



Summary of proceedings of 25th Annual General Meeting held through Video Conferencing/Other Audio Visual Means on 8th August, 2020

The 25th Annual General Meeting (AGM) of TVS Electronics Limited ('the Company') was held on Saturday, the 8th August 2020, at 10.00 A.M. through Video Conference / Other Audio Visual Means ("VC/OAVM").

Mr. K Santosh, Company Secretary of the Company welcomed the members of the Company and briefed the members that the members who had not cast their votes through Remote E-Voting may cast their votes through E-Voting platform provided by NSDL anytime during the meeting. He further explained the various options which were given to the shareholders for asking the questions/queries as mentioned in the notice of the 25th AGM. He then informed that the members who have missed to pre-register themselves to speak at the AGM or to send the questions in advance can ask their questions through the question box and the answers for those questions will be posted on the website of the Company within two days from the date of the meeting.

Mr. Gopal Srinivasan, Chairman of the Company then welcomed the members to the meeting. The requisite quorum being present, the Chairman called the meeting to order.

He introduced the Directors and Mr. A Kulandai Vadivelu, Chief Financial Officer who had participated from various locations through electronic mode. The Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were present at the meeting.

The Chairman thereafter proceeded to deliver his speech to the Members, giving an overview of the economy, the Impact of Covid-19 and other related matters. He then invited Mrs. Srilalitha Gopal, Managing Director to update business performance for the Financial Year 2019-20 which she presented.

The Chairman then mentioned that the Annual Report which includes AGM Notice, Board's Report and Financial Statements for the Financial Year 2019-20 were circulated through email and also made available on the website of the Company. He further mentioned that the Statutory Auditors' Report is unmodified and the observations in the Secretarial Auditors' report are clarified in the Director's Report and its self-explanatory and do not require any further clarification from the Company. The AGM Notice, Auditors Report and Secretarial Auditors Report were taken as read.

The following business items, as per the notice of 25th AGM were transacted at the meeting:

S.No.	Business transacted
	Ordinary Business
1.	Adoption of audited financial statements for the Financial Year ended 31 st March 2020 and the reports of the Board of Directors and Auditors thereon; - Ordinary Resolution
2.	Mr. D Sundaram (holding DIN: 00016304), retires by rotation and the vacancy so caused on the Board due to his retirement, be not filled up. - Ordinary Resolution

TVS Electronics Limited

"Anihant E-Park", No.117/1, 8th & 9th Floor, L.B.Road, Adyar, Chennai - 600 020. Tel.: + 91-44-4200 5200

Registered office : No.249A, Ambujammal Street, Off TTK Road, Alwarpet, Chennai-600 018.

Corporate Identity Number : L30007TN1995PLC032941

E-mail id : webmaster@tvs-e.in Website: www.tvs-e.in



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ID 9105061131

	Special Business
3.	Ratification of Cost Auditor's Remuneration for 2020-21 - Ordinary Resolution
4.	Reappointment of Mr. M Lakshminarayan (DIN: 00064750) as Independent Director for the second term of 5 years and to continue directorship after attaining 75 years during the second term - Special Resolution
5.	Reappointment of Mr. M F Farooqui (DIN: 01910054) as Independent Director for the second term of 5 years - Special Resolution

The Chairman then thanked the shareholders for participating and informed that the facility to vote on the resolutions contained in the Notice of the meeting through E-Voting platform shall remain open for around 15 minutes.

On completion of the time given for the E-Voting process, Mr. K Santosh, Company Secretary informed that the Company did not receive any registration request from the shareholders to speak at the meeting and did not receive any questions in advance within the prescribed date and time mentioned in the notice of the 25th AGM. He further informed that two members have asked questions through the question box and the answers for those questions will be posted on the website of the Company within two days from the date of the Meeting.

The Chairman then informed that Mr K Sriram, Practicing Company Secretary, Chennai was appointed as the scrutiniser.

The Chairman mentioned the members that the consolidated results of e-voting would be announced within 48 hours from the conclusion of the Annual General Meeting and will be intimated to the stock exchanges and will also be posted on the website and notice board of the Company. He further informed that the proceedings of the 25th AGM will also be posted on the website of the Company.

The Chairman then thanked the members who participated in the meeting and declared the meeting as closed.

The meeting concluded at 10.58 A.M.

