



## Notice to the Members

**NOTICE** is hereby given that the Twenty Second Annual General Meeting of the Company will be held at 'Narada Gana Sabha, 314, (Old No.254) T.T.K. Road, Alwarpet, Chennai 600 018 on Friday, 30<sup>th</sup> June, 2017 at 10.00 am to transact the following business.

### ORDINARY BUSINESS

**1. To consider and pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** the following Audited Financial Statements and reports of the Company, for the financial year ended 31<sup>st</sup> March, 2017, as circulated to the shareholders be and are hereby adopted:

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

**2. To consider and pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** dividend at the rate of Rs.0.50 (Fifty paise only) per Equity share of face value of Rs.10/- each, for the year ended 31<sup>st</sup> March 2017, as recommended by the Board of Directors of the Company, be and is hereby declared and the same be paid to members whose names appear in the Register of Members of the Company and as per the record of the depositories as on 23<sup>rd</sup> June 2017."

**3. To consider and pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** Mr. D Sundaram (DIN: 00016304) Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

**4. To consider and pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 139(2) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, M/s. Deloitte Haskins and Sells, Chartered Accountants, Chennai (FRN: 008072S) be and are hereby appointed as Statutory Auditors of the Company, in the place of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (FRN: 004207S) whose tenure expires at the conclusion of the ensuing 22<sup>nd</sup> Annual General Meeting.

**RESOLVED FURTHER THAT** pursuant to Section 139, 143(1) and other applicable provisions of the Companies Act, 2013, M/s. Deloitte Haskins and Sells, Chartered Accountants, Chennai (FRN:008072S), will hold office as the Statutory Auditors, for their first term of five years, from the conclusion of 22<sup>nd</sup> Annual General Meeting to the conclusion of the 27<sup>th</sup> Annual General Meeting of the Company, subject to ratification by the members at every subsequent Annual General Meeting, on such remuneration plus reimbursement of out of pocket expenses and other applicable taxes as may be fixed in this behalf by the Board of Directors, based on the recommendation of the Audit Committee."

### SPECIAL BUSINESS

**5. To consider and pass the following resolution as an 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 2017-18 in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified".

**6. To consider and pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to second proviso to Section 197(1) of the Companies Act, 2013, payment of remuneration to Mr K E Ranganathan, who was the Managing Director upto 30<sup>th</sup> June 2016, in excess of 5% of the net profits of the Company but not exceeding 11% of the net profits of the Company for the financial year ended 31<sup>st</sup> March 2017 computed in the manner laid down in Section 198 of Companies Act, 2013, be and is hereby approved and ratified."

**By Order of the Board**

Chennai  
12<sup>th</sup> May, 2017

**S. Nagalakshmi**  
**Company Secretary**

Registered Office:  
"Jayalakshmi Estates"  
29, Haddows Road, Chennai - 600 006



## Notice to the Members (Contd.)

### 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 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 does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF).
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](http://www.tvs-e.in). 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** on all working days upto and including the date of the AGM.
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

## Notice to the Members (Contd.)

Participant with whom they are maintaining their demat account.

### 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., Friday, 23<sup>rd</sup> June 2017.

(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 – 22<sup>nd</sup> 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](http://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](mailto:sriram.krishnamurthy@rediffmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [kr.raman@scl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at 022-24994600.



## Notice to the Members (Contd.)

- (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 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 Tuesday, 27<sup>th</sup> June 2017 at 10.00 am and ends on Thursday, 29<sup>th</sup> June, 2017 at 5.00 pm.** During this period, members holding shares as on Friday, 23<sup>rd</sup> June, 2017 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 within 48 hours from the conclusion of the Annual General Meeting.
  - (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.tvs-e.in](http://www.tvs-e.in) and on the website of the NSDL and also communicated to the Stock Exchanges.
  - (m) In case of any queries, members may contact the Company at [investorservices@tvs-e.in](mailto:investorservices@tvs-e.in), or [sclshares@gmail.com](mailto:sclshares@gmail.com)
17. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the Notice. The Director has furnished the requisite consent and declarations for his re-appointment.

