

Notice to the Members

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Company will be held at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, T. Nagar, Chennai - 600 017 on Thursday, 9th August, 2018 at 10.00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the following Audited Financial Statements and reports of the Company, for the financial year ended 31st March, 2018, as circulated to the shareholders be and are hereby adopted:

- Standalone and Consolidated Financial Statements;
- Reports of the Auditors on the Standalone and Consolidated Financial Statements; and
- Report of the Board of Directors on the Standalone Financial Statement".

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

"RESOLVED THAT dividend of ₹ 1.50 (Rupee One and Paise Fifty only) per Equity Share, as recommended by the Board of Directors of the Company, be and is hereby declared on 1,86,12,818 Equity Shares of face value of ₹ 10/- each for the year ended 31st March 2018 and the same be paid to members whose names appear in the Register of Members of the Company and as per the record of the depositories as on 2nd August 2018."

3. To consider and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Narayan K Seshadri (DIN: 00053563) Non-Executive Non-Independent Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

SPECIAL BUSINESS

4. To consider and pass 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 2018-19 in terms of Section 148 of the Companies Act, 2013

read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified".

5. To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT in terms of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of Companies Act, 2013 and the rules made thereunder, (the Act 2013), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the Company be and is hereby accorded for the appointment of Mrs. Srilalitha Gopal (DIN 02329790) as a whole-time key managerial personnel in the position of Managing Director for a period of 5 (five) years from 11th May 2018 to 10th May 2023, on the terms and conditions including the remuneration as set out below, based on the recommendation of the Nomination and Remuneration Committee.

Particulars of Remuneration	Annual Remuneration (₹ in Lakhs)
1. Basic Salary (@ ₹ 5 Lakhs pm)	60.00
2. Allowances and perquisites	40.00
3. Total	100.00
4. Variable pay	50.00
Total (3 + 4)	150.00

1. The Allowances and Perquisites include Company's contribution to Provident Fund or National Pension Scheme or any other pension Scheme as may be in force from time to time, Gratuity, Leave Travel Allowance and encashment of earned leave as per the rules of the Company.

2. She will also be eligible for:

- Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962.
- Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company.



Notice to the Members (Contd.)

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

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

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

RESOLVED FURTHER THAT in the event of Mrs. Srilalitha Gopal drawing remuneration as a managerial personnel in any other Company, the aggregate of the remuneration drawn from both the companies shall not exceed the higher maximum limit admissible from any one of such companies.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Srilalitha Gopal shall not result in

the total managerial remuneration paid by the company for any financial year during her tenure exceeding the maximum permissible limit of net profits as laid down under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Srilalitha Gopal, in the event of loss or inadequacy of profits in any financial year during her tenure, shall be the same as set out above, subject to the maximum applicable limit under Part II Section II Para A of Schedule V of Companies Act 2013, read with provisos thereunder, based on the effective capital of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to enter into an agreement on behalf of the Company with Mrs. Srilalitha Gopal.

RESOLVED FURTHER THAT all the Directors and the Secretary of the Company be and are hereby severally authorized to obtain necessary consents, permissions or approvals as may be required for the remuneration payable to her on such appointment or at any point of time during her tenure, and to do all such acts and deeds, as may be necessary in order to give effect to the aforesaid resolutions."

By Order of the Board

Chennai
11th May, 2018

S. Nagalakshmi
Company Secretary

Registered Office:
"Jayalakshmi Estates"
29, Haddows Road, Chennai - 600 006

Notice to the Members (Contd.)

