

Notice to the Members

NOTICE is hereby given that the Twenty fifth Annual General Meeting of the Company will be held on Saturday, 8th August, 2020 at 10.00 a.m., through video conferencing / Other Audio Visual Means (“VC/OAVM”) to transact the following business.

ORDINARY BUSINESS

1. **To consider and 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 31st March, 2020, as circulated to the shareholders be and are hereby adopted.”

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

“**RESOLVED THAT** Mr. D Sundaram (holding DIN: 00016304), a Director liable to retire by rotation, who does not offer himself for re-appointment, be not reappointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.”

SPECIAL BUSINESS

3. **To ratify the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2021:**

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 2020-21 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”.

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:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. M Lakshminarayan (DIN: 00064750), who has submitted a declaration that he meets the criteria of Independence under section 149(6) of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as Independent Director to hold office for a period of 5 years for the second term with effect from 6th May, 2020 to 5th May, 2025.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded to Mr. M Lakshminarayan to continue his office as an Independent Director after attainment of an age of 75 years during his second term.”

5. **Reappointment of Mr. M F Farooqui (DIN: 01910054) as Independent Director for the second term of 5 years:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications(s) or



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re-enactment thereof for the time being in force), and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. M F Farooqui (DIN:01910054), who has submitted a declaration that he meets the criteria of Independence under section 149(6) of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as Independent Director to hold office for a period of 5 years for the second term with effect from 6th May, 2020 to 5th May, 2025.

By Order of the Board

Srilalitha Gopal
Managing Director
DIN: 02329790

Chennai
6th June, 2020

Registered Office:
249-A, Ambujammal Street,
Off. TTK Road, Alwarpet,
Chennai-600 018.

NOTES

- In view of the outbreak of the COVID-19 pandemic and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 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 25th AGM of the Company is being conducted through VC/OAVM Facility, which does not require the physical presence of members at a common venue.**
- 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.
- Members may join the 25th 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 25th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 25th AGM.
- 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, 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-served principle
- In compliance with the aforesaid MCA and SEBI Circulars, the notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company’s website www.tvse.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 a signed request letter mentioning name, folio number, complete address, self-attested copy of PAN, self-attested copy of Driving Licence/Passport/Bank Statement/Aadhar, supporting the registered address of the member, copy of the share certificate (front & back) and the email id to be registered to investorservices@tvse.in. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

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6. In terms of the MCA and SEBI Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly Members will not be entitled to appoint Proxy(ies) to attend and vote. However, in pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC.
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, effective from 20th August, 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 7th September 2016, shall also be transferred by the Company to IEPF. Based on the provisions of the Act, Rules and explanations, the Company will complete transferring 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 in respect of which dividend are not claimed are paid for seven consecutive years or more are made available in the Company's website viz., www.tvse.in for information and necessary action by the shareholders.

In case the concerned shareholders wish to claim the shares 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).
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 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. 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.
13. 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 dividends. 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.

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14. 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.
15. Members of the Company had approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as the Statutory Auditors at the Twenty Second AGM of the Company for a period of five years. In accordance with the Companies (Amendment) Act, 2017, effective 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
16. The Notice of the Annual General Meeting and the Annual Report will be available on the Company's website www.tvse.in. The members who wish to inspect any of the relevant documents referred to in the accompanying notice may send the request to the email id of the Company, investorservices@tvse.in, till 5.00 pm, 7th August, 2020 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 a 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. **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 25th 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 a scanned copy of:
 - i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company investorservices@tvse.in.
 - b. In case shares are held in demat mode, Members may obtain the login ID and password by sending a 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) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company investorservices@tvse.in.
20. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**
 - i. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC

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will be available in shareholder/members 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 the last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

- ii. Members are encouraged to join the Meeting through Laptops for a better experience. Further Members will be required to allow Camera and use the Internet with good speed to avoid any disturbance during the meeting.
- iii. 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 networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. 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 at tvseagm@tvs-e.in. Questions / queries received by the Company till 5.00 p.m. on Wednesday, 5th August, 2020 shall only be considered and responded during the AGM.
- v. 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 email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at tvseagm@tvs-e.in from August 1, 2020 (9:00 a.m. IST) to August 4, 2020 (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 the smooth conduct of the AGM.

- vi. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in toll free- 1800-222-990 or contact Ms. Pallavi, 022-24994545

21. 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 25th 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, 1st August, 2020**. 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 Annual General Meeting in a fair and transparent manner.
- (d) **The instructions for remote e-voting are as under:**
Shareholders who become Members of the Company, after despatching of Notice and hold shares as on 1st August 2020 may obtain the User ID and Password for e-voting by sending an e-mail, intimating DP ID and Client ID / Folio

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No. to arockiaraj@scl.co.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)

