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NINETEENTH ANNUAL REPORT 2001 - 02

TVS SRICHAKRA LIMITED

ATT 200
was awarded as
the Best Product
of the Year
by OVERDRIVE,
a well known
automobile
magazine.





BOARD OF DIRECTORS

S NARAYANAN
Chairman

R NARESH
Executive Vice Chairman

SHOBHANA RAMACHANDHRAN
Managing Director

K R RAGAVAN

M S VIRARAGHAVAN

W P A R NAGARAJAN

N H ATTREYA

J V RAGHAVAN

HARSHAD N BHANSALI

SITARAM RAO VALLURI

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TVS SRICHAKRA LIMITED

AUDIT COMMITTEE

M S VIRARAGHAVAN
Chairman
W P A R NAGARAJAN
N H ATTHREYA
SITARAM RAO VALLURI

**SHAREHOLDERS / INVESTORS
COMMITTEE**

S NARAYANAN
Chairman
SHOBHANA RAMACHANDHRAN
J V RAGHAVAN

AUDITORS

SUNDARAM & SRINIVASAN
PLOT NO. 8A, VISALAKSHIPURAM
MADURAI 625 014

BANKERS

STATE BANK OF INDIA
WEST VELI STREET
MADURAI 625 001

SUBSIDIARIES

NITYA SARVAMANGALA TRADING
AND HOLDING LIMITED
TVS SRICHAKRA HOLDINGS LIMITED

REGISTERED OFFICE

TVS BUILDING
7-B, WEST VELI STREET
MADURAI 625 001

ADMINISTRATIVE OFFICE

10, JAWAHAR ROAD
MADURAI 625 002
e-mail : secretarial@tvstyres.com
website : www.tvstyres.com

DIVISIONS

TYRE DIVISION

VELLARIPATTI VILLAGE
MELUR TALUK
MADURAI DISTRICT
PIN 625 122

MOULDED PRODUCTS DIVISION

NARASINGAMPATTI VILLAGE
THERKUTHERU, MELUR TALUK
MADURAI DISTRICT
PIN 625 122

NETWORKING DIVISION

405 & 406, 4TH FLOOR
PRESTIGE MERIDIAN - I
M.G. ROAD
BANGALORE 560 001



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TVS SRIKAKRA LIMITED

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Nineteenth Annual General Meeting of the Company will be held at 10.00 AM on Wednesday, the 28th August, 2002, at Lakshmi Sundaram Hall, 15-A Gokhale Road, Madurai 625 002 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2002 and Profit and Loss Account for the year ending 31st March, 2002 and Reports of the Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in the place of Mr.S Narayanan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr. K R Ragavan, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s Sundaram & Srinivasan, Chartered Accountants, Madurai, retire and are eligible for re-appointment.

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution :

RESOLVED THAT Mr Harshad N Bhansali, Director, who retires at this Annual General Meeting, by rotation and does not seek re-election, be not re-appointed and the resulting vacancy be not filled up.

7. To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution :

RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members / debentureholders together with the Index of Members, Index of debentureholders and copies of all returns prepared under Section 159 and 160 of the Companies Act, 1956, as also copies of certificates and documents required to be annexed thereto under Section 160 and 161 of the Companies Act, 1956, at the Company's Administrative Office at No.10 Jawahar Road, Madurai 625 002, instead of at No.6 Bhulabhai Desai Road, Madurai 625 002.

By Order of the Board
 Place : Chennai **SHOBHANA RAMACHANDHRAN**
 Date : 30.5.2002 *Managing Director*

**NOTICE TO SHAREHOLDERS (Contd.)****NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. THE PROXIES TO BE VALID SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. The Register of Members and the Share Transfer books of the Company will remain closed from 27th August, 2002 to 28th August, 2002, both days inclusive, for payment of dividend on equity shares.
4. Dividend, as recommended by the Board of Directors, if declared at the meeting shall be paid, subject to deduction of tax at source, to those members whose name(s) appear in the Register of Members of the Company as on 27th August, 2002. In respect of shares held in Electronic form, the dividend will be paid, subject to tax at source, on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
5. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.
6. Members, who are desirous of seeking any further information or clarification, are requested to write to the Company, at least 7 days before the meeting so as to enable the Company to keep such details ready.
7. **MEMBERS ARE REQUESTED TO NOTIFY IMMEDIATELY ANY CHANGE IN THEIR ADDRESS TO THE COMPANY.**
8. a) Members are requested to sign at the space provided in the attendance sheet appended to this Annual Report and hand over the same at the entrance of the meeting hall.
b) Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Consequent upon the amendment to Section 205A read with Section 205C of the Companies Act, 1956, the unclaimed refund orders / deposits / interest on deposits etc as per details given below were transferred to the Investor Education and Protection Fund (IEPF), established by the Central Government, during the financial year 2001-02. It may be noted that members / depositors are not entitled to claim these amount from IEPF.