NOTES

1. **A Member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself and the Proxy or Proxies so appointed need not be a Member or Members as the case may be of the Company.**
2. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company.
3. A member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy provided that such person shall not act as a Proxy for any other member.
4. The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a certified copy of that Power of Attorney duly notarised or other authority shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting. Proxies/ authorisations submitted on behalf of the companies, LLPs, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. 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.
6. The Company does not have any unclaimed dividend amount which has fallen due for transfer to Investor Education and Protection Fund (IEPF).
7. The Members may note that on account of the amendment made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on 8th June, 2018, **the Company will not be in a position to entertain the request for registration of physical transfer of shares on or after 5th December, 2018. 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.**
8. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company / Depository Participants. Hard copies of the Annual Report will be sent on request. For members who have not registered their email IDs with the Company / Depository Participants, hard copy of the Annual Report is being sent.
9. Members holding shares in physical form are requested to notify immediately any change in their address/E-mail address to the Company/its Share Transfer Agents.
10. 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, will be 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.
11. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting.
12. Members who have received the Annual Report in electronic mode and who intend to attend the meeting in person or through proxy are requested to bring a printed copy of the attendance slip to the meeting hall.
13. Members / Proxies attending the meeting should submit the duly signed attendance slip at the entrance of the Hall to attend the meeting.
14. Corporate members intending to send their authorised representatives to attend the Meeting are

Notice to the Members (Contd.)

- 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.
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 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.tvs-e.in. All relevant documents referred to in the accompanying Notice will be open for inspection at the Registered Office of the Company **between 2.00 pm and 4.00 pm** on all working days till 8th August, 2018.
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 by the members holding shares in physical form. In respect of members holding shares in electronic form, the forms may be obtained from the Depository Participant with whom they are maintaining their demat account.
18. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 **has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders.** Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Company's Share Transfer Agents by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member printed on it. In the 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. **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 23rd 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., Thursday, 2nd August, 2018.
- (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 physical ballot process in the Annual General Meeting in a fair and transparent manner.
- (d) **The instructions for remote e-voting are as under:**
- Members receiving e-mail from NSDL** (for members who have registered their email Ids with the Company / Depository Participants)
- i. Open e-mail and then Open PDF file viz., **"TVS Electronics Limited – 23rd AGM 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

Notice to the Members (Contd.)

- is an initial password which 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. Password change menu appears. Change the password with new password with minimum 8 digits / characters or 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 "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 member 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 kr.raman@scl.co.in.
- (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.
 - (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) **For members who received the notice of Annual General Meeting in physical form, initial password is provided in the Attendance Slip. Members are requested to follow instruction given in Sl. No.(i) to (ix).**
 - (i) **The remote e-voting period commences on Monday, 6th August 2018 at 10.00 am and ends on Wednesday, 8th August, 2018 at 5.00 pm.** During this period, members holding shares as on Thursday, 2nd August, 2018 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.
 - (j) The members attending the meeting who have not already cast their vote through remote e-voting, shall be able to exercise their voting rights at the meeting. For such members, physical ballot will be provided by the Company at 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 at 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

Notice to the Members (Contd.)

remain frozen till the rightful owner claims the shares.

- (k) 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.
 - (l) 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.tvse.in and on the website of the NSDL and also communicated to the Stock Exchanges.
 - (m) In case of any queries, members may contact the Company at investorservices@tvse.in, or scshares@gmail.com.
20. The profile of Directors seeking appointment / re-appointment forms integral part of the Notice. The Directors have furnished the requisite consent and declarations.

I Mr. Narayan K. Seshadri

Born on 13th April, 1957, Mr. Narayan K Seshadri is a Chartered Accountant, focuses on business transformation enabling companies to continually

address challenges arising from economic, regulatory and technological changes. With over 40 years of experience across different sectors and countries, many enterprises he has counselled are now multibillion dollar businesses continuing to grow.

He founded Tranzmute, a Management and Business Transformation Services enterprise that works with underperforming businesses of high potential and stressed assets to transform them into robust rapidly growing companies. Tranzmute's outcome based business model drives its economic upsides and its portfolio includes Industrial, Retail, Technology and Financial services businesses.

He is also a non-executive Chairman of several listed Indian companies including Magma Fincorp, PI Industries, AstraZeneca Pharma India and is an independent director of several other leading companies.

Mr. Narayan K Seshadri was appointed as Non Executive Non Independent Director on the Board of Directors on 6th May 2015. M/s. Tranzmute Business Advisory LLP, in which Mr. Narayan K Seshadri is a Partner, holds 3,50,000 Equity Shares representing 1.88% of the paid-up capital in the Company. Mr. Narayan K Seshadri holds 5,30,000 equity shares of the Company comprising of 2.85% of total paid up share capital of the Company. He is not related to any Director of the Company.