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TVS Electronics Limited – 25th AGM – 8th August, 2020

Disclosure of voting results in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution No.1	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Adoption of audited financial statements of the Company for the financial year ended 31st March 2020, together with the reports of the Board of Directors and the Auditors thereon	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
	Public-Institutions	E-Voting	2,600	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
	Public- Non Institutions	E-Voting	74,87,625	93,554	1.2494	93,308	246	99.7371	0.2629
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		93,554	1.2494	93,308	246	99.7371	0.2629
	TOTAL		1,86,50,318	1,12,53,647	60.3402	1,12,53,401	246	99.9978	0.0022



Resolution No.2	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Not filling up the vacancy arising in the Board of Directors due to the retirement of Mr. D Sundaram (DIN: 00016304) by rotation.	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
	Public-Institutions	E-Voting	2,600	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
	Public- Non Institutions	E-Voting	74,87,625	93,554	1.2494	93,183	371	99.6034	0.3966
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		93,554	1.2494	93,183	371	99.6034	0.3966
	TOTAL		1,86,50,318	1,12,53,647	60.3402	1,12,53,276	371	99.9967	0.0033



Resolution No.3	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Ordinary Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Ratifying the remuneration of Rs.1.50 lakhs to Mr. P. Raju Iyer, Practising Cost Accountant (Membership No.6987), as Cost Auditor for the financial year 2020-21.	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
	Public-Institutions	E-Voting	2,600	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
	Public- Non Institutions	E-Voting	74,87,625	93,554	1.2494	93,211	343	99.6334	0.3666
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		93,554	1.2494	93,211	343	99.6334	0.3666
	TOTAL		1,86,50,318	1,12,53,647	60.3402	1,12,53,304	343	99.9970	0.0030



Resolution No.4	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approving the re-appointment of Mr. M Lakshminarayan (DIN: 00064750) as an Independent Director, for a second term of five (5) consecutive years from 6 th May 2020 to 5 th May 2025 and his continuation as a director even after attaining 75 years during the said 5 year period.	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
	Public- Institutions	E-Voting	2,600	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
	Public- Non Institutions	E-Voting	74,87,625	91,658	1.2241	89,497	2,161	97.6423	2.3577
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		91,658	1.2241	89,497	2,161	97.6423	2.3577
	TOTAL		1,86,50,318	1,12,51,751	60.3301	1,12,49,590	2,161	99.9808	0.0192



Resolution No.5	Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Special Resolution			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Approving the re-appointment of Mr. M F Farooqui (DIN: 01910054) as an Independent Director, for a second term of five (5) consecutive years from 6 th May 2020 to 5 th May 2025.	Promoter and Promoter Group	E-Voting	1,11,60,093	1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		1,11,60,093	100.0000	1,11,60,093	0	100.0000	0.0000
	Public-Institutions	E-Voting	2,600	0	0.0000	0	0	0.0000	0.0000
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		0	0.0000	0	0	0.0000	0.0000
	Public- Non Institutions	E-Voting	74,87,625	92,633	1.2371	90,662	1,971	97.8722	2.1278
		Poll		0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (Not Applicable)		0	0.0000	0	0	0.0000	0.0000
		Total		92,633	1.2371	90,662	1,971	97.8722	2.1278
	TOTAL		1,86,50,318	1,12,52,726	60.3353	1,12,50,755	1,971	99.9825	0.0175

For TVS Electronics Limited



K Santosh
Company Secretary





K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Consolidated Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

8th August 2020

To,
The Chairman,
TVS Electronics Limited
249-A, Ambujammal Street, Off TTK Road,
Alwarpet, Chennai – 600 018.

Dear Sir,

Sub: Remote E-voting (Prior to and at the Annual General Meeting (AGM)), in respect of your Company's 25th Annual General Meeting (AGM) on 8th August 2020 through Video Conferencing (VC)/Other Audio Visual Means (OAVM) – submission of Consolidated Scrutiniser's report

I have, vide resolution passed by your Board of Directors on 6th June 2020, been **appointed to act as the Scrutiniser** for the above remote e-voting processes, in connection with the said AGM. I submit my report as under:

1. Since the Company's equity shares are listed on the National Stock Exchange of India Limited (**NSE**) and the BSE Limited (**BSE**), the Company has provided remote e-voting facility, prior to and at the AGM, in terms of Section 108 of the Companies Act, 2013 (**the Act**), Rule 20 of the Companies (Management and Administration) Rules, 2014 (**the Rules**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**), Ministry of Corporate Affairs (MCA) circulars dated 5th May 2020, 8th April 2020 and 13th April 2020 and SEBI circular dated 12th May 2020, in respect of **all the five (5) resolutions to be passed at the 25th AGM**.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting (Prior to and at the AGM) were as follows:

Item No.	Nature of business	Type of resolution	Subject matter
1	Ordinary	Ordinary	Adoption of audited financial statements of the Company for the financial year ended 31 st March 2020, together with the reports of the Board of Directors and the Auditors thereon.



TVS Electronics Limited - 25th AGM on 8th August 2020
Consolidated Scrutiniser's report on remote e-voting prior and at the AGM

Item No.	Nature of business	Type of resolution	Subject matter
2	Ordinary	Ordinary	Not filling up the vacancy arising in the Board of Directors due to the retirement of Mr. D Sundaram (DIN: 00016304) by rotation.
3	Special	Ordinary	Ratifying the remuneration of Rs.1.50 lakhs to Mr. P. Raju lyer, Practising Cost Accountant (Membership No.6987), as Cost Auditor for the financial year 2020-21.
4	Special	Special	Approving the re-appointment of Mr. M Lakshminarayan (DIN: 00064750) as an Independent Director, for a second term of five (5) consecutive years from 6 th May 2020 to 5 th May 2025 and his continuation as a director even after attaining 75 years during the said 5 year period.
5	Special	Special	Approving the re-appointment of Mr. M F Farooqui (DIN: 01910054) as an Independent Director, for a second term of five (5) consecutive years from 6 th May 2020 to 5 th May 2025.

