

TVS Electronics Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting / Ballot Paper are furnished below:

Date of declaration of results: **4th September 2014 (being the date of 19th Annual General Meeting)**

Total shaeholders as on 29th August, 2014 : **21,823**

Details of voting on the Ordinary / Special Resolutions as detailed in the Notice of 19th Annual General Meeting

| Resolution No.1 | Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|---|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Adoption of financial statements for FY 2013-14 | Promoter and Promoter Group | 1,12,05,093 | 1,12,05,093 | 100.00% | 1,12,05,093 | - | 100.00% | 0.00% |
| | Public - Institutional holders | - | - | 0.00% | - | - | 0.00% | 0.00% |
| | Public - Others | 4,46,686 | 4,45,870 | 99.82% | 4,41,129 | 550 | 98.94% | 0.12% |
| | Total | 1,16,51,779 | 1,16,50,963 | | 1,16,46,222 | 550 | | |

| Resolution No.2 | Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|--|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Re-appointment of retiring Director, Mrs. Srilalitha Gopal | Promoter and Promoter Group | 1,12,05,093 | 1,12,05,093 | 100.00% | 1,12,05,093 | - | 100.00% | 0.00% |
| | Public - Institutional holders | - | - | 0.00% | - | - | 0.00% | 0.00% |
| | Public - Others | 4,46,686 | 4,45,870 | 99.82% | 4,38,549 | 3,280 | 98.36% | 0.74% |
| | Total | 1,16,51,779 | 1,16,50,963 | | 1,16,43,642 | 3,280 | | |

| Resolution No.3 | Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|--|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Reappointment of retiring Auditors and fixing remuneration | Promoter and Promoter Group | 1,12,05,093 | 1,12,05,093 | 100.00% | 1,12,05,093 | - | 100.00% | 0.00% |
| | Public - Institutional holders | - | - | 0.00% | - | - | 0.00% | 0.00% |
| | Public - Others | 4,46,686 | 4,45,870 | 99.82% | 4,38,623 | 3,181 | 98.37% | 0.71% |
| | Total | 1,16,51,779 | 1,16,50,963 | | 1,16,43,716 | 3,181 | | |

| Resolution No.4 | Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|---|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Appointment of Mr. Praveen Chakravarty as an Independent Director | Promoter and Promoter Group | 1,12,05,093 | 1,12,05,093 | 100.00% | 1,12,05,093 | - | 100.00% | 0.00% |
| | Public - Institutional holders | - | - | 0.00% | - | - | 0.00% | 0.00% |
| | Public - Others | 4,46,686 | 4,45,870 | 99.82% | 4,38,047 | 3,680 | 98.25% | 0.83% |
| | Total | 1,16,51,779 | 1,16,50,963 | | 1,16,43,140 | 3,680 | | |

| Resolution No.5 | Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|---|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Appointment of Mr. Kenneth Tai as an Independent Director | Promoter and Promoter Group | 1,12,05,093 | 1,12,05,093 | 100.00% | 1,12,05,093 | - | 100.00% | 0.00% |
| | Public - Institutional holders | - | - | 0.00% | - | - | 0.00% | 0.00% |
| | Public - Others | 4,46,686 | 4,45,870 | 99.82% | 4,38,097 | 3,630 | 98.26% | 0.81% |
| | Total | 1,16,51,779 | 1,16,50,963 | | 1,16,43,190 | | | |

| Resolution No.6 | Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|--|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Appointment of Mr. K E Ranganathan as Director | Promoter and Promoter Group | 1,12,05,093 | 1,12,05,093 | 100.00% | 1,12,05,093 | - | 100.00% | 0.00% |
| | Public - Institutional holders | - | - | 0.00% | - | - | 0.00% | 0.00% |
| | Public - Others | 4,46,686 | 4,45,870 | 99.82% | 4,38,647 | 3,080 | 98.38% | 0.69% |
| | Total | 1,16,51,779 | 1,16,50,963 | | 1,16,43,740 | 3,080 | | |

| Resolution No.7 | Promoter / Public | No. of shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes in favour | No. of votes against | % of votes in favour - on votes polled | % of votes against - on votes polled |
|------------------------------------|--------------------------------|--------------------|---------------------|---|------------------------|----------------------|--|--------------------------------------|
| Borrowing Power upto Rs.100 Crores | Promoter and Promoter Group | 1,12,05,093 | 1,12,05,093 | 100.00% | 1,12,05,093 | - | 100.00% | 0.00% |
| | Public - Institutional holders | - | - | 0.00% | - | - | 0.00% | 0.00% |
| | Public - Others | 4,46,686 | 4,45,870 | 99.82% | 4,36,449 | 4,280 | 97.89% | 0.96% |
| | Total | 1,16,51,779 | 1,16,50,963 | | 1,16,41,542 | 4,280 | | |

For TVS Electronics Limited


S. Nagalakshmi
 Company Secretary

S Krishnamurthy & Co
Company Secretaries

**"Shobana", 17, Nandanam Main Road,
Nandanam Extension, Chennai-600035
(044) 42074012/24315579
sriram.krishnamurthy@rediffmail.com
skco.cs@gmail.com**

