srichakra Limited

CIN: L25111TN1982PLC009414

Regd. Office: TVS Building, 7-B, West Veli Street, Madurai 625 001.

Tel:+91 0452 2356400, Fax: +91 0452 2443466 | Website: www.tvseurogrip.com | Email: secretarial@eurogriptyres.com

Manufacturing Unit: Vellaripatti, Melur Taluk, Madurai-625 122, Tel:+91 452 2443300



MINUTES OF THE PROCEEDINGS OF THE 41ST ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF TVS SRICHAKRA LIMITED HELD THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM), ON THURSDAY, 12TH SEPTEMBER 2024 AT THE REGISTERED OFFICE OF THE COMPANY, DEEMED VENUE FOR THE AGM.

MINUTES BOOK

Start Time: 11.00 A.M.

End Time: 11.31 A.M.

Present through VC / OAVM

Members present - 63.

(Including two authorized representatives under section 113 of the Companies Act, 2013)

Directors present:

Ms. Shobhana Ramachandhran	Managing Director & member (elected Chairperson for AGM)
Mr. V Ramakrishnan	Director & Chairman of Stakeholder Relationship Committee
Ms. S V Mathangi	Director & Chairperson of Audit Committee
Mr. Ashok Srinivasan	Director
Mr. S Ravichandran	Director & member
Mr. P Srinivasavaradhan	Director & member

Statutory Auditor

Mr. Ramanarayanan J, Partner of M/s. PKF Sridhar & Santhanam LLP, Chennai.

Secretarial Auditors

Mr. N Balachandran, Proprietor, representative of N Balachandran, Company Secretary in Practice, Chennai. (FY 2023-2024)

Mr. Sriram P & Ms. Nithya P, representative of M/s. SPNP & Associates, Practicing Company Secretaries, Chennai. (FY 2024-2025)

Internal Auditor

Mr. Raja Gopalan B, Partner, representative of M/s. G Balu Associates LLP, Chartered Accountants, Chennai.

Scrutinizer

Mr. N Balachandran, Practicing Company Secretary, Chennai.

In Attendance

Mr. Arvind Singh	- Chief Operating Officer
Mr. B Rajagopalan	- Chief Financial Officer
Mr. Chinmoy Patnaik	- Company Secretary

The Company Secretary welcomed the members of the Company to the 41st Annual General Meeting ("AGM"). He confirmed that all the legal requirements were duly complied with in the notice convening the meeting. The notice convening the AGM included a note, inter alia, informing the members of their right to inspect statutory records, which was made available during the AGM in accordance with the requirements of the Companies Act, 2013. He further confirmed that the following four items were set out in the Notice of the Annual General Meeting seeking approval of the members:

1. Audited annual financial statements of the Company.
2. Declaration of dividend
3. Reappointment of Mr. S Ravichandran (DIN: 01485845) as Director.
4. Ratification of remuneration payable to the Cost Auditor.

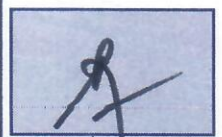
He further informed the meeting that the notice along with the annual report had been circulated to all the members of the company.

The Company Secretary further announced that the e-voting window was live and would remain open for an additional 15 minutes after the close of the meeting for the members to exercise their voting rights. He also informed that the results of the e-voting would be announced to stock exchanges within two working days.

The Company Secretary informed that Mr. R Naresh, Executive Vice Chairman of the Company, was not able to attend the meeting. Therefore, he requested the board of directors to elect one among themselves to act as Chairman of the meeting according to Article 10(j) of the Articles of Association of the Company.

Mr. S Ravichandran, Director, proposed the name of Ms. Shobhana Ramachandhran as Chairperson of the meeting and same was seconded by Mr. P. Srinivasavaradhan, Director. Ms. Shobhana Ramachandhran, Managing Director, was unanimously elected to preside over the meeting. The Company Secretary, then, made the announcement regarding the election of Ms. Shobhana Ramachandhran as Chairperson of the meeting. Ms. Shobhana Ramachandhran, Chairperson, thereafter, conducted the meeting.

Ms. Shobhana Ramachandhran, Chairperson, welcomed all to the 41st Annual General Meeting. She declared that the quorum was present and called the meeting to order.