### Mr. D Sundaram

Mr. D. Sundaram aged 64 years is a renowned finance professional. His experience spans corporate finance, business performance, monitoring operations, governance, mergers & acquisitions, talent/people management and strategy.

He is a Post Graduate in Management Studies (MMS), Chennai, Fellow of the Institute of Cost and Management Accountants, and has completed the Harvard Business School's Advanced Management Programme.

He served in Hindustan Unilever Limited (HUL) as Corporate Accountant, Commercial Manager and Treasurer till 1990. He was seconded to Unilever, London as Commercial Officer for Africa and Middle East Group between 1990 and 1993. He was CFO of Brooke Bond Lipton from 1994 to 1996 and served in Unilever London between 1996 to 1999, as Sr. Vice President (Finance, IT and Strategy). In April 1999 he returned to HUL as Finance & IT Director and was elevated as Vice



## Notice to the Members (Contd.)

Chairman of HUL in April 2008. Mr. D Sundaram has an overall experience of more than 34 years with Hindustan Unilever Limited. He is a two-time winner of the prestigious “CFO of the Year for FMCG Sector” award by CNBC TV18 (2006 and 2009).

He is currently the Vice Chairman and Managing Director of TVS Capital Funds Pvt. Ltd. He brings deep financial expertise and significant understanding of consumer related businesses. He also served as an independent director on the Board of State Bank of India, between

January 2009 to June 2014 and continues to serve as a member of the board of governors of Institute of Financial Management and Research, Chennai, since 2005. Besides, he is on the Board of Directors of various other Companies, the list of which is given in the table below.

Mr. D Sundaram does not hold any Equity Shares in the Company. He is not related to any Director of the Company.

The other directorships and memberships of committees held by Mr. D Sundaram are provided hereunder:

S. No.	Name of the Company	Nature of interest	Committee Memberships / Chairmanships
1.	TVS Capital Funds Private Limited	Vice Chairman & Managing Director	-
2.	Institute of Financial Management & Research	Member – Board of Governors	-
3.	GlaxoSmithKline Pharmaceuticals Limited	Independent Director	Chairman - Audit Committee
4.	SBI General Insurance Company Limited	Independent Director	-
5.	Crompton Greaves Consumer Electricals Limited	Independent Director	a. Chairman - Audit Committee b. Member - Nomination and Remuneration Committee c. Member - Stakeholders' Relationship Committee
6.	Nine Dot Nine Mediaworx Private Limited	Director	-
7.	Maxivision Eye Hospitals Private Limited	Director	-
8.	TVS Wealth Private Limited	Director	-
9.	MedPlus Health Services Private Limited	Director	a. Member - Audit Committee b. Member - Remuneration Committee c. Member - Stores Operations Committee

Chennai  
12<sup>th</sup> May, 2017

Registered Office:  
“Jayalakshmi Estates”, 29, Haddows Road, Chennai - 600 006

**By Order of the Board**  
**S. Nagalakshmi**  
**Company Secretary**



## Notice to the Members (Contd.)

### 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 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 ₹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 2017-18, subject to the ratification by shareholders. His appointment was approved by the Board of Directors at their meeting held on 12<sup>th</sup> May, 2017.

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.

#### Item 6

The shareholders vide a Special Resolution passed through Postal Ballot on 11<sup>th</sup> April 2014, approved payment of remuneration of ₹ 80 Lakhs p.a to Mr. K E Ranganathan as Managing Director, for a period of 3 years from 6<sup>th</sup> February 2014 to 5<sup>th</sup> February 2017.

Subsequently, the Board at its meeting held on 6<sup>th</sup> May 2015, had approved grant of upto 2 lakhs stock options under the Employees Stock Option Scheme 2011 subject to the approval of the Shareholders and the Central Government, in addition to the above remuneration.

The shareholders vide Special Resolution passed on 5<sup>th</sup> August 2015, approved the grant of upto 2 lakhs stock options, subject to the approval of the Central Government, since it was anticipated that, considering the perquisite value of stock options that may be exercised by him, the total managerial remuneration would exceed the relevant limits specified in Schedule V of the Companies Act, 2013.

