



NOTICE TO THE MEMBERS

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Wednesday, 29th June, 2022 at 10.00 a.m., through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") to transact the following business.

ORDINARY BUSINESS

1. **To adopt the audited financial statement for the year ended 31st March, 2022, along with the report of the Board of Directors and Auditors thereon:**

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

"RESOLVED THAT the Audited Financial Statements, Reports of the Auditors on the Financial Statements and Reports of the Board of Directors on the Financial Statements for the Financial Year ended 31st March, 2022, as circulated to the shareholders be and are hereby adopted."

2. **To appoint Mr. R S Raghavan (DIN No: 00260912), who retires by rotation, as a Director of the Company:**

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

"RESOLVED THAT Mr. R S Raghavan (DIN No: 00260912) Non Executive Non Independent 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 Appoint M/s Guru & Jana, Chartered Accountants (FRN: 006826S) as Statutory Auditors for the First term of five consecutive years:**

To consider and if thought fit to pass with or without modification(s) 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 Guru & Jana, Chartered Accountants (FRN: 006826S) be and are hereby appointed as Statutory Auditors of the Company, in the place of M/s. Deloitte Haskins and Sells, Chartered Accountants, Chennai (FRN: 008072S) whose tenure expires at the conclusion of the 27th Annual General Meeting.

RESOLVED FURTHER THAT pursuant to Section 139, 143(1) of Companies act 2013 read with rules made thereunder, and other applicable provisions, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Guru & Jana, Chartered Accountants (FRN: 006826S) will hold office as the Statutory Auditors, for their first term of five years, from the conclusion of 27th Annual General Meeting to the conclusion of the 32nd Annual General Meeting of the Company, at a remuneration of ₹15 Lakhs per annum plus reimbursement of out of pocket expenses and other applicable taxes."

SPECIAL BUSINESS

4. **To ratify the remuneration payable to the Cost Auditor for the Financial Year ending 31st March, 2023:**

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

"RESOLVED THAT the remuneration of ₹ 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 2022-23 in terms of Section 148 of the Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified".

5. **To approve increase in remuneration of Mrs. Srilalitha Gopal, Managing Director of the Company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196 and 197 of the Companies Act, 2013, (the 'Act') Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s) thereto or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and such other provisions as may be applicable and based on the recommendation of Nomination & Remuneration Committee and approval by the Board of Directors, subject to such approvals of Regulatory Authority(ies), if needed, consent of the members be and is hereby accorded to increase the remuneration of Mrs Srilalitha Gopal (DIN: 02329790), Managing Director from ₹ 1.5 Crores p.a. to ₹ 2.00 Crores p.a., as set out below with effect from 11th May 2022 up to 10th May 2023.

Particulars of Remuneration	Annual Remuneration (₹ In Lakhs)
Salary (Including Allowances & Perquisites)	125
Variable pay (paid annually)	75
Total remuneration	200

1. The Allowances and Perquisites include Company's contribution to Provident Fund or National Pension Scheme or any other pension Scheme as may be in force from time to time, Gratuity, Leave Travel Allowance and encashment of earned leave as per the rules of the Company.
2. She will also be eligible for:
 - a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.
 - b. Company owned IT and communication equipment including maintenance and subscription thereof, shall be borne by the Company

RESOLVED FURTHER THAT the perquisites to be extended to her as part of the remuneration package be evaluated at actual cost to the Company and where it is not possible to ascertain actual cost, such perquisites shall be evaluated as per Income-tax Rules, 1962 in force or as amended from time to time.

RESOLVED FURTHER THAT Mrs. Srilalitha Gopal will not be entitled to any sitting fees for attending the meetings of the Board or Committees thereof, unless otherwise decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the approval of the Company be and is hereby accorded to enable the Board of Directors, based on specific recommendation(s) of the Nomination and Remuneration Committee, to enhance, enlarge, widen, alter or vary the scope, quantum and components of her remuneration specified hereinabove, in light of and in conformity with the relevant provisions of the Companies Act 2013 / Income Tax Act 1961 and/or the rules and regulations made there under and/or such guidelines, as may be announced by the Central Government or regulatory authority, from time to time.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit for the financial year 2022-23, the remuneration as may be approved by the Board of Directors based on the recommendation of Nomination and Remuneration Committee, subject to not exceeding ₹ 2 Crores p.a., shall be paid as minimum remuneration along with other eligibility as set out above in para 2 (a) and 2(b).

