



Notice to the Members

NOTICE is hereby given that the Twenty First Annual General Meeting of the Company will be held at 'Narada Gana Sabha' (Sathguru Gnananda Hall), 314, (Old No. 254) T.T.K. Road, Alwarpet, Chennai 600 018 on Thursday, 30th June, 2016 at 10.30 AM to transact the following business.

ORDINARY BUSINESS

1. To consider and give assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT the following Audited Financial Statements and reports of the Company, for the financial year ended 31st March, 2016, as circulated to the shareholders be and are hereby adopted:

- a. Standalone and Consolidated Financial Statements;
- b. Reports of the Auditors on the Standalone and Consolidated Financial Statements; and
- c. Report of the Board of Directors on the Standalone Financial Statement".

2. To consider and give assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT Ms. Srilalitha Gopal (DIN: 02329790) Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

3. To consider and give assent or dissent to the following Ordinary Resolution:

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

conclusion of the next Annual General Meeting of the Company, for the third year in the transitional period of three years, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company".

SPECIAL BUSINESS

4. To consider and give assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT Mr. R S Raghavan, Director (DIN: 00260912), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th May, 2016, in terms of Section 161 of the Companies Act, 2013, and who holds such office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, who will be subject to retirement by rotation".

5. To consider and give assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT the remuneration of Rs.1.50 Lakhs plus applicable taxes and out of pocket expenses at actuals, payable to Mr. P. Raju Iyer, Cost Accountant (Membership No. 6987) who was appointed by the Board of Directors of the Company to conduct cost audit for the financial year 2016-17 in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified".

By Order of the Board

S. Nagalakshmi

Company Secretary

Chennai

4th May, 2016

Registered Office:

"Jayalakshmi Estates"

29, Haddows Road, Chennai - 600 006

NOTES

1. **A Member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a Member or Members as the case may be of the Company.**

2. **A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company.**

3. **A member holding more than ten percent of the total share capital of the Company may appoint**

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- a single person as Proxy provided that such person shall not act as a Proxy for any other member.**
4. The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a certified copy of that Power of Attorney duly notarised or other authority shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting. Proxies / authorisations submitted on behalf of the companies, LLPs, societies etc., must be supported by an appropriate resolution/authority, as applicable.
 5. The statement pursuant to Section 102 of the Companies Act, 2013 setting out of material facts concerning the items of special business specified above is annexed hereto.
 6. The Company is not having any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF). The unclaimed dividend pertaining to the year ended 31st March 2008, which was unclaimed as on 3rd October 2015 had been transferred to the Investor Education and Protection Fund (IEPF), after sending reminders to those members having unclaimed dividends lying with the Company.
 7. Members holding shares in physical form, in their own interest, are requested to dematerialise the shares to avail the benefits of electronic holding as well as trading.
 8. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company / Depository Participants. Hard copies of the Annual Report will be sent on request. For members who have not registered their email IDs with the Company / Depository Participants, hard copy of the Annual Report is being sent.
 9. Members holding shares in physical form are requested to notify immediately any change in their address / E-mail address to the Company / its Share Transfer Agents. Members holding shares in electronic form are requested to advise change of address / E-mail address to their Depository Participants.
 10. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting.
 11. Members who have received the Annual Report in electronic mode and who intend to attend the meeting in person or through proxy are requested to bring a printed copy of the attendance slip to the meeting hall.
 12. Members / Proxies attending the meeting should submit the duly signed attendance slip at the entrance of the Hall to attend the meeting.
 13. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 14. Members may note that the Notice of the Annual General Meeting and the Annual Report will be available on the Company's website www.tvs-e.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal working hours between 2 pm and 4 pm on working days. Members are also entitled to receive the physical copy upon making a specific request.
 15. As per the provisions of Companies Act, 2013, nomination facility is available for members. The nomination forms can be obtained from the Company's Share Transfer Agents by the members holding shares in physical form. In respect of members holding shares in electronic form, the forms may be obtained from the Depository Participant with whom they are maintaining their demat account.



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16. Remote E-voting facility:

- (a) In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provides remote e-voting facility to all the shareholders, through remote e-voting platform of National Securities Depository Limited (NSDL), for voting on all the resolutions.
- (b) **Voting rights** will be reckoned on the basis of the number of shares registered in the names of the members / beneficial owners **as on the cut-off date** fixed for this purpose, viz., **June 24, 2016**.
- (c) The Company has appointed Mr. K. Sriram of M/s. S. Krishnamurthy & Co., Practising Company Secretaries, Chennai as scrutinizer for conducting the remote e-voting and also the physical ballot process in the Annual General Meeting in a fair and transparent manner.
- (d) **The instructions for remote e-voting are as under:**
Members receiving e-mail from NSDL (for members who have registered their email Ids with the Company / Depository Participants)
- i. Open e-mail and then Open PDF file viz., **“TVS Electronics Limited – 21st AGM e-voting.pdf”** with the Client ID or Folio number as password. The PDF file contains the User ID and Password for e-voting. Please note that the password is an initial password which requires to be changed when the password change menu appears.
 - ii. Open your web browser during the voting period and log on to the e-voting website www.evoting.nsdl.com
 - iii. Click on Shareholder – Login
 - iv. Enter User ID and Password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password with minimum 8 digits / characters or combination thereof. Please note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
 - vi. Home page of e-voting opens. Go to “e-voting” icon and select “Active E-Voting Cycles”.
 - vii. Select “EVEN” of TVS Electronics Limited
 - viii. Cast your vote and select “Submit” and “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.
 - xi. Institutions 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. together with the attested specimen signature of the duly authorised signatory(ies), who are authorized to vote, to the Scrutinizer through email: sriram.krishnamurthy@rediffmail.com with a copy marked to evoting@nsdl.com and kr.raman@scl.co.in.
- (e) In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com or contact NSDL at 022-24994600.
- (f) If members are already registered with NSDL for e-voting, then they can use their existing user ID and password for casting the vote.
- (g) Members can also update their mobile number and e-mail id in the user profile details of the