3rd September 2014

To,
The Chairman,
TVS Electronics Limited
Jayalakshmi Estates, 29, Haddows Road,
Chennai-600 006

Dear Sir,

Sub: Electronic voting process under Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of Scrutiniser's report

Your Board of Directors has, vide resolutions passed at their meeting held on 8th May 2014, decided to:

- (a) Convene the 19th Annual General Meeting on 4th September 2014 ("AGM");
- (b) Transact 7 (seven) items of business at the AGM by passing 7 (seven) resolutions as set out in the Notice convening the AGM;
- (c) Provide the members of your company electronic voting facility (e-voting) to exercise their right to vote on all the 7 resolutions;
- (d) Enable those members, who do not have access to e-voting facility, to send their assent or dissent on the said 7 resolutions in writing on a **Postal Ballot Form**.
- (e) Have 24th July 2014 as the **record date** to determine the members eligible to exercise their votes and the number of votes that can be exercised by such members.

I have been appointed as the **Scrutiniser** for the said electronic voting process, including the physical ballot facility. I submit my report as under:

1. Your company selected **National Securities Depository Limited (NSDL)** to provide the e-voting platform.
2. Your company had **21,797 members** on the **Register of Members/ Record of Depositories as on the record date namely 24th July 2014**.
3. **Notice of the AGM ("AGM notice")**, along with the annual report was despatched:
 - (a) In **physical form through registered book post to 16,244 members on 28th July 2014**, who were either residing in Chennai or had not provided email addresses.
 - (b) Through **electronic means by NSDL on 28th July 2014 to 7,131 members** who had provided email address for receipt of documents in electronic mode.
 - (c) In **physical form, through registered book post on 5th August 2014 to 9 members** in respect of whom emails sent by NSDL returned undelivered.
4. The AGM notice indicated the process and manner for voting by electronic means and also mentioned that:
 - (a) All the 7 items of business set out in the notice may be transacted through e-voting.
 - (b) **29th August 2014 (9.00 am) to 31st August 2014 (6.00 pm)** would be the time period during which votes may be cast through electronic means ("**e-voting period**"); and
 - (c) **31st August 2014 (6.00 pm)** would be the last date and time for physical ballots to reach the Scrutiniser.
5. NSDL provided the login id and also the password/ facility for generating password to enable members to cast their votes electronically.
6. The company published advertisements about having sent the AGM notice and also the availability of e-voting on 8th August 2014 in the following newspapers:

CERTIFIED TRUE COPY

Page 1 of 2

For TVS Electronics Limited


S. Nagalakshmi
Company Secretary



TVS Electronics Limited
Scrutiniser's Report - AGM- 4th September 2014

- (a) "Business Standard" an English newspaper in English language and
(b) "Makkal Kural" a Tamil newspaper in English language.
7. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company. I have also considered all the physical ballots received upto 11.30 am on 1st September 2014, since 31st August 2014 was a Sunday.
8. The shareholding stated in the electronic and physical ballots were matched/ confirmed with Register of Members/ List of Beneficial owners as on the record date.
9. The particulars of all the votes cast by members of the company have been recorded by me electronically in a separate register maintained for the purpose.
10. A summary of the e-voting and physical ballots is given below:

| Particulars | Number of members | Number of shares/ votes |
|---|-------------------|-------------------------|
| Total members/ votes as on record date | 21,797 | 18,022,818 |
| Participating members and their eligible votes for each of the 7 items of business: | | |
| (a) Through e-voting | 15 | 4,199 |
| (b) Through postal ballot process | 262 | 11,647,580 |
| (c) Total | 277 | 11,651,779 |

| No | Type | Resolutions Subject matter | Assent (For) | | Dissent (Against) | |
|----|----------|---|-----------------------|-------|-----------------------|------|
| | | | Number of valid votes | % | Number of valid votes | % |
| 1. | Ordinary | Adoption of financial statements for FY 2013-14 | 11,646,222 | 99.99 | 550 | 0.01 |
| 2. | Ordinary | Re-appointment of retiring director Mrs. Srilalitha Gopal | 11,643,642 | 99.97 | 3,280 | 0.03 |
| 3. | Ordinary | Re-appointment of retiring Auditors and fixing their remuneration | 11,643,716 | 99.97 | 3,181 | 0.03 |
| 4. | Ordinary | Appointment of Independent Directors | 11,643,140 | 99.97 | 3,680 | 0.03 |
| 5. | Ordinary | Mr. Praveen Chakravarthy | 11,643,190 | 99.97 | 3,630 | 0.03 |
| | | Mr. Kenneth Tai | | | | |
| 6. | Ordinary | Appointment of director- Mr. K E Ranganathan | 11,643,740 | 99.97 | 3,080 | 0.03 |
| 7. | Special | Borrowing power upto Rs.100 crores | 11,641,542 | 99.96 | 4,280 | 0.04 |

11. Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 4th September 2014.
12. You may accordingly declare the result of the electronic voting.

Thanking you,
Yours faithfully,

K SRIRAM,
SCRUTINISER.



CERTIFIED TRUE COPY

For TVS Electronics Limited

Nagala
S. Nagalakshmi
Company Secretary