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mrs. Srilalitha Gopal passed at the 23rd Annual General Meeting shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary in order to give effect to the aforesaid resolutions"

By Order of the Board

Chennai
14th May 2022

Registered Office:
249-A, Ambujammal Street,
Off TTK Road, Alwarpet,
Chennai-600018

Srilalitha Gopal
Managing Director
DIN: 02329790



NOTES

1. In view of the outbreak of the COVID-19 pandemic and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May 2020, 15th January 2021 and 13th May 2022 respectively issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 27th Annual General Meeting (“AGM”) of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
2. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.
3. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 9:30 a.m. IST i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the AGM.
4. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional investors, Directors, Key Managerial Personnel, Auditors etc can attend the AGM without any restriction on account of first-come first-served principle.
5. In compliance with the aforesaid MCA and SEBI Circulars, the notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.tvs-e.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. The member holding shares in physical form and who have not registered their email id may register their email id by sending the name, folio number, self-attested PAN, email id to be registered and number of shares held to investorservices@tvs-e.in. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and 5th May 2022 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as during the proceedings of the AGM will be provided by NSDL.
7. Attendance of members through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. 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.
9. The Company does not have any unclaimed dividend amount which has fallen due for transfer to Investor Education and Protection Fund (IEPF).
10. In terms of the provisions of Section 124 (6) of the Companies Act, 2013 read along with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. Further, pursuant to the new explanation inserted on 14th August, 2019 to Rule 6 – (Manner of transfer of shares under sub-section 6 of Section 124 to the Fund) of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, it is clarified that all shares in respect of which dividend has been transferred to IEPF on or before the 7th September 2016, shall also be transferred by the Company to IEPF. Based on the provisions of the Act, Rules and explanations, the Company has transferred 1,78,100 equity shares in respect of which dividend were unclaimed/not

paid for a period of seven consecutive years or more. The statement containing the details of name, address, folio number/Demat Account number and number of shares that has been transferred is made available in the Company's website viz., www.tvs-e.in for information and necessary action by the shareholders.

In case the concerned shareholders wish to claim the shares that has been transferred to the IEPF, a separate application has to be made to the IEPF Authority in Form IEPF – 5, as prescribed in Rule 7 of the Rules and the same is available at IEPF website (www.iepf.gov.in).

11. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall not entertain the request for registration of physical transfer of shares on or after 31st March, 2019. Hence, 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.
12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
13. Members holding shares in physical form are requested to register their email id for receiving electronic copy of the Annual Report and also notify immediately any change in their address/E-mail address to the Company/its Share Transfer Agents through form ISR 1 available at the website of the Company <https://www.tvs-e.in/investor-relations/>
14. Members holding shares in electronic form are requested to advice change of address/E-mail address to their Depository Participants. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, are used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
15. Corporate members intending to make their authorised representatives to attend the Meeting through VC 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 held through VC.
16. The Notice of the Annual General Meeting and the Annual Report will be available on the Company's website www.tvs-e.in. The members who wish to inspect any of the relevant documents referred to in the accompanying notice may send the request to the Company by email on or before 28th June, 2022 till 5.00 pm, and Company will provide such documents through email.
17. As per the provisions of Companies Act, 2013, nomination facility is available for members holding shares in physical form. The nomination forms can be obtained from the Company's Share Transfer Agents. 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.
18. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 **has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders**. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company's Share Transfer Agents by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member printed on it. In alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
19. SEBI vide its circulars No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination and such other requests for all shareholders holding physical securities. The relevant Forms for registering/changing KYC details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on our RTA's website at https://www.integratedindia.in/Corporate_Container.aspx. click the link and go to "RTA/STA" and then download the forms. The aforesaid forms are also available in Company's Website at <https://www.tvs-e.in/investor-relations>



