

Notice to the Members

NOTICE is hereby given that the Twenty Ninth Annual General Meeting of the members of the Company will be held on Saturday, August 10, 2024 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 March 31, 2024, along with the reports of the Board of Directors and Auditors thereon:

To consider and if thought fit to pass 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 March 31, 2024 as circulated to the shareholders be and are hereby adopted.”

2. To re-appoint Mrs. Srilalitha Gopal (DIN No: 02329790), who retires by rotation, as a Director of the Company:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mrs. Srilalitha Gopal (DIN No: 02329790), who retires by rotation and being eligible has consented for re-appointment, and has also been recommended for such re-appointment by the Nomination and Remuneration Committee and the Board of Directors, be and is hereby re-appointed as the Director of the Company whose term of office will be subject to retirement by rotation, on such remuneration as may be approved by the Board of Directors from time to time.”

3. To declare the final dividend for the Financial Year 2023-24

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** dividend of Rs.1/- (Rupee One only) per Equity Share, as recommended by the Board of Directors of the Company, be and is hereby declared on the 1,86,50,318 Equity Shares having face value of Rs.10/- (Rupees Ten) each for the financial year ended March 31, 2024, absorbing a sum of Rs. 1,86,50,318 (Rupees One Crore Eighty Six Lakhs Fifty Thousand Three Hundred and Eighteen only) out of the profits of the Company for the said financial year and the same be paid to the members whose names appear in the Register of Members of the Company and on the records of the depositories as on August 3, 2024.”

SPECIAL BUSINESS

4. To ratify the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2025:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the remuneration of Rs.1.50 Lakhs (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and out of pocket expenses at actuals, payable to Mr. P. Raju Iyer, Cost Accountant (Membership No.6987) as fixed by the Board of Directors of the Company at the time of his re-appointment to conduct cost audit for the Financial Year ending March 31, 2025 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 the continuation of appointment of Mr. Gopal Srinivasan (DIN: 00177699) as a Non-Executive and Non-Independent Director of the Company

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in terms of Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘the SEBI Listing Regulations’), applicable provisions of the Companies Act, 2013 (‘the Act’), the Articles of Association of the Company (AOA), the recommendations of the Nomination and Remuneration Committee and the Board of Directors (the Board), approval of the shareholders be and is hereby accorded for the continuation of Mr. Gopal Srinivasan (DIN: 00177699), who being a non-retiring director in terms of the Act and the AOA, as a Non-Executive and Non-Independent Director in the position of Chairman of the Company for a further period of 5 (five) consecutive years from August 10, 2024 to August 9, 2029, during which period he shall not be subject to retirement by rotation.”

RESOLVED FURTHER THAT Mrs. Srilalitha Gopal, Managing Director, Mr. A Kulandai Vadivelu, Chief Financial Officer and Mr. K Santosh, Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board

Chennai
May 09, 2024

Srilalitha Gopal
Managing Director
DIN: 02329790

Registered Office:
Greenways Towers, No.119, 2nd Floor,
St. Mary’s Road, Abhiramapuram,
Chennai – 600018.

NOTES FOR SHAREHOLDERS

1. Pursuant to the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 08, 2020, April 13 2020, May 05 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively read with Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 respectively issued by Securities and Exchange Board of India (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold Annual General Meeting (AGM) through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 29th AGM of the Company is being held through VC / OAVM.
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 29th 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 29th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 29th 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-serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and auditors can attend the AGM without any restriction on account of the first-come first-serve principle.
5. In compliance with the aforesaid MCA and Securities and Exchange Board of India (SEBI) Circulars, the notice of the AGM along with the Annual Report 2023-24 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 2023-24 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.nsd.com>. The member holding shares in physical form and who have not registered their email address may register their email address by sending the name, folio number, self-attested PAN, email address to be registered and the 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 and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, 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 authorised 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 will transfer dividend amount pertaining to the Financial Year 2016-17 which remains unclaimed as on August 05, 2024 as per the provisions of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 to Investor Education and Protection Fund (IEPF).
On April 30, 2024, the Company has dispatched notice through registered post to those shareholders who have not claimed dividend(s) for seven consecutive years to apply for the unclaimed dividends within three months from the date of the notice. The said notice was also published in the newspapers (Business Standard – English and Maalaimalar – Tamil) on May 01, 2024 and subsequently filed the said newspaper publications with the stock exchanges.
The details will be made available on the website of the Company i.e. www.tvs-e.in. In case the concerned shareholders wish to claim the unclaimed dividend amount that have 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).