3. National Securities Depository Limited (NSDL), the recognized agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) **113141** for the same. NSDL also provided the web-based platform for the conduct of the AGM through VC/ OAVM.
4. Sundaram-Clayton Limited, being your Company's Share Transfer Agent (**RTA**), maintains and provides the records relating to the members of the Company.
5. Notice convening the 25th AGM (along with the Annual report for the financial year ended 31st March 2020) was sent:
 - (a) To 29,723 members through e-mail (sent by NSDL) on 16th July, 2020 whose email addresses were registered with the Company/Depositories out of 39,092 members (including shares were lying in the TVS Electronics Limited Unclaimed Suspense Account) as on 10th July 2020. Physical copies of the Notice and Annual report were not sent to the members as provided in the above-referred MCA circulars and SEBI circular. The Company had also subsequently sent soft copies of the Notice and Annual Report to member(s) who had requested for the same and registered their e-mail address.
 - (b) To the Directors, Auditors and Secretarial Auditors through e-mail, on 17th July 2020.
 - (c) To NSE and BSE, through their online portal, on 16th July 2020.



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Consolidated Scrutiniser's report on remote e-voting prior and at the AGM

6. The prescribed particulars with regard to the remote e-voting process were duly **advertised on 18th July 2020 in Business Standard** (in English) and **on 17th July 2020 in Makkal Kural** (in Tamil). The advertisement also stated the manner in which the members who had not registered their email address could register the same with the Company.
7. **1st August 2020** was fixed as the **cut-off date** for determining the eligibility to vote through remote e-voting prior to and at the AGM.
8. As on the cut-off date, the Company's paid-up equity share capital consisted of 1,86,50,318 Equity shares of Rs.10/- each. This included:
 - (a) 24,400 Equity shares lying in the TVS Electronics Limited Unclaimed Suspense Account (*Unclaimed suspense*) on which voting rights were frozen in terms of Schedule VI of LODR.
 - (b) 1,78,100 Equity shares transferred under Section 124(6) of the Act and lying in the demat account of the Investor Education and Protection Fund Authority, Ministry of Corporate Affairs (IEPF).
9. The remote e-voting facility **prior to the AGM** was available from **10.00 A.M. on 5th August 2020 to 5.00 P.M. on 7th August 2020**.
10. The AGM was convened, pursuant to above-referred MCA circulars and SEBI circular, through VC/OAVM facility, provided by NSDL, on Saturday, the **8th August 2020 at 10.00 A.M.**
11. NSDL also provided remote e-voting facility **at the AGM**, to enable the members present at the AGM through VC/OAVM and who had not cast their vote through remote e-voting prior to the AGM to exercise their voting rights.
12. On completion of the remote e-voting at the AGM, I unblocked the vote cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
13. I have **scrutinised all the votes cast** electronically through remote e-voting prior to and at the AGM and validated the same with the list of members and their shareholding as on the cut-off date.
14. I have also verified and confirmed that no voting rights had been exercised in respect of the equity shares in Unclaimed Suspense and IEPF.
15. I have recorded particulars of the votes cast through remote e-voting, both prior to and at the AGM, in a separate register maintained by me in electronic form.



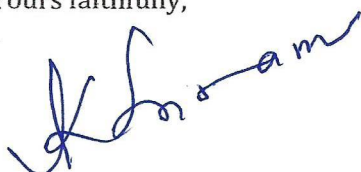
TVS Electronics Limited - 25th AGM on 8th August 2020
Consolidated Scrutiniser's report on remote e-voting prior and at the AGM

16. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1	99	1,12,53,647	94	1,12,53,401	99.9978%	5	246	0.0022%
2	99	1,12,53,647	90	1,12,53,276	99.9967%	9	371	0.0033%
3	99	1,12,53,647	90	1,12,53,304	99.9970%	9	343	0.0030%
4	98	1,12,51,751	86	1,12,49,590	99.9808%	12	2,161	0.0192%
5	99	1,12,52,726	86	1,12,50,755	99.9825%	13	1,971	0.0175%

17. All the five (5) resolutions (three (3) ordinary resolutions and two (2) special resolutions) have been passed with the requisite majority on the date of the AGM, namely 8th August 2020. You may declare the results accordingly.

Thanking you,
Yours faithfully,




K SRIRAM
Practising Company Secretary (C.P. No. 2215)
Scrutiniser

UDIN: F006312B000563374