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

- i. 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 link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number to tvseagm@tvs-e.in. Questions / queries received by the Company till **5.00 p.m. on Friday, 24th June, 2022** shall only be considered and responded during the AGM.
- vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their Name, DP ID and client ID/ folio number, PAN, mobile number and No. of shares held to tvseagm@tvs-e.in **from 20th June, 2022 (9.00 a.m. IST) to 24th June, 2022 (5.00 p.m. IST)**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers, as appropriate for smooth conduct of the AGM.
- vii. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ contact Ms. Pallavi Mhatre, Manager, toll free - 1800-222-990, 1800 22 4430

20. 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 to be passed in the 27th Annual General Meeting.
- (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., **Wednesday, 22nd June, 2022**. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (c) The Company has appointed Mr. K. Sriram, Partner of M/s. S. Krishnamurthy & Co., Practising Company Secretaries, Chennai as Scrutinizer for conducting the remote e-voting and also the e-voting process during the AGM in a fair and transparent manner.
- (d) **The instructions for remote e-voting are as under:**

The remote e-voting period commences on Sunday, 26th June 2022 at 10.00 a.m. and ends on Tuesday, 28th June, 2022 at 5.00 p.m. During this period, members holding shares as on **Wednesday, 22nd June, 2022** 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. **Members as on the 22nd June, 2022 shall only be entitled for availing the Remote E-Voting facility.**

Shareholders who become Members of the Company, after despatch of Notice and hold shares as on 22nd June, 2022 may obtain the User ID and Password for e-voting by sending an e-mail, intimating DP ID and Client ID / Folio No. to srirams@integratedindia.in , corpserv@integratedindia.in or Member may send an e-mail request to evoting@nsdl.co.in.

Members receiving e-mail from NSDL (for members who have registered their email Ids with the Company / Depository Participants)

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 (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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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.

4. 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***

5. Password details for shareholders other than Individual shareholders are given below

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. 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.

c. How to retrieve your 'initial password'?

1. 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'.
2. If your email ID is not registered, please follow steps mentioned below in process **for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) 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.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button

9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

After successful login, by following the Step 1, you will be able to see all the companies "EVEN" (**E-Voting Event Number**) in which you are holding shares and whose voting cycle and General Meeting is in active status:

- i. Select "EVEN" of TVS Electronics Limited
- ii. Cast your vote and select "Submit" and "Confirm" when prompted.
- iii. Now you are ready for e-Voting as the Voting page opens
- iv. 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
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.

General Guidelines for Shareholders:

1. 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.co.in and srirams@integratedindia.in, corpserv@integratedindia.in, investorservices@tvs-e.in. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (**Ms. Pallavi Mhatre**) at evoting@nsdl.co.in

21. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- (a) Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; ii) scanned copy of the share certificate (front and back) and iii) self-attested scanned copy of the PAN Card and AADHAR in support of the address of the Member as registered with the Company; to the email address of the Company investorservices@tvs-e.in.
- (b) In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) Client master or Consolidated Account statement; and (iii) self-attested scanned copy of the PAN Card and AADHAR, to the email address of the Company investorservices@tvs-e.in.

If you are an Individual shareholders 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 shareholders holding securities in demat mode.**

- (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

- (d) In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- (e) The members attending the meeting who have not already cast their vote through remote e-voting, shall be able to exercise their voting rights through electronic mode during 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 during 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.
- (f) The Scrutinizer will submit his report on the remote e-voting and voting at the meeting to the Chairman or Company Secretary or any other authorised Director, who will declare the result of the voting within 2 working days from the conclusion of the AGM.
- (g) 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 and on the website of the NSDL and also communicated to the Stock Exchanges.
- (h) In case of any queries, members may contact the Company at investorservices@tvS-e.in, or srirams@integratedindia.in, corpseV@integratedindia.in

22. Instructions for members for E-Voting on the day of the meeting:-

- I. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - II. Only those Members/ shareholders, 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.
 - III. 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.
 - IV. 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.
23. The profile of Director as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment at this AGM forms integral part of the Notice. The Director had furnished the requisite consent and declarations.
24. Since the AGM shall be conducted through VC / OAVM, the route map, Proxy Form and Attendance Slip are not annexed to this Notice.

