

## NOTICE

**NOTICE** is hereby given that the Twenty First Annual General Meeting ("AGM") of the members of the Company will be held on Wednesday, August 13, 2025, at 3.00 P.M. (IST) through video conferencing ("VC")/ other audio-visual means ("VC/OAVM"), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone Financial Statements of the Company for the year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the year ended March 31, 2025, together with the reports of the Auditors thereon.
3. To appoint Sri. Ravi Viswanathan (DIN: 08713910), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Sri. Anand Kumar (DIN: 00818724), Non -Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 5. Appointment of Secretarial Auditor

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 204 and other applicable provisions if any, of the Companies Act, 2013 ('Act'), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the approval and recommendation of the Audit Committee and Board of Directors of the Company ('the Board'), approval of the members be and is hereby accorded to appoint Mr. K Venugopalan, Company Secretary in Practice, having Membership No. FCS 2526 and Certificate of Practice No. 6015

as the Secretarial Auditor of the Company for a consecutive term of five years commencing from financial year 2025-26 till financial year 2029-30 on such terms and conditions as may be decided by the Board from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to Mr. K Venugopalan, Secretarial Auditor, during his tenure as the Secretarial Auditor of the Company, as determined by the Audit Committee in consultation with Mr. K Venugopalan.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution."

#### 6. Payment of Remuneration to Non -Executive Directors

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 Section 149,197, 198 read with Schedule V of the Companies Act, 2013 ('the Act') and the rules made thereunder and other applicable provisions, if any, of the Act and Regulation 17 and all other applicable provisions, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), circulars or re-enactment thereof for the time being in force) and such other laws as may be applicable and in accordance with provisions of the Articles of Association of the Company, pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company ('the Board') and subject to such other approvals as may be required in this regard, the approval of the members of the Company be and is hereby accorded to pay remuneration to Non-Executive Directors (including Independent Directors, other than the nominee directors of the investors) notwithstanding the profits/absence of profits/ inadequacy of profits in the Company during the relevant financial year in a manner that the aggregate remuneration payable to all

the Non -Executive Directors (including Independent Directors other than the nominee directors of the investors), shall not exceed ₹ 2.5 Crores in any financial year in accordance with the limits prescribed under Section 197 read with Schedule V of the Act and such remuneration be paid to the said Non-Executive Directors (including Independent Directors other than nominee directors of the investors), in such amounts or proportions and in such manner as may be determined by the Board for a period of three financial years commencing from 1<sup>st</sup> April, 2025 or such other time period as may be permitted under the Act, in addition to the fee payable to the Director(s) for attending the 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 participation in the Board and other meetings.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby

authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of remuneration and settle all questions or difficulties that may arise with regard to the aforesaid resolution, as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."

(By order of Board)  
For TVS Supply Chain Solutions Limited

Place: Chennai  
Date: May 28, 2025

**P D Krishna Prasad**  
Company Secretary

#### TVS Supply Chain Solutions Limited

CIN: L63011TN2004PLC054655

10, Jawahar Road, Chokkikulam,

Madurai, 625002

[cs.compliance@tvsscs.com](mailto:cs.compliance@tvsscs.com)

[www.tvsscs.com](http://www.tvsscs.com)

#### Notes:

1. The Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI'), in compliance with the provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015, as amended ('SEBI Listing Regulations'), permitted the holding of the AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the members at a common venue. Accordingly, in compliance with the provisions of the Act read with the circulars issued, AGM of the Company is being held through VC/ OAVM mode. Further, in accordance with the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') read with guidance and clarification issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company at 58, Eldams Road, Teynampet, Chennai – 600 018, Tamil Nadu, India., which shall be the deemed venue of the AGM.
2. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice.
3. Members of the Company under the category of Institutional/ Corporate Members (i.e., other than Individuals, HUF, NRI, etc.) are required to submit a scanned copy (PDF/JPG format) of the relevant Board or governing body resolution/authorization letter, etc. together with attested specimen signature(s) of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer, Ms. Nithya Pasupathy, Company Secretary in Practice of SPNP & Associates ([nithya@prowiscorporate.com](mailto:nithya@prowiscorporate.com)) ("Scrutinizer") with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Such authorization should contain necessary authority in favour of its authorized representative(s) to attend the AGM.
4. In compliance with the MCA Circulars and SEBI Listing Regulations, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depository Participants ("DP/DP's")/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at <https://www.tvsscs.com>, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/>, respectively,

