LUCAS TVS LIMITED

CIN: U35999TN1961PLC004678

Regd. Office: No. 11 & 13, Patullos Road, Chennai - 600 002

Telephone: 28110063/28110074, Fax: 28115624

Website: www.lucas-tvs.com; email: logitha.s@lucastvs.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty Fourth (64th) Annual General Meeting of the company will be held at the registered office of the Company situated at No.11 & 13, Patullos Road, Chennai – 600 002 on Friday 26th September 2025 at 03.00 PM with an option for members to participate in the meeting through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone & Consolidated Financial Statements of the company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 consisting of the Balance Sheet as on March 31, 2025, the Statement of Profit and Loss, the Statement of cash flow statement for the Financial Year ended March 31, 2025 and the explanatory notes annexed or forming part thereof, together with the report of the Directors and the Auditors thereon, as circulated to the members, be and are hereby adopted".

2. To confirm the Interim Dividend as Final Dividend on the equity shares for the FY 2024-25

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the interim dividend of ₹420/- (Rupees Four Hundred and Twenty Only) declared and paid on every equity share of face value of ₹100/- (Rupees Hundred Only) each on 9,55,350 equity shares, approved by the Board of Directors of the Company at its meeting held on 07th March, 2025, absorbing a total sum of ₹ 4,012.47 Lakhs paid to the shareholders for the Financial Year ended 31st March, 2025, be and is hereby noted and confirmed as the final dividend for the Financial Year ended

31st March, 2025".

3. Re-appointment of Ms. Priyamvada Balaji (DIN: 00730712) who retires by rotation and being eligible, offers herself for re-appointment

To consider and re-appoint Ms. Priyamvada Balaji (DIN: 00730712), who retires by rotation and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder Ms. Priyamvada Balaji (holding DIN:00730712), Whole-time Director of the Company, who retires by rotation at the 64th Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retirement by rotation".

<u>SPECIAL BUSINESS</u>

4. To ratify the remuneration payable to Mr. K Suryanarayanan, the Cost- Auditor of the Company for the Financial Year 2025-26

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules framed thereunder, as amended from time to time, the consent of Members of the Company be and is hereby accorded to ratify the remuneration of ₹ 9,00,000/- (Rupees Nine Lakhs only), plus applicable taxes and out-of-pocket expenses at actuals, payable for the Financial Year 2025-26 to Mr. K Suryanarayanan, Cost Accountant (Registration No.24946), as approved and appointed by the Board of Directors to audit the Cost records of the Company for the Financial Year ending 31st March, 2026."

//By order of the board//

Date: 23rd August 2025 | S. Logitha
Place: Chennai | Company Secretary

NOTES:

The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No.

09/2024 dated 19th September, 2024 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. The 64th AGM of the Company shall be conducted through Hybrid mode.

Notes for Shareholders attending the AGM in person

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a member of the Company.
2. An instrument appointing a Proxy is enclosed to the notice which shall be duly filled, stamped and executed and must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting.
3. The Notice is being sent to all the members whose names appear in the Register of Members/ Beneficiary Position maintained by the Company as on 02nd September, 2025.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting to the following mail id: logitha.s@lucastvs.co.in.
5. Route map for the venue is attached herewith.
6. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company on all working days up to the date of this meeting. (Except Saturdays, Sundays and Public Holidays) between 10.00 a.m. to 4.00 p.m.
7. Members /Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.

Notes for Shareholders attending the AGM through VC/OAVM

8. The Company will be providing option for **e-Voting by show off hands**, for participation in the AGM through VC/OAVM Facility.
9. **Voting rights** will be reckoned on the paid-up value of shares registered in the name of the member on 20th September, 2025 (cut-off date). Only those Members whose names are recorded in the Register of Members of the company or in the Register of Beneficial Owners maintained by the Depositories as on the cut -off date will be entitled to cast their votes.
10. The Proxy Form and Attendance Slip including Route Map as annexed to this Notice shall not be applicable to Members attending the AGM through VC/OAVM.
11. The Members can join the AGM through the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM in the link to be shared in this regard.
12. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
13. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company on all working days up to the date of this meeting. (Except Saturdays, Sundays and Public Holidays) between 10.00 a.m. to 4.00 p.m.
14. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the

Companies Act, 2013 read with Circulars issued by MCA in this regard.

15. The Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Company as on 02nd September 2025. In keeping with Ministry of Corporate Affairs' green initiative measures, Members may also note that the Notice of the AGM and Annual Report will be sent to the registered email address from the company electronically.

16. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send an email to the Company Email id: logitha.s@lucastvs.co.in, a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

17. In terms of Clause 1.2.5 of the Secretarial Standard 2, a brief profile of director, who is proposed to be appointed / re-appointed in this Annual General Meeting, including age, qualifications, experience, terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable, date of first appointment on the Board, shareholding in the company, relationship with other Directors, Manager and other Key Managerial Personnel of the company, the number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees are provided separately in the notice.

//By order of the board//

Date: 23rd August 2025

Place: Chennai

S. Logitha

Company Secretary

INFORMATION PURSUANT TO 1.2.5 OF THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS- 2) FOR DIRECTOR APPOINTMENT / RE-APPOINTMENT

ITEM NO. 03

Re-appointment of Ms. Priyamvada Balaji, Whole-time Director who retires by rotation as a Director

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Priyamvada Balaji (holding DIN: 00730712) Whole-time Director of the company, retires by rotation at the 64th Annual General Meeting and being eligible, offers herself for re-appointment.

Mrs. Priyamvada Balaji (holding DIN: 00730712) has been associated with the company for over a decade in the capacity of Whole-time Director and contributing her expertise to the company.

Prior to joining the TVS group, she had 11 years of experience in Financial Services in Mumbai and Bangalore working with many international companies. She was a Senior Director, and Regional Head for the Western Region Corporate ratings at India Ratings (earlier Fitch Ratings India) as well as a member of the National Rating Committee. She is experienced in rating large international bond placements. Within India Ratings, she has analytical experience in the automotive, metals and mining and industrial sectors. She also has experience in leading corporates such as HSBC in the corporate bank and in Arthur Andersen in corporate finance. Her qualifications, experience and other details are tabulated below:

S. No.	Particulars	Details
1	Age	46
2	Qualifications	Post Graduate Diploma from the Indian Institute of Management, Ahmedabad BA in Economics (Silver Medalist) from Stella Maris College, Chennai
3	Experience	18 + Years of Experience in Automotive industry
4	Terms and conditions of re-appointment and remuneration	Appointed as Whole-time Director of the Company
5	Remuneration last drawn	₹ 4.12 Crores comprising of Salary, Perquisites, Commission
6	Date of first appointment on board	28.03.2015
7	Shareholding in the company	1 Share*
8	Relationship with other directors and other KMPs	Daughter of Mr. T K Balaji Sister of Mr. Arvind Balaji
9	No of meetings of the board attended during the year	2 Board Meetings.

*Shares held as Registered Owner

Ms. Priyamvada Balaji is interested in the resolution relating to her appointment as a Director besides Mr. T K Balaji, Chairman & Managing Director and Mr. Arvind Balaji, Managing Director being her relatives.

Other Directorships, Membership/ Chairmanship of Committees of other Boards:

S No	Name of the Company	Positions held	Committee Membership
1	Lucas Indian Service Limited	Whole-time Director	Member of Audit Committee
2	Delphi-TVS Technologies Limited	Director	Member of CSR Committee
3	Synergy Shakthi Renewable Energy Private Limited	Additional Director	-
4	Punarvasu Swasthi Private Limited	Director	-
5	Hastham Swasthi Private Limited	Director	-
6	TVS Automotive Systems Limited	Director	-
7	Sai Security Printers Private Limited	Director	-
8	Cheema TVS Industrial Ventures Private Limited	Director	-
9	TVS Training and Services Limited	Director	-
10	Adyar Property Holding Company Private Limited	Director	-
11	TVS Indeon Limited	Director	-
12	SB TVS Industrial Ventures Private Limited	Director	-
13	Tamil Nadu Skill Development Corporation	Director	-
14	India Nippon Electricals Limited	Director	Member of Audit Committee & CSR Committee
15	Sai Press (India) Private Limited	Nominee Director	-
16	Twentythree 80 Asset Managers LLP	Partner	-

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO. 4

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and shall be taken as forming part of the notice is annexed thereto.

ITEM NO.4

The Board, on the recommendation of the audit committee at its meeting held on 09th May 2025, appointed Mr. K. Suryanarayanan, Cost Accountant (Auditor) having Membership No. 24946 and firm registration No. 102347, as cost auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of ₹ 9 Lakhs per annum as remuneration payable in addition to reimbursement of all applicable taxes, travelling and out-of-pocket expenses for the Financial Year 2025-26, subject to ratification by the shareholders of the Company.

In terms of Section 148(3) of the 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, at the AGM of the Company.