- i. Open the e-mail and then Open PDF file viz., “**TVS Electronics Limited – 25thAGM e-voting.pdf**” with the Client ID or Folio number as password. The PDF file contains the User ID and Password for e-voting. Please note that the password is an initial password that requires to be changed when the password change menu appears.
 - ii. Open your web browser during the voting period and log on to the e-voting website www.evoting.nsdl.com
 - iii. Click on Shareholder – Login
 - iv. Enter User ID and Password as initial password noted in step (i) above. Click Login.
 - v. The password change menu appears. Change the password with new password with minimum 8 digits / characters or a combination thereof. Please note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
 - vi. Home page of e-voting opens. Go to the “e-voting” icon and select “Active E-Voting Cycles”.
 - vii. Select “EVEN” of TVS Electronics Limited
 - viii. Cast your vote and select “Submit” and “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the member has voted on the resolution, such members will not be allowed to modify their vote, subsequently.
 - xi. Institutions members (i.e other than individuals, HUF, NRI, etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with the attested specimen signature of the duly authorised signatory(ies), who are authorized to vote, to the Scrutinizer through email: sriram.krishnamurthy@rediffmail.com with a copy marked to evoting@nsdl.com and arockiaraj@scl.co.in.
 - xii. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password click on:
 - i. “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. 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.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - v. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - vi. Now, you will have to click on “Login” button. IX. After you click on the “Login” button, Home page of e-Voting will open.
- (e) In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com or contact NSDL at 022-24994600.

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- (f) If members are already registered with NSDL for e-voting, then they can use their existing user ID and password for casting the vote.
- (g) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (h) **The remote e-voting period commences on Wednesday, 5th August 2020 at 10.00 am and ends on Friday, 7th August, 2020 at 5.00 pm.** During this period, members holding shares as on Saturday, 1st August, 2020 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 1st August, 2020 shall only be entitled to availing the Remote E-Voting facility.
- (i) The members attending the meeting, who have not already cast their votes 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.
- (j) 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 48 hours from the conclusion of the Annual General Meeting.
- (k) 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.

- (l) In case of any queries, members may contact the Company at investorservices@tvs-e.in, or sclshares@gmail.com

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

- i. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for remote e-voting.
 - ii. Only those Members/ shareholders, who have not cast 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 during the meeting.
 - iii. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote during the meeting.
 - 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 meeting shall be the same person mentioned for Remote e-voting.
23. The profile of Directors seeking reappointment forms an integral part of the Notice. The Directors have 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

Srilalitha Gopal
Managing Director
DIN: 02329790

Chennai
6th June, 2020

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

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

Item 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 6th June 2020, 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 2020-21. 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, the 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. 3 of the Notice for approval by the members.

Item 4 & 5

The Board of Directors at their meeting held on 6th May, 2015, approved the appointment of Mr. M. Lakshminarayan and Mr. M F Farooqui as Non-Executive Independent Directors of the Company for a period of 5 years with effect from 6th May 2015 to 5th May 2020 and subsequently, the shareholders approved the aforesaid appointments by way of passing resolution through postal ballot.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director may be appointed to hold office for a term of five consecutive years on the Board of a Company and shall be eligible for reappointment for a second term of five consecutive years

on passing a special resolution by the shareholders and disclose of such reappointment in the Board's Report.

Based on the recommendation of the Nomination and Remuneration Committee and the performance evaluation, the Board of Directors at its meeting held on 8th February, 2020, considered the experience, background and contributions made by them during the tenure of the first term of five consecutive years and were in the view that the continued association of Mr. M Lakshminarayan and Mr. M F Farooqui as Independent Directors would be beneficial to the Company and approved the re-appointment for the second term of five consecutive years with effect from 6th May, 2020, shall not be liable to retire by rotation, subject to the approval of the shareholders.

Mr. M Lakshminarayan will attain the age of 75 years on 7th September, 2021 and as per the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of the shareholders by way of passing special resolution for appointing or continuing the directorship of a person as a non-executive director who has attained the age of 75 years.

In accordance with Section 149, 150 and 152 and any other applicable provisions if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act the Company has received the consent Letter from Mr. M. Lakshminarayan and Mr. M F Farooqui to act as an Independent Director of the Company and the declaration of Independence, as required under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, declaring that he meets the criteria of Independence and eligible to be considered as Independent Director.

In the opinion of the Board, Mr. M Lakshminarayan and Mr. M F Farooqui fulfils the conditions for appointment

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of Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations and they are not debarred from holding office as a Director, by virtue of any SEBI order or any other such authority.

Profiles of Mr. M . Lakshminarayan:

Mr. Lakshminarayan is a Post Graduate from IIT Mumbai. He has a total of over 37 years of experience in Tata Motors and Bosch Ltd. He spent over 24 years at Bosch. He joined the Board of Bosch Ltd., in 2000. He retired as Joint Managing Director, a position he held for 9 years. He led a Product Group in Germany with Bosch for over 3 years before joining the Board in India. He was instrumental in investing and getting to market of the Common Rail Systems as also the Electronic Engine Management System in Bosch India and was Chairman of the Board of Robert Bosch Automotive Electronics in India. Total investment in both exceeded 700 Million Euros in a 5 year horizon starting from Proto to full scale manufacture.