on the website of Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("RTA") at <https://www.in.mpms.mufig.com> and on the website of NSDL <https://www.evoting.nsdl.com/>.

5. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the resolutions shall deemed to be passed on the date of the AGM, i.e. Wednesday, August 13, 2025.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Pursuant to Section 152 of the Act, the Company has determined Sri. Ravi Viswanathan (DIN:08713910), Managing Director and Sri. Anand Kumar (DIN: 00818724), Non-Executive Director, as retiring by rotation, and being eligible, offered themselves for re-appointment. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by ICSI, in respect of the Directors seeking re-appointment at this AGM are annexed to this Notice.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection at the Corporate office of the Company at 58, Eldams Road, Teynampet, Chennai – 600 018, Tamil Nadu, India from the date of circulation of this Notice up to the date of AGM.
9. Members who would like to express their views/ ask questions may express the same through any of the following options:
  - a. Members may send their views/questions in advance, mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [cs.compliance@tvsscs.com](mailto:cs.compliance@tvsscs.com) on or before, Wednesday, August 6, 2025 5.00 p.m. (IST). The same will be replied to by the Company suitably during the AGM.
  - b. Members may register themselves as speaker during the AGM with regard to any items of business to be transacted at the AGM, by sending their request from their registered e-mail address mentioning their name, demat account number/folio number, email ID, mobile number to [cs.compliance@tvsscs.com](mailto:cs.compliance@tvsscs.com) between Friday, August 1, 2025 to Wednesday, August 6, 2025. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
10. As per SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. In order to receive the statutory communications on time, the Company requests:
  - a. The members who are holding shares in physical mode to update their valid e mail id's with the RTA at [tvsscs.helpdesk@in.mpms.mufig.com](mailto:tvsscs.helpdesk@in.mpms.mufig.com) and;
  - b. The members/ beneficial owners holding shares in dematerialized form are requested to update their valid e mail id's with the respective Depository Participant (DP)'s from time to time.
12. The members holding shares in physical mode are requested to lodge/notify the communication for change of address, bank details, ECS details, wherever applicable, mandates (if any) with the Company's RTA by sending e-mail to [tvsscs.helpdesk@in.mpms.mufig.com](mailto:tvsscs.helpdesk@in.mpms.mufig.com).
13. The members/ beneficial owners holding shares in electronic form are requested to update user profile details to their DP's and not to the Company or RTA of the Company, as the Company is obliged to use only the data provided by the Depositories.
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. In line with SEBI Circular,
  - (i) RTAs are required to freeze folios wherein PAN, KYC and nomination is not available on or after October 1, 2023. Any service request in respect of these frozen folios will be undertaken only after the complete details are lodged with the RTA.

- (ii) Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP's.

#### 16. Voting through Electronic means:

- i. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with rule 20 of the Companies (Management and Administration) Rule, 2014 as amended and Regulation 44 of the SEBI Listing Regulations, the Company is providing to its Members facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). The Company has availed the facilities of National Securities Depository Limited (NSDL) for facilitating e-voting. The facility of casting votes by the Members using remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.

- ii. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	Sunday, August 10, 2025 at 9.00 AM (IST)
End of remote e-voting:	Tuesday, August 12, 2025 at 5.00 PM (IST)

- iii. The e-voting module will be disabled by NSDL for voting thereafter. Those Members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iv. The voting rights of Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the

paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, August 6, 2025 ("Cut-off Date").