Particulars	Amount transferred Rs.
Public Issue Refund Order 1983-1984	22,750/-
Rights Issue Refund Order 1986-1987	10,750/-
Debenture Issue Refund Order 1989-1990	7,320/-
Debenture Issue Interest Warrant 1989-1990	10,890/-
Rights Issue Refund Order 1994-1995	86,826/-
Unclaimed Matured Deposits 1984-1995	30,818/-
Unclaimed Interest on Matured Deposits 1991-1995	12,609/-


NOTICE TO SHAREHOLDERS (Contd.)

10. Members who have not encashed their dividend warrants in respect of the dividend declared for the year ended 31.3.1996 and for any subsequent years, are requested to make their claim to the Company.
11. All correspondence be addressed to the Administrative Office of the Company at No.10 Jawahar Road, Madurai 625 002, quoting the Folio Number.

EXPLANATORY STATEMENT

As required under Section 173(2) of the Companies Act, 1956.

Item No.6

Mr Harshad N Bhansali retire at this Annual General Meeting, but does not seek re-election. Pursuant to the applicable provisions of Companies Act, 1956, where the vacancy arising from the retirement of a Director is not filled up, subject to certain conditions, the retiring Director shall be deemed to have been re-appointed, unless a resolution not to fill up the vacancy is passed at the Annual General Meeting.

The proposed resolution under Item no.6 of the Notice convening this Nineteenth Annual General Meeting of Company seeks the consent of the members for not filling up the vacancy that may arise from the retirement of Mr Harshad N Bhansali.

No Director of the Company is concerned or interested in this item of business.

Item No.7

Section 163 of the Companies Act, 1956, contains the

stipulation that the statutory registers, returns and other records of the Company shall be kept at the Registered Office of the Company and in case it is desired to keep the same at any other place within the city, town or village in which the Registered Office is situated, then the same shall have the approval of the Company in the General Meeting by way of a special resolution passed for this purpose. As of now, these registers and records are being kept, with the approval of the Company, at No.6 Bhulabhai Desai Road, Chokkikulam, Madurai 625 002. Now it is proposed to keep these statutory registers and records at the Company's Administrative Office at No.10 Jawahar Road, Madurai 625 002, on account of administrative convenience. In addition, the Registrar of Companies shall be given in advance, a copy of the said proposed special resolution.

The proposed special resolution seeks the consent of the members to comply with the requirements of the Companies Act, 1956. No Director of the Company is concerned or interested in this item of business.

Details of Directors seeking re-election, pursuant to Clause 49 of the Listing Agreement.

At this Nineteenth Annual General Meeting of the Company, Mr S Narayanan and Mr K R Ragavan retire by rotation and being eligible, offer themselves for re-appointment. Mr Harshad N Bhansali retire at this Annual General Meeting, but does not seek re-election. Brief resume, nature of expertise in specific functional areas and details of other Directorships and Committee Positions of the Directors seeking re-election, are given below, in line with the requirement of Code of Corporate Governance.

**NOTICE TO SHAREHOLDERS (Contd.)****a) MR S NARAYANAN**

Mr S Narayanan has got more than five decades of experience in automobile industry, particularly on sale of spare parts and service. Mr S Narayanan is the Executive Director of Madras Auto Service, a division of TV Sundram Iyengar and Sons Ltd.,

Mr S Narayanan has special expertise in marketing and procurement functions, apart from general management.

Mr S Narayanan is on the Board of your Company from 6.6.1983.