By Order of the Board

Chennai
14th May 2022

Srilalitha Gopal
Managing Director
DIN: 02329790

Registered Office:
249-A, Ambujammal Street,
Off TTK Road, Alwarpet,
Chennai-600018



Statement of material facts pursuant to Section 102 of the Companies Act, 2013 and Additional information on director recommended for appointment / reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

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

Item 3:

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

M/s Deloitte Haskins & Sells, Chartered Accountants (FRN: 008072S) were appointed as the Statutory Auditors of the Company at the 22nd Annual General Meeting of the Company held on 30th June 2017, for a period of 5 years to hold office up to the conclusion of the 27th Annual General Meeting.

As part of the best practices followed in order to rotate the auditors, the Board of Directors of the Company at its meeting held on 14th May, 2022, based on the recommendation of the Audit Committee, evaluated the profiles of few audit firms, including the eligibility & independence criteria and proposed the appointment of M/s Guru & Jana, Chartered Accountants, Bangalore (FRN: 006826S) as the Statutory Auditors of the Company to hold the office for the First term of 5 consecutive years from the conclusion of 27th Annual General Meeting till the conclusion of 32nd Annual General Meeting at a remuneration of ₹ 15 Lakhs per annum, plus reimbursement of out of pocket expenses and other applicable taxes. There is no increase in the fee payable to the proposed auditor from that paid to the outgoing auditor.

The Company has received consent letter and eligibility certificate from M/s Guru & Jana, Chartered Accountants (FRN: 006826S) to act as statutory auditors of the Company along with the confirmation that, their appointment, if made, shall be in accordance with the conditions as may be prescribed under the Companies Act 2013.

Brief Profile of M/s. Guru & Jana, Chartered Accountants:

M/s. Guru & Jana, Chartered Accountants ('the firm ') was founded in 2003 as a partnership firm having Firm Registration No. as 006826S. M/s. Guru & Jana is headquartered at No 41, Patalamma Temple Street, Near South End Circle, Basavanagudi, Bangalore 560004 and with branch offices at Hyderabad, Pune and Mysore.

M/s. Guru & Jana provides umbrella of services which includes Audit & Assurance, Tax and Regulatory, Corporate Law and Consulting. M/s Guru & Jana, is spearheaded by a management team of 12 partners and has over 400 staff including 96 professionals.

M/s Guru & Jana, embarked on an exceptional journey to be amongst the 'Top 20 CA Firms in India' by 2020 & has not looked back since. Global Thought Leadership Awardee in 2015 & being 'First in a Billion' in 2013 as premier tax return filers of the year across country, M/s Guru & Jana has built a strong culture of authenticity & accountability.

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.

The Board of Directors recommends the ordinary resolution as set out at item no.3 of the Notice for approval by the members.

Item No. 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 14th May, 2022, 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 applicable taxes and reimbursement of out of pocket expenses, as remuneration payable to him, for the financial year 2022-23. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

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.

The Board of Directors recommends the ordinary resolution as set out at item no.4 of the Notice for approval by the members.

Item No. 5:

Mrs. Srilalitha Gopal, was appointed as director on 10th November 2011 and subsequently she was appointed as Managing director of the Company for a period of 5 Years with effect from 11th May 2018 on a remuneration of ₹ 1.5 Crores p.a.

Under the leadership of Mrs. Srilalitha Gopal, Managing Director, the Company has strengthened its Products & Solutions vertical on the back of continuous product innovation and portfolio diversification and also expanded the reach of its Customer Support Services vertical to 490 districts covering around 19000 pin codes. During the outbreak of Covid-19 pandemic, the Company proactively framed business continuity plan to ensure production and continuity of Customer Support Services. Given the importance of the cash flow, the Company developed a robust treasury plan for cash management and took various initiatives to manage & expedite receivables and optimize the inventory holding to manage working capital requirement which has helped the Company to increase its cash position from ₹ 2402 lakhs (FY 2020-21) to ₹4400 lakhs (FY 2021-22).

The Company's resilience in the face of the second and third wave of the pandemic during the FY 2021-22 is the testimony to the swift measures undertaken by the Company and the strength of its business continuity plan and business model. During the year, the Company recorded revenue of ₹30,792 lakhs for the FY 2021-22 as compared to 22,460 lakhs in FY 2020-21 and posted PBT of ₹ 2082 lakhs in FY 2021-22 as compared to ₹94 lakhs in FY 2020-21. This in turn increased the EPS as ₹8.10 for the FY 2021-22 as compared to ₹0.41 for the FY 2020-21. Considering the results, the Company has already declared an interim dividend @ 20%. Further, the Company has recruited new talents and has a strong training and development system to gear up for growth.