The Central Government, vide its letter dated 21<sup>st</sup> March 2016, approved remuneration of ₹ 88 lakhs for the financial year 2015-16 including the value of 2 lakhs

equity shares of ₹ 10/- each and ₹ 90.80 lakhs per annum including the value of 2 lakhs equity shares of ₹ 10/- each for the period 1<sup>st</sup> April 2016 to 5<sup>th</sup> February 2017 to Mr. K E Ranganathan.

Though the shareholders' approval was obtained for grant of 2,00,000 stock options, the Nomination and Remuneration Committee (NRC) had granted 60000 stock options only to Mr. K E Ranganathan, all of which were exercised during the year.

Mr. K E Ranganathan resigned as Managing Director with effect from 1<sup>st</sup> July 2016. He was paid a remuneration of ₹ 22.50 Lakhs for the period from 1<sup>st</sup> April 2016 to 30<sup>th</sup> June 2016.

Considering the value of stock options exercised during the year, as per debit to the Statement of Profit and Loss, there was a marginal excess paid to Mr. K E Ranganathan by ₹ 1.50 Lakhs during 2016-17. The Board on the recommendation of the Nomination and Remuneration Committee have approved the same together with the proposal to obtain such governmental approvals as may be required.

The overall managerial remuneration paid by the Company for the financial year 2016-17 including the perquisite value of stock options was less than 11% of the net profits of the Company, computed in the manner laid out in Section 197 and 198 of Companies Act, 2013. The Company seeks shareholders approval by way of ratification, to the payment of remuneration in excess of 5%, in accordance with the second proviso to Section 197 (1), however within the limits of first proviso to Section 197(1) of Companies Act, 2013.

Accordingly, the resolution is being placed before the members for approval.

None of the present Directors / Key Managerial personnel or their relatives are interested / concerned in this resolution.

**By Order of the Board**  
**S. Nagalakshmi**  
**Company Secretary**

Chennai  
12<sup>th</sup> May, 2017

Registered Office:  
"Jayalakshmi Estates", 29, Haddows Road, Chennai - 600 006



## TVS ELECTRONICS LIMITED

Regd. Office: Jayalakshmi Estates, 29, Haddows Road, Chennai – 600 006.  
CIN:L30007TN1995PLC032941, Email: investorservices@tvs-e.in Phone: 044- 2827 2233, Fax: 044- 2825 7121

### ATTENDANCE SLIP

DP Id\* & Client Id  
NAME AND ADDRESS OF THE MEMBER

Folio No. :  
No. of Shares

I / We hereby record my / our presence at the 22<sup>nd</sup> ANNUAL GENERAL MEETING of the Company held on Friday, June 30, 2017 at 10:00 A M. at Narada Gana Sabha, No.314 (Old No.254), TTK Road, Alwarpet, Chennai-600 018.

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Name of the shareholder/proxy

.....  
Signature of Shareholder / Proxy

\*Applicable for investors holding shares in electronic form.

**Note: Voting eligibility will be only in respect of shares held as on the Cut off Date viz 23<sup>rd</sup> June, 2017**

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN



## TVS ELECTRONICS LIMITED

Regd. Office: Jayalakshmi Estates, 29, Haddows Road, Chennai – 600 006.  
CIN:L30007TN1995PLC032941, Email: investorservices@tvs-e.in Phone: 044- 2827 2233, Fax: 044- 2825 7121

### PROXY FORM

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

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

\*Client Id:

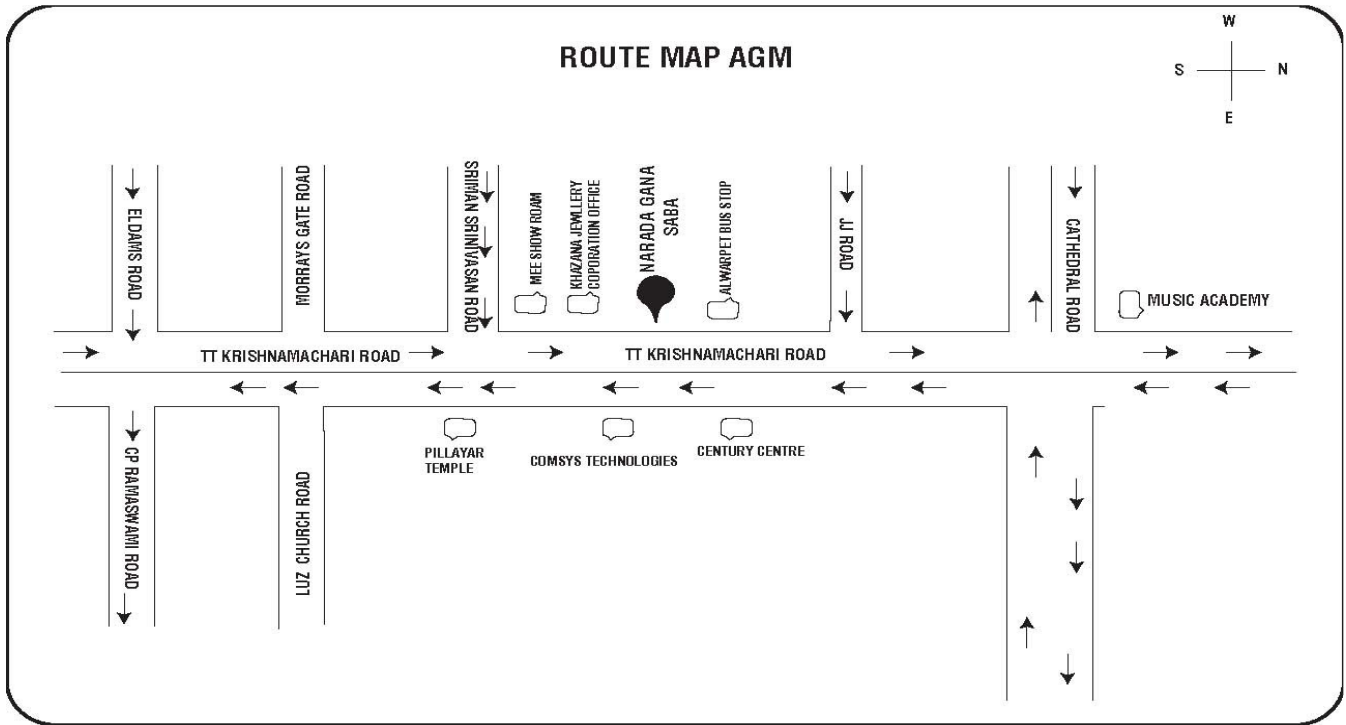
\*DP Id :

I/We being the member(s) holding ----- Equity shares of TVS ELECTRONICS LIMITED, hereby appoint:

Sl no	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

\*Applicable for investors holding shares in electronic form.

and whose signature(s) is/are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22<sup>nd</sup> Annual General Meeting of the Company, to be held on Friday, June 30, 2017 at 10.00 a.m. at Narada Gana Sabha, No.314 (Old No.254), TTK Road, Alwarpet, Chennai- 600018, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



Not to Scale

I/We wish my/our above proxy to vote in the manner as indicated in the box below:

Ordinary Business	For	Against
1) Adoption of audited financial statements for the year ended 31 <sup>st</sup> March, 2017		
2) Declaration of Dividend for the financial year ended 31 <sup>st</sup> March, 2017		
3) Re-appointment of Mr. D Sundaram as Director who retires by rotation		
4) Appointment of M/s. Deloitte Haskins and Sells, Chartered Accountants, Chennai, as Statutory Auditors and fixing their remuneration		
Special Business		
5) Ratification of Cost Auditor's Remuneration		
6) Approval of Managerial Remuneration		

Signed this ..... day of June 2017

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Signature of shareholder(s)

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Signature of proxy holder(s)

Affix Revenue Stamp
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