Mr S Narayanan is holding Directorship/Committee Positions in other Companies, as follows :

Directorship details	Committee Positions
Vice Chairman, India Motor Parts & Accessories Ltd	Chairman, Audit Committee Chairman, Shareholders/Investors Grievance Committee
Director, Sundaram Finance Ltd	—
Director, Lucas Indian Service Ltd	—
Director, Sundharams Pvt.Ltd.	—
Director, Autolec Industries Ltd	Chairman, Audit Committee

b) MR K R RAGAVAN

Mr K R Ragavan is a graduate in Commerce and has undergone Management Training at ASCI, Hyderabad and Modern Management Council, Mumbai. Mr K R Ragavan started his career on the shop floor of service workshop of TVS; Mr K R Ragavan has more than 45 years of experience in marketing Automobiles, Spare parts and accessories and service. Mr K R Ragavan has played an active role in many trade and industry bodies, for more than four decades and has held several key positions. Mr K R Ragavan is the Executive Director of Sundaram Motors, a division of TV Sundram Iyengar & Sons Ltd., Mr K R Ragavan has special expertise in marketing function, apart from general management and business re-engineering.

Mr K R Ragavan is on the Board of your Company from 6.6.1983.

Mr K R Ragavan is holding Directorship / Committee Positions in other Companies, as follows :

Directorship details	Committee Positions
Director, Lakshmi General Finance Ltd	Nil
Director, Axles India Limited	
Director, India Motor Parts & Accessories Ltd	
Director, Sundharams Pvt. Ltd.	

By Order of the Board

Place: Chennai

SHOBHANA RAMACHANDHRAN

Date : 30.5.2002

Managing Director


TVS SRIHAKRA LIMITED

DIRECTORS' REPORT

Your Directors have great pleasure in presenting you the Nineteenth Annual Report of the Company together with the Audited Accounts for the year ending 31st March, 2002.

FINANCIAL HIGHLIGHTS

	(Rs. in lakhs)	
	31.3.2002	31.3.2001
Profit before depreciation and interest	1649.79	1574.56
Profit before tax	927.65	842.42
Profit after tax	616.94	648.42
Add : Prior period Provision written back	-	0.42
Balance brought forward from the Profit and Loss Account	2189.92	1936.42
Profit available for appropriation	2806.86	2585.26
Less : Tax paid for earlier years	0.85	-
Transfer to General Reserve	802.77	100.00
Proposed dividend	268.00	268.00
Tax on proposed dividend	-	27.34
Balance carried forward to the Profit and Loss Account	1735.24	2189.92

PERFORMANCE

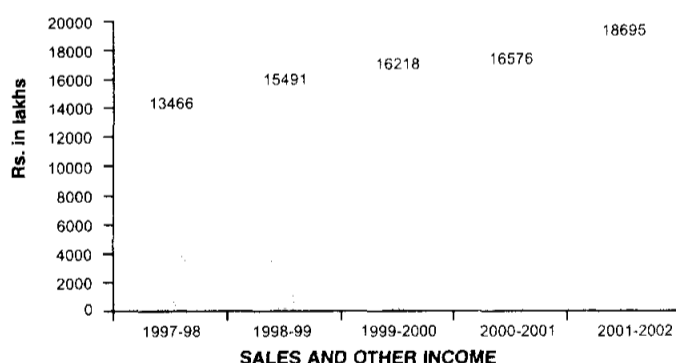
Your Company's turnover for the year under review has increased by 13% over previous year, to Rs.185.82 crores. The other income for the year under review is Rs.113.41 lakhs, compared to Rs.148.18 lakhs in the previous year. While there was an increase in the sales, the Company continued to experience pressure on selling prices and margins. The Company had to increase expenditure on advertising and sales promotion and discounts. Despite these adverse factors, your Company was able to increase the profit before tax to Rs.927.65 lakhs from Rs.842.42 lakhs in the previous year by stringent cost control measures.

The Company's profit after tax for the year ended 31st March, 2002 was Rs.616.94 lakhs against Rs.648.42 lakhs in the previous year, on account of higher tax liability.

EXPORTS

The export turnover was Rs.1863 lakhs as against Rs.1906 lakhs achieved in the previous year. The Company's focus continued to be on niche segments during the year under review. New range of multi purpose tyres were introduced in the overseas market, by your Company during the previous year.

GROSS REVENUES



GROSS AND NET FIXED ASSETS