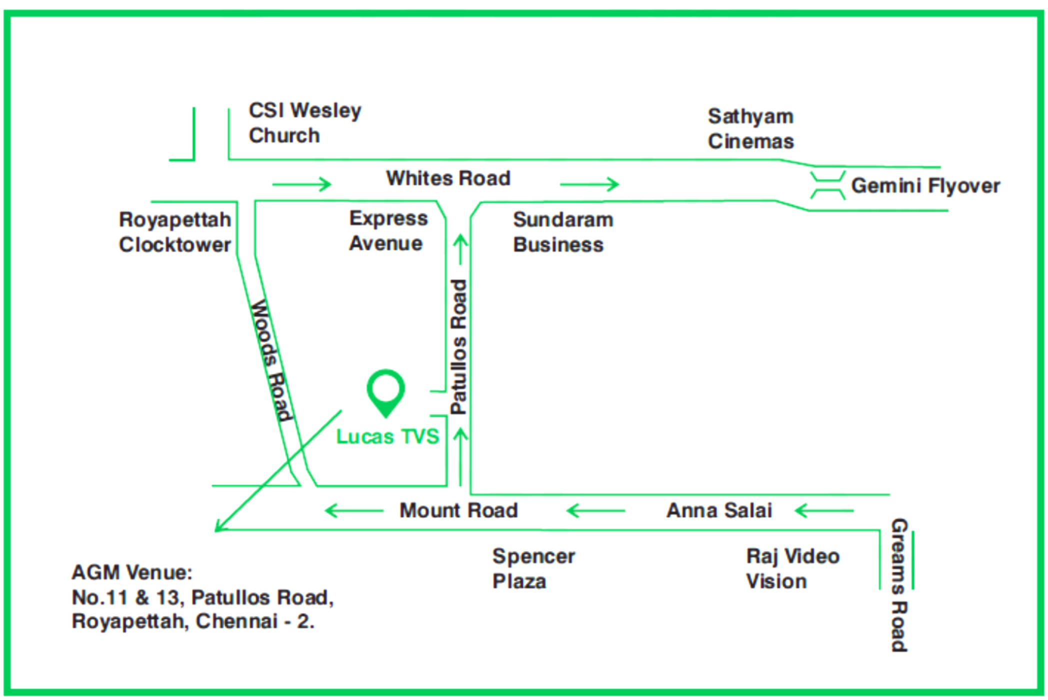
None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No.4 of this Notice.

The Board, therefore, recommends an 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.

//By order of the board//

Date: 23rd August 2025 | S. Logitha
Place: Chennai | Company Secretary

ROUTE MAP FOR THE VENUE



AGM VENUE
Lucas TVS Limited
No. 11 & 13, Patullos Road, Chennai 600 002.

PROXY FORM

FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 Read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

Email ID:

Folio No/~~Client ID:~~

I/We, being the member(s) of ____________________ Shares of the above-named Company, hereby appoint:

Name of the Authorised Person(s):

Designation:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixty Fourth (64^{th}) Annual General meeting of the company, to be held on Friday the 26^{th} day of September 2025 at 03.00 P.M. at No. 11 & 13, Patullos Road, Chennai 600 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS:

R. NO.	RESOLUTION	VOTE	
	Ordinary Business	**FOR**	**AGAINST**
1	To receive and adopt the Directors' Report, the audited Balance Sheet and the Profit & Loss Statement for the financial year ended 31st March 2025		
2	To confirm the Interim Dividend on equity shares for the Financial Year 2024-25		
3	Re-appointment of Mrs. Priyamvada Balaji (DIN: 00730712) who retires by rotation and being eligible offers herself for re-appointment		
Special Business			

4	To ratify the remuneration payable to Mr. K Suryanarayanan, the Cost- Auditor of the Company for the Financial Year 2025-26		

Signed on this ____________ day of _______ 2025

Affix Revenue Stamp ₹

Signature of Shareholder

Note:

This form of Proxy, in order to be effective, should be duly completed and deposited at Registered Office not less than 48 hours before the scheduled time of the meeting.

LUCAS TVS LIMITED

CIN: U35999TN1961PLC004678

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Telephone: 28110063/28110074, Fax: 28115624

Website: www.lucas-tvs.com; email: logitha.s@lucastvs.co.in

ATTENDENCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I/ We hereby record my presence at the Sixty Fourth (64th) Annual General Meeting of the Company on Friday, the 26th day of September 2025 at 03.00 P.M. at 11&13, Patullos Road, Chennai, 600 002.

Registered Folio No: ………………..………………………………………………..…….

Full Name of the Shareholder in Block Letters: ……..…………………………………………….

No. of Shares held: ……………..………………………………………………………………….

Name of Proxy (if any) in Block Letters: …..……………………………………………………..

Signature of the Shareholder/Proxy/Representative *

*Strike out whichever is not applicable

Note:

1. *You are requested to sign and hand this over at the entrance.*
2. *If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.*