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 August 14, 2019, effective from August 20, 2019 to the 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 September 07, 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 have been transferred is made available in the Company's website viz., www.tvs-e.in for information and necessary action by the shareholders.
11. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI [LODR]2015), **the Company shall not entertain the request for registration of physical transfer of shares on or after March 31, 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 dematerialised 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 an 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 <http://www.tvs-e.in/investor-relations/>
14. Members holding shares in electronic form are requested to advise 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. Members of the Company had approved the appointment of M/s. Guru & Jana, Chartered Accountants, Bangalore as the Statutory Auditors at the 27 th AGM of the Company for a period of five years. In accordance with the Companies (Amendment) Act, 2017, effective May 07, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
17. 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 August 09, 2024 till 5.00pm, and Company will provide such documents through email.
18. 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.
19. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 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.

20. SEBI vide its circulars No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 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 - RTI/STA - Forms Download and also in Companies Website at <https://www.tvse.in/investor-relations- Simplified Norms for furnishing Nomination and KYC details>.

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

1. 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email address, mobile number at (investorservices@tvse.in). The same will be replied by the Company suitably.
6. 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 address, mobile number to tvseagm@tvse.in. Questions / queries received by the Company till 5.00 p.m. on Tuesday, August 06, 2024 shall only be considered and responded during the AGM.
7. 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@tvse.in from July 29, 2024 (9.00 a.m. IST) to August 04, 2024 (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.
8. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager, at- 022-48867000

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 29th 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., Saturday, **August 03, 2024**. 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 Scrutiniser 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 Wednesday, August 07, 2024 at 10.00 a.m. and ends on Friday, August 09, 2024 at 5.00 p.m. During this period, members holding shares as on **Saturday, August 03, 2024** 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 August 03, 2024 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 August 03, 2024 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.com **Members receiving e-mail from NSDL** (for members who have registered their email Ids with the Company / Depository Participants).

How do I vote electronically using NSDL e-Voting system?


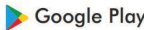


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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 09, 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> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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 abovementioned 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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

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.

How to Log-in to NSDL e-Voting website?

- 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 128959 then user ID is 128959001***

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'?
- 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'.
 - 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:

- 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.
- [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to email: sriram.krishnamurthy@rediffmail.com with a copy marked to evoting@nsdl.com and srirams@integratedindia.in, corpserv@integratedindia.in, investorservices@tvs-e.in. with a copy marked to evoting@nsdl.com Institutional shareholders (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: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN Card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorservices@tvs-e.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (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.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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.
5. 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.
6. The Scrutiniser 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 Annual General Meeting.
7. 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 Scrutiniser'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.
8. In case of any queries, members may contact the Company at investorservices@tvs-e.in., or srirams@integratedindia.in , corpserv@integratedindia.in

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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.

By Order of the Board

Chennai
May 09, 2024

Srilalitha Gopal
Managing Director
DIN: 02329790

Registered Office:
Greenways Towers, No.119, 2nd Floor,
St. Mary's Road, Abhiramapuram,
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 No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 9th May, 2024, 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 (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses, as remuneration payable to him, for the Financial Year ending March 31, 2025. 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 ratified by the Members of the Company. Accordingly, ratification of the Members is sought for the said remuneration.