Considering the contribution of Mrs Srilalitha Gopal and the progress made by the Company under her leadership and guidance, based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 14th May 2022 approved to increase the remuneration of Mrs. Srilalitha Gopal from ₹ 1.5 Crores p.a. to ₹ 2 Crores p.a. with effect from 11th May 2022 up to 10th May 2023, subject to the approval of shareholders in the 27th Annual General Meeting. All other existing terms and conditions of appointment of Mrs. Srilalitha Gopal passed at the 23rd Annual General Meeting shall continue to remain in full force and effect.

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, except Mrs. Srilalitha Gopal and Mr. Gopal Srinivasan, Chairman of the Company (spouse).

The Board of Directors recommends the special resolution as set out at item no. 5 of the Notice for approval by the members.

By Order of the Board

Chennai
14th May 2022

Srilalitha Gopal
Managing Director
DIN: 02329790

Registered Office:
249-A, Ambujammal Street,
Off TTK Road, Alwarpet,
Chennai-600018

**Annexure A to the Explanatory Statement: Encl****Profiles of Directors:****1. Mr. R S Raghavan (DIN: 00260912)**

Mr. R S Raghavan, aged 66 years, a Chartered Accountant, Cost Accountant and Company Secretary, Mr. Raghavan is the Non Executive Non Independent Director of TVS Electronics since 4th May 2016.

Raghavan's experience spans corporate finance, business performance, investment, governance, mergers & acquisitions, strategy, fund raising, Investor relations, talent/people management, legal etc.,

A professional with nearly 40 years experience in the manufacturing and financial services Industry like VCPE, NBFC, Wealth management, manufacturing etc., Raghavan brings deep financial experience and significant understanding of business, risk management.

Raghavan is currently the Executive Director of TVS Capital Funds Private Limited, a growth capital Private Equity firm. He is currently in the Boards of some of the group companies. He does not hold any Equity Shares in the Company and has attended all the seven Board Meetings held during the year 2021-22.

He is not related to any of the Directors of the Company. He is not in the Board of any other listed entity. He will be eligible for sitting fee for attending the Board and Committee meetings.

The other directorships / Committee memberships and key managerial positions held by him are given below.

S. No	Names of companies / body corporate	Nature of interest or concern / Change in interest or concern	Committee Membership
1	Harita Techserv Private Limited	Director	-
2	TVS Capital Funds Private Limited	Company Secretary	-
3	Chennai Business Consulting Services Private Limited	Director	1. Audit Committee 2. Remuneration Committee 3. Stakeholders Relationship committee
4	TVS Electronics Limited	Director	1. Audit Committee 2. Corporate Social Responsibility Committee
5	International Money Matters Private Limited	Director	-

2. Mrs. Srilalitha Gopal (DIN: 02329790)

Mrs. Srilalitha Gopal, aged 55 years, is an Engineering Graduate in Computer Science from IISc, Bengaluru, has been a Director from 10th November 2011. Subsequently, she was appointed as Managing Director of the Company with effect from 11th May 2018.

She is the Managing Director of Harita Techserv Private Limited (HTPL) and has an overall experience of 14 years. Her direction has enabled the growth of HTPL and spurred it to become one of the most preferred design engineering and talent services partners, ensuring success for every stakeholder of HTPL. She provides active directional support in the general management and CSR initiatives.

Mrs. Srilalitha Gopal does not hold any Equity Shares in the Company and has attended all the seven Board Meetings held during the year 2021-22.

She is the spouse of Mr. Gopal Srinivasan, Chairman of the Company. She is not in the Board of any other listed Company.

The other directorships held by her are given below.