The other directorships and memberships of committees held by Mr. Narayan K Seshadri are provided hereunder:

Notice to the Members (Contd.)

S No.	Name of the Company	Nature of interest	Committee Memberships/ Chairmanships
1.	PI Industries Limited	Chairman & Member	1. Management Advisory Committee, Member 2. Audit Committee, Chairman 3. Nomination and Remuneration Committee, Member
2.	Magma Fincorp Limited	Chairman	1. Audit Committee, Chairman 2. Nomination and Remuneration Committee, Member 3. Review Committee, Member 4. Risk Management Committee, Member
3.	Kalpataru Power Transmission Limited	Director	1. Risk Management Committee, Chairman 2. Audit Committee, Member
4.	Wabco India Limited	Director	1. Audit Committee, Chairman 2. Nomination and Remuneration Committee, Chairman
5.	AstraZeneca Pharma India Limited	Chairman	1. Audit Committee, Member 2. Nomination and Remuneration Committee, Member
6.	SBI Capital Markets Limited	Director	1. Committee of Directors, Member 2. Audit Committee, Chairman 3. HR Committee, Chairman 4. Risk Management Committee, Chairman 5. Nomination and Remuneration Committee, Chairman 6. Corporate Social Responsibility Committee, Chairman 7. Information Technology Strategy Committee, Member
7.	TVS Investments Private Limited	Director	–
8.	IRIS Business Services Limited	Director	1. Nomination and Remuneration Committee, Member 2. Special Committee, Member
9.	The Clearing Corporation of India Limited	Director	1. Risk Management Committee, Member 2. HR Committee, Member 3. Nomination and Remuneration Committee, Member
10.	Radiant Life Care Private Limited	Director	–
11.	KKR ARC India Private Limited	Director	–
12.	TVS Wealth Private Limited	Director	–
13.	Kritdeep Properties Private Limited	Director	–
14.	Tranzmute Capital & Management Private Limited	Director	–
15.	Halcyon Resources & Management Private Limited	Director & Member	–
16.	Halcyon Enterprises Private Limited	Director & Member	–
17.	A2O Software India Private Limited	Director & Member	–



Notice to the Members (Contd.)

II. Mrs. Srilalitha Gopal

Born on 27th May, 1967, Mrs. Srilalitha Gopal is an Engineering graduate in Computer Science from IISc, Bangalore. She was appointed as a Director on the Board of Directors of the Company with effect from 10th November 2011. Over the last two years, she has been leading various strategic initiatives of the Company which contributed to the growth and profitability of the Company.

She is a member of Stakeholders Relationship Committee and Nomination and Remuneration Committee and was actively engaged in the governance process. She provides active directional support to the group companies in their CSR initiatives.

She is the Managing Director of Harita Techserv Limited, a design engineering and skilled technical engineering resources company since 2008. She does not hold any shares in the Company. She is the spouse of Mr. Gopal Srinivasan, the Chairman of the Company.

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

S No.	Name of the Company	Nature of interest
1.	Harita Techserv Limited	Managing Director
2.	TVS Investments Private Limited	Director

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

Chennai
11th May, 2018

Registered Office:
"Jayalakshmi Estates", 29, Haddows Road, Chennai - 600 006

By Order of the Board
S. Nagalakshmi
Company Secretary

Notice to the Members (Contd.)

Statement of material facts pursuant to Section 102 of the Companies Act, 2013

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

Item 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 11th May 2018, 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 as may be applicable and reimbursement of out of pocket expenses, as remuneration payable to him, for the financial year 2018-19. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and / or their relatives has any concern or interest, financial or otherwise, in this item of business.

The Board of Directors recommends his appointment and the remuneration as set out in the resolution.

Item 6

In the light of expansion in business activities and to enable to focus on strategic long term decisions, the Board of Directors, based on the recommendation from Nomination and Remuneration Committee, at its meeting held on 11th May, 2018, approved the appointment and

remuneration of Mrs. Srilalitha Gopal as Managing Director, for a period of 5 years from 11th May 2018 till 10th May 2023 for a remuneration of ₹ 1.50 Cr., as set out in the said resolution, subject to the approval of shareholders. The Company also entered into an agreement on 11th May 2018 with Mrs. Srilalitha Gopal in this regard.