- v. 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 remote e-voting or for participation at the AGM. A person who is not a member as on the Cut-off Date, should treat the Notice for information purpose only.
- vi. The Members who have cast their vote(s) by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote(s) again at the meeting.

The details of the process and manner for remote e-voting and voting during the AGM are explained below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system





#### Step 1: Access to NSDL e-voting system

#### A) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI Listing Regulations on "e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DP.

Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Member holding securities in demat mode with NSDL.	<p><b>NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>. Upon successful registration, please follow the steps given in point 1 above.</li> </ol> <p><b>E-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Members/Member can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="411 1048 651 1193"> <p>NSDL Mobile App is available on</p>  App Store  Google Play <div>   </div> </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. to reach the e-voting page will be made available without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, i.e., NSDL so that the user can visit the e-voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-voting options where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Members (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</p> <p>Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 -4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## B) LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR MEMBERS OTHER THAN INDIVIDUAL MEMBERS HOLDING SECURITIES IN DEMAT MODE AND MEMBERS HOLDING SECURITIES IN PHYSICAL MODE.

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for Members other than Individual Members are given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- How to retrieve your ‘initial password’?

If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

If your email ID is not registered, please follow steps mentioned below in process for those Members whose email ids are not registered.

- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on “Login” button.
10. After you click on the “Login” button, Home page of e-voting will open.

## **Step 2: Cast your vote electronically and join AGM on NSDL e-voting system.**

1. After successful login at Step 1, you will be able to see the “EVEN” of all the companies in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN-TVS Supply Chain Solutions Limited for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting.
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

## **GENERAL GUIDELINES FOR MEMBERS**

1. Institutional Members (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nithya@prowiscorporate.com](mailto:nithya@prowiscorporate.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login

to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 -4886 7000.

## **PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) along with Form ISR-1 for updation of KYC details by email to [tvsscs.helpdesk@in.mpms.mufg.com](mailto:tvsscs.helpdesk@in.mpms.mufg.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [tvsscs.helpdesk@in.mpms.mufg.com](mailto:tvsscs.helpdesk@in.mpms.mufg.com)
3. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.
4. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DP's. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

## THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## OTHER GUIDELINES FOR MEMBERS:

1. The Scrutinizer shall after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. As per Regulation 44 of the SEBI Listing Regulations, the results of the e-voting are to be submitted to the Stock Exchanges within two working days of the conclusion of the AGM. The results declared along with Scrutinizer's report shall be placed on the Company's website <https://www.tvsscs.com> and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be intimated to the Stock Exchange.
3. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the Cut-Off Date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote 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" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system".

Contact Details		
Company's Registrar and Share Transfer Agent	MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited)	C 101, 1 <sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli West Mumbai - 400 083, Maharashtra, India Contact no: +91 810 811 4949 Email Id: <a href="mailto:tvsscs.helpdesk@in.mpms.mufig.com">tvsscs.helpdesk@in.mpms.mufig.com</a>
Scrutinizer	Ms. Nithya Pasupathy, Company Secretary in Practice of SPNP & Associates	<a href="mailto:nithya@prowiscorporate.com">nithya@prowiscorporate.com</a>
e-voting Facility Provider	National Securities Depository Limited (NSDL)	<a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> Toll free no.: 1800-222-990.

## EXPLANATORY STATEMENT

The following Explanatory Statement, as required under Section 102(1) of the Companies Act, 2013 (Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), each as amended, sets out all material facts relating to the business(es) to be dealt at the AGM.

### Item No. 5

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company is required to annex a Secretarial Audit Report, issued by a Company Secretary in Practice, to its Board's Report, prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity is required to appoint a Peer Reviewed Company Secretary in Practice as Secretarial Auditor, with shareholder approval to be obtained at the AGM. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Mr. K Venugopalan, Company Secretary in Practice as the Secretarial Auditors of the Company for a consecutive term of five years commencing from financial year 2025-26 till financial year 2029-30, subject to approval of the shareholders at the ensuing AGM.