CHAIRMAN'S
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The Chairperson also confirmed that all the directors attended the meeting except for Mr. R. Naresh, Executive Vice Chairman and Mr. Piyush Jinendrakumar Munot, Director, who were absent due to certain exigencies. Mr. Piyush Jinendrakumar Munot, Chairman of Nomination & Remuneration Committee, was represented by Mr. Ashok Srinivasan, Director, based upon a formal authorization from Mr. Munot. The Chairperson confirmed that the Statutory Auditors, Secretarial Auditors, Internal Auditor, Scrutinizer, Chief Operating Officer, Chief Financial Officer and the Company Secretary of the Company were present.

The Chairperson informed that the notice convening the meeting had been circulated by e-mail and uploaded on the website of the Company. The same was also available on the websites of the stock exchanges viz., BSE and NSE. With the permission of the members, she took them as read.

The Chairperson informed that the Company had taken all steps to ensure that the members were able to attend and vote at this AGM in a seamless manner.

The Chairperson informed that the Statutory Auditors' Report and Secretarial Audit Report were unqualified and unmodified and the same were not required to be read out at the AGM as per the provisions of the Companies Act, 2013.

The Chairperson then delivered her speech to the members on the Business Overview, Performance of the company, Current Scenario, Industry Outlook and Sustainability & Corporate Social Responsibility initiatives undertaken by the company.

The Chairperson shared a few key points for the members' information regarding the Questions and Answers session.

The Company Secretary then called out the names of the members, individually, who had registered themselves as speakers at the AGM. The queries raised by the members were responded to by Ms. Shobhana Ramachandhran, Chairperson, Mr. Arvind Singh, Chief Operating Officer, and Mr. B. Rajagopalan, Chief Financial Officer of the Company.

After the Questions and Answers session, the Chairperson concluded the meeting at 11.31 A.M with a vote of thanks offered by Mr. B. Rajagopalan, Chief Financial Officer.

The resolutions set out in the notice of the Annual General Meeting were approved by the members of the Company. The results of the voting as per the Scrutinizer's Report were as under:

ORDINARY BUSINESS

RESOLUTION NO. 1:

Adoption of audited Financial Statements of the Company for the year ended 31st March 2024 and the Reports of the Board of directors and auditors thereon – Ordinary Resolution

Particulars	e-voting details
Number of valid votes received	3970143
Votes in favour of the resolution	3969973
Votes against the resolution	170
% of votes in favour of the resolution	99.99

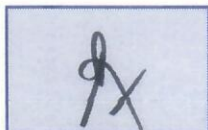
"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2024 and reports of the Board of directors and Auditors' thereon, be and are hereby considered, approved and adopted."

RESOLUTION NO. 2:

Declaration of dividend – Ordinary Resolution

Particulars	e-voting details
Number of valid votes received	3972024
Votes in favour of the resolution	3971854
Votes against the resolution	170
% of votes in favour of the resolution	99.99

"RESOLVED THAT a dividend of Rs.47.34 (Rupees Forty-Seven and Thirty-Four paise only) per share (473.40%) for the year ended 31st March 2024 on 76,57,050 Equity Shares of Rs.10/- each of the Company, be and is hereby declared for payment to the members of the Company whose names appear in the Register of Members as at the close of business hours on 30th August 2024."



CHAIRMAN'S
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RESOLUTION NO. 3:**Appointment of Mr. S Ravichandran, as a director, liable to retire by rotation – Ordinary Resolution**

Particulars	e-voting details
Number of valid votes received	3972014
Votes in favour of the resolution	3917459
Votes against the resolution	54555
% of votes in favour of the resolution	98.63

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. S Ravichandran (DIN: 01485845), is hereby reappointed as a director of the Company who is liable to retire by rotation."

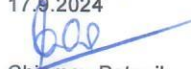
SPECIAL BUSINESS**RESOLUTION NO. 4:****Ratification of remuneration payable to the Cost Auditor – Ordinary Resolution**

Particulars	e-voting details
Number of valid votes received	3972014
Votes in favour of the resolution	3971833
Votes against the resolution	181
% of votes in favour of the resolution	99.99

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, 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), and based on the recommendation of the Audit Committee, the remuneration of Rs. 1,37,500/- (Rupees One Lakh Thirty-Seven Thousand and Five Hundred only), in addition to reimbursement of travel and out-of-pocket expenses, payable to Dr. I. Ashok, Practicing Cost Accountant (Membership No. 11929), who has been appointed by the Board of Directors as the Cost Auditor of the Company for the financial year 2024-25 be and is hereby ratified."

The quorum was present throughout the meeting.

Date of entry in the Minutes Book:
17.9.2024


Chinmoy Patnaik
Company Secretary



CHARIPERSON
Place : Madurai
Date : 17.9.2024


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