The total remuneration as set out in the resolution will not exceed the maximum permissible limit of the net profits of the Company, as set out under Section 197 of Companies Act, 2013, every year. In the event of loss or inadequacy of profits in any financial year, Mrs. Srilalitha Gopal will be paid the same remuneration as set out in the resolution, subject to the maximum applicable limit under Part II Section II Para A of Schedule V of Companies Act, 2013, read with provisions thereunder, based on the effective capital of the Company. In the event of Mrs. Srilalitha Gopal drawing remuneration from any other Company including Harita Techserv Limited, such remuneration will not exceed the higher limit permissible from any one of the companies.

Mrs. Srilalitha Gopal and Mr. Gopal Srinivasan are deemed to be concerned or interested in the resolution.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives is concerned or interested in this resolution.

The Board of Directors recommends her appointment and the remuneration as set out in the resolution.

Chennai
11th May, 2018

Registered Office:
"Jayalakshmi Estates", 29, Haddows Road, Chennai - 600 006

By Order of the Board
S. Nagalakshmi
Company Secretary



Notice to the Members (Contd.)

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

I GENERAL INFORMATION																																				
1.	Nature of Industry	Computer Peripherals and IT enabled services																																		
2.	Date or expected date of commencement of commercial production	Already commenced production 27 years back																																		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																																		
4.	Financial performance based on given indicators	<table border="1"> <thead> <tr> <th colspan="4">₹ In Lakhs</th> </tr> <tr> <th>Particulars</th> <th>2015-16</th> <th>2016-17</th> <th>2017-18</th> </tr> </thead> <tbody> <tr> <td>Gross income</td> <td>59,503</td> <td>2,52,623</td> <td>4,18,018</td> </tr> <tr> <td>Capital employed</td> <td>7,807</td> <td>8,923</td> <td>8,687</td> </tr> <tr> <td>Networth</td> <td>4,341</td> <td>6,786</td> <td>8,358</td> </tr> <tr> <td>Profit / (Loss) before tax</td> <td>544</td> <td>873</td> <td>2,445</td> </tr> <tr> <td>Profit / (Loss) after tax</td> <td>431</td> <td>633</td> <td>1,624</td> </tr> <tr> <td>Dividends</td> <td>-</td> <td>50 Paise per Equity Share of ₹ 10/- each</td> <td>Board has recommended ₹ 1.50 per Equity Share of ₹ 10/- each</td> </tr> </tbody> </table>			₹ In Lakhs				Particulars	2015-16	2016-17	2017-18	Gross income	59,503	2,52,623	4,18,018	Capital employed	7,807	8,923	8,687	Networth	4,341	6,786	8,358	Profit / (Loss) before tax	544	873	2,445	Profit / (Loss) after tax	431	633	1,624	Dividends	-	50 Paise per Equity Share of ₹ 10/- each	Board has recommended ₹ 1.50 per Equity Share of ₹ 10/- each
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5	Foreign investments or collaboration, if any	The Company has no foreign investments or collaborations																																		
II INFORMATION ABOUT THE APPOINTEE																																				
1	<p>Background Details</p> <p>Mrs. Srilalitha Gopal is an Engineering graduate in Computer Science from IISc, Bangalore.</p> <p>She was appointed as a Director on the Board of Directors of the Company with effect from 10th November 2011.</p> <p>She is the Managing Director of Harita Techserv Limited, a design engineering and skilled technical engineering resources Company since 2008.</p>																																			
2	<p>Past remuneration</p> <p>She has drawn ₹ 51 Lakhs p.a as remuneration from HaritaTechserv Limited for the past 3 years, i.e, FY 15-16, FY 16-17 and FY 17-18.</p>																																			

Notice to the Members (Contd.)