Mr K Venugopalan, a Peer Reviewed Company Secretary in Practice (Membership No. FCS 2526 and Certificate of Practice No. 6015) is a well-known Company Secretary in Practice based in Chennai focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields spreading across manufacturing and service sectors from 2004 onwards.

Mr. K Venugopalan has provided his consent to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of Mr. K Venugopalan as the Secretarial Auditor of

the Company, for a consecutive term of five years commencing from financial year 2025-26 till financial year 2029-30.

The Board of Directors recommends the ordinary resolution for approval by the Members, as set out at Item No. 5 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

### Item No. 6

The members at the Extra Ordinary General Meeting held on March 25, 2022, had approved payment of remuneration by way of commission to Non-Executive Directors (including Independent Directors other than nominee directors of the Investors) for a period of 3 years commencing from April 01, 2022, to March 31 2025 for a sum not exceeding INR 2.5 Crore in any financial year.

It is pertinent to note here that the Non-Executive Directors (including Independent Directors) of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, technology and digital expertise, industry and sector experience/knowledge, financial and risk management, governance etc. It may also be emphasised that remuneration to Non-Executive Directors (including Independent Directors) is linked to the factors like chairmanship of committees, membership of committees.

Considering the rich experience and expertise brought into the Board by the Non-Executive and Independent Directors, the time, commitment, guidance and oversight provided by them, the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of Shareholders have recommended and approved payment of remuneration to them, notwithstanding the profits/absence of profits/inadequacy of profits in the Company during the relevant financial year in a manner that the aggregate remuneration payable to all such Directors shall not exceed ₹ 2.5 Crores in any financial year in accordance with the limits prescribed under Section 197 read with Section II of Part II of Schedule V of the Companies Act, 2013. The said approval shall be valid for a period of three Financial Years commencing

from 1<sup>st</sup> April, 2025. The payment of such remuneration shall be in addition to the fee payable to the Director(s) for attending the 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 participation in the Board and other meetings.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The Information as required under Schedule V of the Companies Act, 2013 is given in the Annexure to the Notice.

The Board of Directors recommends the Special Resolution set out at Item no. 6 of the Notice for approval by the members.

The Non-Executive Directors (including Independent Directors) of the Company, shall be deemed to be concerned or interested to the extent of the compensation that may be received by them in future.

## Details of Directors seeking re-appointment at the AGM

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Sri. Ravi Viswanathan	Sri. Anand Kumar
Director Identification Number	08713910	00818724
Date of Birth and Age	October 14, 1962; 62 years	October 14, 1967; 57 years
Date of Appointment	February 29, 2020	February 07, 2020
Expertise in specific functional areas	Mr. Ravi Viswanathan has over 35 years of experience in the technology industry. He oversees the management function of our Company and together with our senior management is responsible for the implementation of strategy in respect of such functions. Prior to joining the Company, he has been associated with the TATA group for over 29 years holding various positions. He was formerly the president of the Madras Management Association, member of the board of governors of the National Institute of Technology, Tiruchirapalli and has been part of the Executive Council of NASSCOM	Sri. Anand Kumar has over several years of experience in banking and investing. He is also the co-founder and partner of Gateway Partners, an emerging markets investment manager, since 2014. Prior to joining Gateway Partners, he was associated with Standard Chartered Bank in several key positions. He is a non-executive director of Healthway Medical Corporation, Singapore, Land Registration System Inc and member of the board of commissioners of PT Lippo Karawaci Tbk, He is also a non-executive director of Tube Investments of India Ltd and Cholamandalam Investment and Finance Company Limited.
Qualifications	Bachelor's degree in Electronics and Communications -National Institute of Technology, Tiruchirappalli	Bachelors' degree in Commerce -Loyola College, University of Madras and Master of Business Administration-Vanderbilt University at Nashville, Tennessee.
Last drawn remuneration for FY 2024-25	Refer Corporate Governance Report	Refer Corporate Governance Report
Directorship in other Indian Public Limited Companies	Refer Corporate Governance Report	Refer Corporate Governance Report
Membership/Chairmanship in committees of other Indian Public Limited Companies	Refer Corporate Governance Report	Refer Corporate Governance Report
Shareholding details in the Company, including shareholding as beneficial owner	4,42,500 equity shares	Nil
Name of the Listed entity from which the person has resigned in the past three years (excluding foreign companies)	Nil	Nil
Number of Board Meeting attended during the financial year ended March 31, 2025	Refer Corporate Governance Report	Refer Corporate Governance Report
Relationship between Directors, Manager and other Key Managerial Personnel Inter-se	Nil	Nil
Terms and Conditions relating to appointment	Refer Corporate Governance Report	Refer Corporate Governance Report

## THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

The requisite disclosures required under Section II(B)(iv)(II) of Schedule V to the Companies Act, 2013 are as under:

### I. GENERAL INFORMATION

Sr. No.	Nature of industry	Logistics Industry			
1.	Date or expected date of commencement of commercial production	Not Applicable			
2.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
3.	Financial performance based on given indicators:	Standalone:			
			(₹ in Lakhs)		
			For the period ended 31.03.2024	For the period ended 31.03.2023	For the period ended 31.03.2022
		Total Revenue	2119.09	1978.44	1561.03
		Profit Before Tax	131.26	(10.83)	(30.91)
		Profit After Tax	105.45	(29.26)	(21.22)
		Consolidated:			
			(₹ in Lakhs)		
			For the period ended 31.03.2024	For the period ended 31.03.2023	For the period ended 31.03.2022
		Total Revenue	9254.83	10,070.01	9299.94
		Profit Before Tax	(36.07)	45.95	11.14
		Profit After Tax	(90.49)	41.76	(46.48)
4.	Foreign investments or collaborators, if any	The Company has overseas equity investors who hold currently 19.21% of paid up equity capital as at March 31, 2025.			

### II. INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particulars	Sri. Tarun Khanna	Sri. B Sriram	Ms. Gauri Kumar	Sri. Narayan K. Seshadri	Sri. K Ananth Krishnan	Ms. Shobhana Ramachandhran
1.	Background details, Job profile and suitability and Recognition and awards	The details are available on the website of the Company at <a href="https://www.tvsscs.com/investors/governance">https://www.tvsscs.com/investors/governance</a>					
2.	Past remuneration (₹ In Lakhs)	10	12	10	12	10	10
3.	Remuneration proposed	The proposed remuneration to Non-Executive Directors (including Independent Directors) shall be linked to the factors like chairmanship of committees, membership of committees, performing the role of Independent Director etc. as defined in the Nomination, Remuneration and Board Diversity policy. The said policy is available on the website of the Company at <a href="https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/7.-Remuneration-and-Diversity-policy.pdf">https://www.tvsscs.com/investor-relations/wp-content/uploads/2024/10/7.-Remuneration-and-Diversity-policy.pdf</a>					
4.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Considering the size of the Company, the profile of the Directors, their responsibilities and the industry benchmarks, the remuneration is in line with remuneration drawn for similar positions in companies of similar scale and size.					
5.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Ms. Shobhana Ramachandhran is related to Sri. R Dinesh. Save and except mentioned above, Non-Executive Directors and Independent Directors do not have any pecuniary relationship with the Company except to the extent of remuneration received by them.					

### III. OTHER INFORMATION

- Reason of loss or inadequate profits: Due to market conditions, the profits of the Company may be inadequate.
- Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms: The management had taken various business development and cost optimization initiatives to enable the Company to achieve higher turnover and profits in the years to come.