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:

Pursuant to Regulation 17(1D) of SEBI Listing Regulations, which has come into effect from April 01, 2024, stipulates that the continuation of a Director who has been serving on the Board of Directors of a listed entity without any approval of the members for 5 (five) years or more as on March 31, 2024, shall be subject to the approval of the Members at the first general meeting to be held after March 31, 2024.

As Mr. Gopal Srinivasan (DIN: 00177699), Chairman of the Company is not subject to retirement by rotation in terms of Section 152 of the Companies Act, 2013 and Articles of Association, his re-appointment was not required to be placed before the shareholders for their approval for over 5 (five) years as on March 31, 2024. Hence, approval is being sought for his continuation on the Board, which has also been recommended by the Nomination and Remuneration Committee and the Board of Directors, as a Non-Executive, Non Independent Director in the position of Chairman for a further period of 5 (five) consecutive years from August 10, 2024 (the date of the first General meeting after March 31, 2024) to August 09, 2029, during which period he will not liable to retire by rotation.

In the opinion of the Board, Mr. Gopal Srinivasan is not debarred from holding office as a Director, by virtue of any SEBI order or any other such authority and meets the skills, expertise and competencies fundamentally required for effective functioning of the Company.

The Board recommends his continuation as Non Executive Non Independent Director in the position of Chairman by way of Ordinary Resolution as set out in Item no. 5 of this Notice. The details of Mr. Gopal Srinivasan as required under Secretarial Standard – 2 and Regulation 36 of the SEBI (LODR) Regulations 2015, as applicable, are provided in ‘Annexure’ to the Notice. Except Mr. Gopal Srinivasan to whom the resolution relates and Mrs. Srilalitha Gopal (Spouse), none of the Directors or Key Managerial Personnel and / or their relatives, are concerned or interested, financial or otherwise in the Resolution mentioned on this notice.



ANNEXURE

Information about Directors seeking re-appointment of the notice convening 29th Annual General Meeting in compliance with Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is stated below:

Profiles of Directors seeking re-appointment

Mr. Gopal Srinivasan (DIN: 00177699)

Mr. Gopal Srinivasan, aged 65 years, is a graduate in commerce from Loyola College in Chennai, and a MBA graduate from the University of Michigan, US. He was appointed as director in TVS Electronics Limited on July 18, 2003. Being a passionate entrepreneur, he is actively involved in the promotion of entrepreneurship as an angel investor in association with Chennai Angels and TIE (The Indus Entrepreneurs), where he provides guidance to budding entrepreneurs on incubating businesses. He is also the Founder, Chairman and Managing Director of TVS Capital Funds Private Limited and a third-generation member of the TVS Family. Over an entrepreneurial career spanning 30 years, he has incubated 8 companies operating in diverse sectors including technology, financial services & auto components. He is a Governing Council member of Reserve Bank Innovation Hub (RBIH), which is a centre for idea generation and development facilitating environment stewardship, encouraging collaboration, and in turn, promoting innovation in the financial sector. He has been recently appointed as the Honorary Consul for the Kingdom of Netherlands in Tamil Nadu. He was the Chairman of the Confederation of Indian Industry (CII) Tamil Nadu State Council in 2007-08, and the Chairman of CII National for Private Equity & Venture Capital in 2010-11. His experience spans governance, strategy, investment, business performance, investor relations, talent/people management etc. He holds 150 Equity Shares in the Company of Face Value of ₹ 10 each and does not hold any shares as a beneficial owner. He has attended four out of the six Board Meetings held during the year 2023-24. He is eligible for sitting fee for attending the Board meetings. He has received ₹ 4 Lakhs (Four Lakhs) as remuneration by way of sitting fee for attending the Board meetings during the Financial year 2023-24. He is the spouse of Mrs. Srilalitha Gopal, the Managing Director of the Company. The other directorships / Committee memberships and key managerial positions held by him in Listed Companies, Private Companies and Non-Profit Companies along with listed entities from which he has resigned in the past three years are given below.