3	Job profile and her suitability	<p>Job Profile: As the Managing Director of the Company, she will be having all powers to manage the affairs of the Company.</p> <p>Suitability:</p> <ol style="list-style-type: none"> a. Her qualification as the Engineering graduate in computer science. b. Her active association as a Director of the Company for nearly seven years. c. Her active engagement in leading various strategic initiatives in the Company over the last few years, that has contributed to the growth and profitability of the Company. d. Her contribution as a member of Stakeholders relationship Committee and Nomination and Remuneration Committee e. Her experience as Managing Director of Harita Techserv Limited over the past 10 years. f. Her directional support in the governance process. 										
4	Remuneration proposed: By way of salary, allowances and perquisites and Variable pay, etc	<table border="1" data-bbox="632 924 1205 1161"> <thead> <tr> <th>Description</th> <th>₹ Lakhs p.a</th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td>60.00</td> </tr> <tr> <td>Allowances & Perquisites</td> <td>40.00</td> </tr> <tr> <td>Variable pay</td> <td>50.00</td> </tr> <tr> <td>Total *</td> <td>150.00</td> </tr> </tbody> </table> <ol style="list-style-type: none"> 1. The Allowances and Perquisites include Company's contribution to Provident Fund or National Pension Scheme or any other pension Scheme as may be in force from time to time, Gratuity, Leave Travel Allowance and encashment of earned leave as per the rules of the Company. 2. She will also be eligible for: <ol style="list-style-type: none"> a. Company maintained car with driver for official purposes which shall be borne by the Company. Use of Company car for private purposes shall be dealt with the Company as per the applicable provisions under the Income Tax Rules, 1962. b. Company owned IT and communication equipments including maintenance and subscription thereof, shall be borne by the Company. 	Description	₹ Lakhs p.a	Basic Salary	60.00	Allowances & Perquisites	40.00	Variable pay	50.00	Total *	150.00
Description	₹ Lakhs p.a											
Basic Salary	60.00											
Allowances & Perquisites	40.00											
Variable pay	50.00											
Total *	150.00											

Notice to the Members (Contd.)

	* In the event of loss or inadequacy of profit, the remuneration as set out in the table above shall be the minimum remuneration, subject to the maximum permissible limit under the Companies Act, 2013.	
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin)	The remuneration proposed is comparable with the remuneration being offered to the similar position in the electronic industry. It is also in line with the Company's remuneration policy, the profile of the position and the person.
6	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from drawing sitting fees as a Director, she is not having any pecuniary relationship directly or indirectly with the Company. After her appointment as Managing Director, she will be drawing the proposed remuneration with effect from 11 th May 2018. She is the spouse of Mr. Gopal Srinivasan, Chairman of the Company. She is not related to any other director or key managerial personnel of the Company
III Other information		
1	Reasons for loss or inadequate profits	Does not arise at present, considering that the Company has improved its profitability
2	Steps taken or proposed to be taken for improvement	Company is continuously taking steps to improve the profitability
3	Expected increase in productivity and profit in measurable terms	The Company expects to maintain its present growth rate.



TVS ELECTRONICS LIMITED

Regd. Office: Jayalakshmi Estates, 29, Haddows Road, Chennai – 600 006.
CIN:L30007TN1995PLC032941, Email: investorservices@tvs-e.in Phone: 044- 2827 2233, Fax: 044- 2825 7121

ATTENDANCE SLIP

DP Id* & Client Id
NAME AND ADDRESS OF THE MEMBER

Folio No. :
No. of Shares

I / We hereby record my / our presence at the 23rd ANNUAL GENERAL MEETING of the Company held on Thursday, August 9, 2018 at 10:00 A M. at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, T. Nagar, Chennai – 600 017

Name of the shareholder/proxy

.....
Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.