Mr. Lakshminarayan started Harman International India Pvt Ltd, a 100% subsidiary of Harman International Inc. USA, in 2009. He has spearheaded Harman's foray into the Indian market. Infotainment System for India Automotive Sector was developed in Bangalore and now successfully introduced by Tata Motors in Bolt and Zest. It has received Rave reviews. It has now over 800 R&D Engineers and over 400 back office software developers in Bangalore and Pune as also a manufacturing plant in Pune. Worldwide Harman is in the field of Audio, Lighting and Office Automation products and has worldwide sales of over 5 Billion USD.

He has served as Chairman of the Karnataka State and Southern Region of Confederation of Indian Industry (CII). He was also the President of Bangalore Chamber of Industries and Commerce. He was a Government Appointee as the Chairman of the Research Advisory Board of Central Manufacturing Technology Institute, Bangalore. He is a Member of the Board of Directors in several listed companies which includes Kirloskar Oil Engines Ltd, Carborundum Universal Ltd, Rane (Madras) Ltd. and TVS Automotive Solutions Ltd., He is at present The Chairman of Wabco India and also a member of the advisory board of VOITH Industrial Services a company established in Heidenheim Germany.

Profiles of Mr M F Farooqui:

Mr. M F Farooqui is a 1978 Tamil Nadu cadre IAS officer and holds Masters degrees in Physics and Business Administration. He retired as Secretary, Department of Telecommunications (DoT) and Chairman, Telecom Commission in June 2014.

Prior to this, he served as Secretary, Department of Heavy Industry, Government of India. He also played a key role in Tamilnadu government in increasing the footprint in the industry sector as Principal Secretary, Department of Industry.

Mr. Farooqui also served as Special Secretary in the Ministry of Environment and Forests and was instrumental in shaping up critical environmental and climate change policies in the ministry.

During his career, he worked as a Joint Secretary in the Department of Economic Affairs, Ministry of Finance, Government of India. In mid-nineties, he worked as Consul General of India in Jeddah, Saudi Arabia. He has also worked as chief executive and member, secretary, Chennai Metropolitan Development Authority (CMDA).

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in these Resolutions except Mr. M Lakshminarayan for item no.4 and Mr. M F Farooqui for item no.5

The information of Directors proposed in these resolutions are furnished in Annexure A.

The Board recommends the Special Resolution set out at item nos. 4 and 5 of the Notice for the approval of Members.

By Order of the Board

Srilalitha Gopal
Managing Director
DIN: 02329790

Chennai
6th June, 2020

Registered Office:
249-A, Ambujammal Street,
Off. TTK Road, Alwarpet,
Chennai-600 018.



Notice to the Members (Contd.)

Annexure A to the Explanatory Statement: Encl

Name of Director	M Lakshminarayan	M F Farooqui
DIN	00064750	01910054
Age	73 years	66 years
Qualification	Post Graduate from IIT Mumbai	Masters degrees in Physics and Business Administration
Experience and expertise	He has a total of over 37 years' experience in Tata Motors and Bosch Ltd which includes 24 years at Bosch. He has served as Chairman of the Karnataka State and Southern Region of Confederation of Indian Industry (CII). He was also the President of Bangalore Chamber of Industries and Commerce. He was a Government Appointee as the Chairman of the Research Advisory Board of Central Manufacturing Technology Institute, Bangalore.	He served as Secretary, Department of Heavy Industry, Government of India and he worked as a Joint Secretary in the Department of Economic Affairs, Ministry of Finance, Government of India. He also worked as Consul General of India in Jeddah, Saudi Arabia. He has also worked as chief executive and member, secretary, Chennai Metropolitan Development Authority (CMDA)
Remuneration	Nil (only sitting fee)	Nil (only sitting fee)
Date of first Appointment on the Board of the Company	6 th May 2015	6 th May 2015
Shareholding in TVS Electronics Limited	Nil	Nil
Remuneration last drawn	Nil	Nil
Number of Meetings of the Board attended during the year	2/5	5/5

Notice to the Members (Contd.)

Name of Director	M Lakshminarayan		M F Farooqui	
List of Directorship held in other listed companies	Kirloskar Oil Engines Limited	Independent Director	The Ramco Cements Limited	Independent Director
	Suprajit Engineering Limited	Independent Director		
	Wabco India Limited	Independent Director		
	Rane (Madras) Limited	Independent Director		
	Wendt India Limited	Independent Director		
	Asm Technologies Limited	Non-Executive Non-Independent Director		
Membership / Chairmanship in Committees of other listed companies as on date	Kirloskar Oil Engines Limited	AC, Risk Management Committee (RMC) - Chairman NRC - Member	Nil	
	Wabco India Limited	SRC - Chairman AC, NRC and CSR - Member		
	Rane (Madras) Limited	NRC - Chairman AC - Member		
	Wendt India Limited	AC and NRC - Member		
	Asm Technologies Limited	AC and NRC - Member		
	Suprajit Engineering Limited	RMC - Chairman NRC - Member		