S. No	Name of the Company	Nature of Interest or Concern / Change in Interest or Concern	Committee Membership	Date of Resignation
1.	Lucas- TVS Limited	Director	-	
2.	Vivriti Capital Limited	Director	Member - Nomination and Remuneration Committee	
3.	TVS Capital Funds Private Limited	Chairman & Managing Director and Member	-	
4.	T V Sundaram Iyengar & Sons Private Limited	Director and Member	-	
5.	Reserve Bank Innovation Hub	Director	-	
6.	TVS Wealth Private Limited	Director and Member	-	
7.	NextWealth Entrepreneurs Private Limited	Director	-	
8.	Sundaram Investment Private Limited	Director	-	
9.	TVS Investments Private Limited (Formerly Geeyes Family Holdings Private Limited)	Director	-	
10.	CredAvenue Private Limited	Director	-	
11.	Vivriti Asset Management Private Limited (Formerly QED Business Solutions Private Limited)	Director	-	
12.	IVC Association	Chairman and Director	-	
13.	IIT Madras Research Park	Director	-	
14.	Chennai International Centre	Director	-	
15.	Chennaiangels Network Association	Director	-	
16.	Chennai City Connect Foundation	Director	-	
17.	Diaspora Leaders Foundation	Director	-	
18.	Prema Srinivasan Charitable Foundation	Director	-	
19.	Shri Cheema Charitable Foundation	Director	-	
20.	Sundaram -Clayton Limited	Director	-	04/02/2022
21.	TVS Supply Chain Solutions Limited	Director	-	04/02/2022
22.	Wonderla Holidays Limited	Director	-	02/08/2023

Mrs. Srilalitha Gopal (DIN: 02329790)

Mrs. Srilalitha Gopal, aged 57 years is an Engineering graduate in Computer Science from IISc, Bangalore. She was appointed as director in TVS Electronics on 10th November 2011 and she was subsequently appointed as Managing Director of the Company with effect from 11th May 2018. She has been at the forefront of the various strategic initiatives directed towards increasing the profitability of the Company and drive the growth initiatives of TVS Electronics. She provides active directional support to TVS Electronics in CSR initiatives. She is also the Managing Director of M/S. Harita Techserv Pvt Ltd (HTPL). 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 has experience in the industries like manufacturing, service and hiring and staffing and provides directional support to the functions like leadership, strategy, governance and regulatory. She does not hold any shares in the Company directly or as a beneficial owner. She is the spouse of Mr. Gopal Srinivasan, the Chairman of the Company. She has attended all the six Board Meetings held during the year 2023-24. She has drawn a remuneration of ₹ 165.68 lakhs for the Financial Year 2023-24. She has not resigned from the directorship of any listed entities in the past three years.

The other directorships held by Mrs. Srilalitha Gopal are provided hereunder:

S. No	Name of the Company	Nature of Interest or Concern / Change in Interest or Concern	Date of appointment	Date of cessation
1.	Harita Techserv Private Limited	Managing Director & Member	August 28, 2008	-
2	TVS Investments Private Limited (formerly known as Geeyes Family Holdings Private Limited)	Director	August 31, 2018	-
3	Sundaram Investment Private Limited	Director	July 05, 2018	-
4	Geeyes Capital Funds Private Limited	Director	February 14, 2023	-
5	Shri Cheema Charitable Foundation	Director	September 26, 2023	-
6	Prema Srinivasan Charitable Foundation	Director	August 25, 2023	-

She does not hold any committee memberships in the aforesaid companies.

By Order of the Board

Srilalitha Gopal
 Managing Director
 DIN: 02329790

Chennai
 May 09, 2024

Registered Office:
 Greenways Towers, No.119, 2nd Floor,
 St. Mary's Road, Abhirampuram,
 Chennai – 600018.