Note: Voting eligibility will be only in respect of shares held as on the Cut off Date viz 2nd August, 2018

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN



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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

*Client Id:

*DP Id :

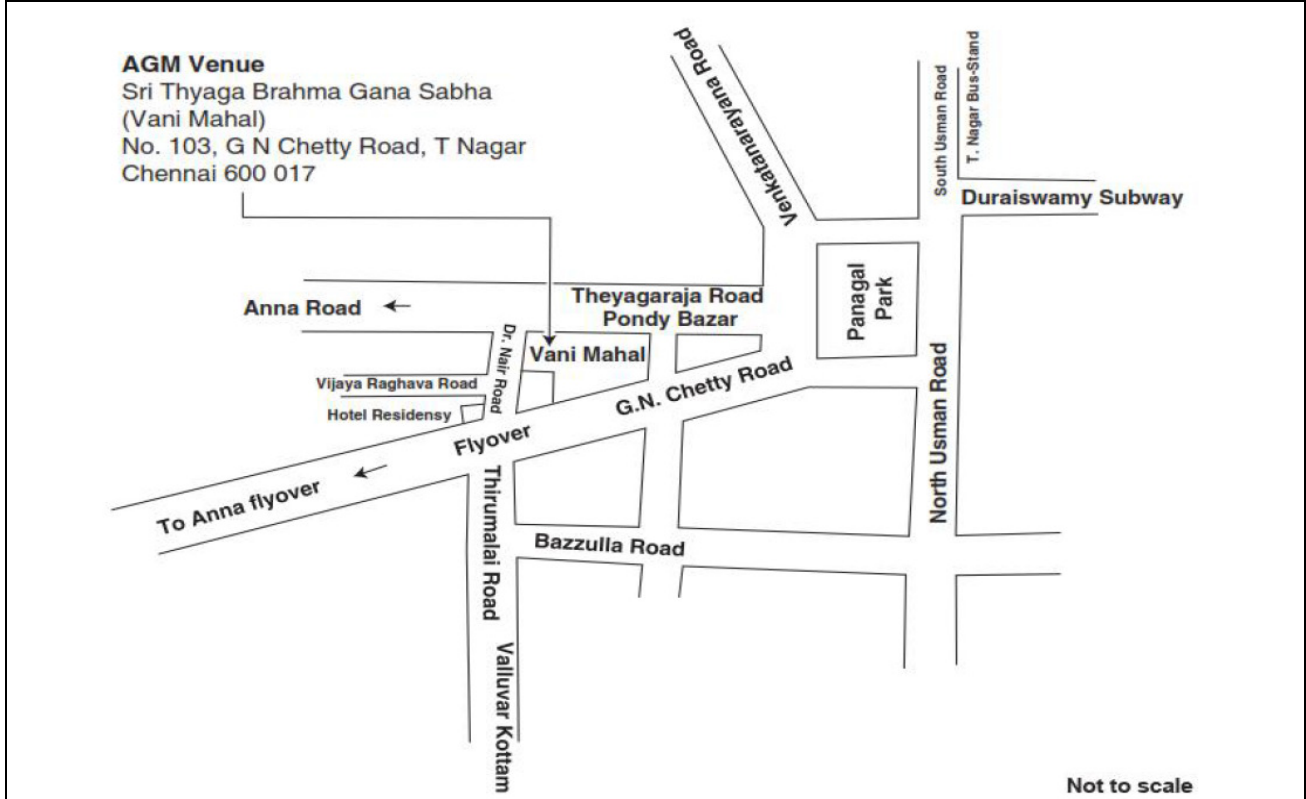
I/We being the member(s) holding _____ Equity shares of TVS ELECTRONICS LIMITED, hereby appoint:

Sl no	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

*Applicable for investors holding shares in electronic form.

and whose signature(s) is/are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd ANNUAL GENERAL MEETING of the Company held on Thursday, August 9, 2018 at 10:00 A M. at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Chetty Road, T. Nagar, Chennai – 600 017, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

**Route Map for the venue of AGM of TVS Electronics Limited
to be held on Thursday 9th August, 2018 at 10.00 am**



I/We wish my/our above proxy to vote in the manner as indicated in the box below:

Ordinary Business	For	Against
1) Adoption of audited financial statements for the year ended 31 st March, 2018		
2) Declaration of Dividend for the financial year ended 31 st March, 2018		
3) Re-appointment of Mr. Narayan K Seshadri as Director who retires by rotation		
Special Business		
4) Ratification of Cost Auditor's Remuneration		
5) Appointment of Managing Director and payment of remuneration		

Signed this day of 2018

Signature of shareholder(s)

Signature of proxy holder(s)

Affix Revenue Stamp