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- folio which may be used for sending future communication(s).
- (h) **For members who received the notice of Annual General Meeting in physical form, initial password is provided in the Attendance Slip. Members are requested to follow instruction given in Sl. No.(i) to (ix).**
- (i) **The remote e-voting period commences on June 27, 2016(10.00 am) and ends on June 29, 2016 (5.00pm).** During this period, members holding shares as on **June 24, 2016**, may cast their votes electronically. Thereafter, the remote e-voting facility will be disabled for voting by NSDL. Once a vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.
- (j) The members attending the meeting who have not already cast their vote through remote e-voting, shall be able to exercise their voting rights at the meeting. For such members, physical ballot will be provided by the Company at the meeting. The members who have already cast their vote through remote e-voting can attend the meeting but shall not be entitled to cast their vote again at the meeting. In terms of Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting rights on shares lying in the Unclaimed Shares Suspense account, shall remain frozen till the rightful owner claims the shares.
- (k) The Scrutinizer will submit his report on the remote e-voting and voting at the meeting to the Chairman or any other authorised Director, who will declare the result of the voting before 10.30 am on **2nd July 2016**.
- (l) The result of the voting with details of the number of votes cast for and against each resolution, invalid votes and whether the resolution has been carried or not shall be displayed on the notice board of the Company at its Registered Office and at the Administrative Office. Further, the results of the voting along with the Scrutinizer's Report shall also be placed on the Company's website www.tvse.in and on the website of the NSDL and also communicated to the Stock Exchanges.
- (m) All relevant documents referred to in the accompanying Notice will be open for inspection at the Registered Office of the Company **between 2.00 pm and 4.00 pm** up to and including the date of the AGM.
- (n) In case of any queries, members may contact the Company at investorservices@tvse.in, or scsshares@gmail.com
17. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment and re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite consent and declarations for their appointment / re-appointment.

Ms. Srilalitha Gopal

Ms. Srilalitha Gopal, aged 49 years, is an Engineering Graduate in Computer Science from IISc, Bengaluru, has been a Director from 10th November 2011.

She is the Managing Director of Harita Techserv Limited (HTL). Her direction has enabled the growth of HTL and spurred it to become one of the most preferred design engineering and talent services partners, ensuring success for every stakeholder of HTL. She provides active directional support in the general management and CSR initiatives.

Ms. Srilalitha Gopal does not hold any Equity Shares in the Company.

She is the spouse of Mr. Gopal Srinivasan, Chairman of the Company. She is not on the board of any other listed Company. The other directorships held by her are given below. She is not a member / Chairperson of any of the Committees in these Companies.

Sl. No.	Name of the Companies	Nature of interest
1	Harita Techserv Limited	Managing Director
2.	TVS Investments Limited (Formerly Sundaram Investment Limited)	Director



Notice to the Members (Contd.)

Mr. R S Raghavan

Mr. R S Raghavan, aged 60 years is a Chartered Accountant, Cost and Management Accountant and a Company Secretary and has over 33 years of experience including nearly 24 years in TVS Group companies.

His experience spans across functions like corporate finance, treasury, investments, handling board procedures, credit rating, fund raising, legal / financial accounting,

corporate secretarial etc. He has handled besides restructuring, valuations, mergers and acquisitions, regulatory matters involving RBI, SEBI, High Courts, etc in his career.

He is not related to any of the Directors of the Company. He is not on the board of any other listed entity. The other directorships / Committee memberships and key managerial positions held by him is given below.

Sl. No.	Name of the Companies	Nature of interest	Committee Membership
1	Prime Property Holdings Limited	Director	-
2.	Harita Techserv Limited	Director	-
3.	Chennai Business Consulting Services Limited	Director	Audit / Stakeholders relationship / Remuneration Committee
4.	Benani Foods Private Limited	Director	-
5.	TVS Investments Limited (formerly Sundaram Investment Limited)	Company Secretary	
6	TVS Capital Funds Limited	CFO & Company Secretary	

Chennai
4th May, 2016
Registered Office:
"Jayalakshmi Estates"
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Chennai - 600 006

By Order of the Board
S. Nagalakshmi
Company Secretary



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Statement of material facts pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item 4

Mr. R S Raghavan was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th May, 2016. In terms of Section 161(1) of the Companies Act, 2013, he holds office as Director up to the date of the 21st Annual General Meeting and is eligible for appointment as a Director.

Notice under Section 160 of the Companies Act, 2013 has been received from a member intending to propose the appointment of Mr. R S Raghavan as a Director at the 21st Annual General Meeting.

His brief resume together with other details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Notice annexed hereto. He does not hold any shares in the Company. Board recommends the resolution for members' approval.

None of the Directors or Key Managerial Personnel and / or their relatives except Mr. R S Raghavan has

any concern or interest, financial or otherwise, in this item of business.

Item 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of Mr. P Raju Iyer, Cost Accountant (Membership No. 6987) as Cost Auditor of the Company, in terms of Section 148 of the Companies Act, 2013 and fixed a sum of Rs.1.50 Lakhs plus service tax as may be applicable and reimbursement of out of pocket expenses, as remuneration payable to him, for the financial year 2016-17, subject to the ratification by shareholders. His appointment was approved by the Board of Directors at their meeting held on 4th May, 2016.

None of the Directors or Key Managerial Personnel and / or their relatives has any concern or interest, financial or otherwise, in this item of business.

By Order of the Board

**S. Nagalakshmi
Company Secretary**

Chennai
4th May, 2016

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