S. No.	Names of companies / body corporate	Nature of interest or concern / Change in interest or concern	Committee Membership
1.	TVS Electronics Limited	Managing Director	Stakeholders' Relationship Committee
2.	Harita Techserv Private Limited	Managing Director and Member	-
3.	TVS Investments Private Limited (Formerly Known as Geeyes Family Holdings Private Limited)	Director and Member	-
4.	Harita Srinivasan Private Limited	Member	-
5.	NextWealth Entrepreneurs Private Limited	Member	-
6.	Sundharams Private Limited	Member	-



STATEMENT OF INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013, AND FORMING PART OF EXPLANATORY STATEMENT

I GENERAL INFORMATION					
1	Nature of Industry	Computer Peripherals and IT enabled services			
2	Date or expected date of commencement of commercial production	Already commenced production 30 years back			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
4	Financial performance based on given Indicators	₹ In Lakhs			
		2019-2020	2020-2021	2021-2022	
		Gross income	25,872	22,460	30,792
		Capital employed	9,505	8,179	9,261
		Net worth	8,062	8,179	9,261
		Profit/(Loss) Before tax	(2)	94	2,082
		Profit/(Loss) After tax	39	77	1,510
		Dividends	673	-	373
5	Foreign investments or collaboration, if any	The Company has no foreign investments or collaborations			
II INFORMATION ABOUT THE APPOINTEE					
1	Background Details	Mrs. Srilalitha Gopal is an Engineering graduate in Computer Science from IISc, Bangalore. She was appointed as a Director on the Board of Directors of the Company with effect from 10 th November 2011. She is the Managing Director of Harita Techserv Private Limited, a design engineering and skilled technical engineering resources Company since 2008.			
2	Past remuneration	She has drawn in the year 2018-19 ₹131.80 lakhs, in 2019-20 ₹ 139.81 lakhs, in 2020-21 ₹89.02* lakhs, in 2021-22 ₹ 139.51 lakhs as remuneration. * Voluntarily waived variable pay, payable in FY 2020-21.			
3	Recognition or awards				
4	Job profile and her suitability	<p>Job Profile:</p> <p>As the Managing Director, she is entrusted with substantial powers of managing the company affairs:</p> <p>Suitability:</p> <ol style="list-style-type: none"> Her qualification as the Engineering graduate in computer science. Her active association as a Director of the Company for nearly 11 years. Her active engagement in leading various strategic initiatives in the Company over the last few years, that has contributed to the growth and profitability of the Company. Her contribution as a member of Stakeholders relationship Committee Her experience as Managing Director of Harita Techserv Private Limited over the past 14 years. Her directional support in the governance process. 			

5	Remuneration proposed: By way of salary, allowances and perquisites and Variable pay, etc	<table border="1"> <thead> <tr> <th>Particulars of Remuneration</th> <th>Annual Remuneration (₹ In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Salary (Including allowances and perquisites)</td> <td>125</td> </tr> <tr> <td>Variable pay (paid annually)</td> <td>75</td> </tr> <tr> <td>Total</td> <td>200</td> </tr> </tbody> </table>	Particulars of Remuneration	Annual Remuneration (₹ In Lakhs)	Salary (Including allowances and perquisites)	125	Variable pay (paid annually)	75	Total	200
		Particulars of Remuneration	Annual Remuneration (₹ In Lakhs)							
Salary (Including allowances and perquisites)	125									
Variable pay (paid annually)	75									
Total	200									
<p>1. The Allowances and Perquisites include Company's contribution to Provident Fund or National Pension Scheme or any other pension Scheme as may be in force from time to time, Gratuity, Leave Travel Allowance and encashment of earned leave as per the rules of the Company.</p> <p>2. She will also be eligible for:</p> <p>a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.</p> <p>b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.</p>										
6	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 origin)	Considering the responsibility shouldered by her and the progress made by the Company under her strategic leadership and guidance, the remuneration proposed is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses and also is in line with the Company's remuneration policy.								
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from the remuneration and perquisites paid to Mrs. Srilalitha Gopal as Managing Director as stated above and Mr. Gopal Srinivasan, Chairman being the spouse, she does not have any pecuniary relationship with the Company and its managerial personnel. Mr. Gopal Srinivasan has become promoter of the Company with effect from 4 th February, 2022 and indirectly holds 59.84% of the shareholding of the Company through TVS Investments Private Limited.								
III	Other information									
1	Reasons for loss or inadequate profits	The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mrs. Srilalitha Gopal, Managing Director i.e. till 10 th May, 2023.								
2	Steps taken or proposed to be taken for Improvement	Company is continuously taking steps to improve the profitability.								
3	Expected increase in productivity and profit in measurable terms	The Company expects to maintain the growth rate.								