

TVS Electronics Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting / Ballot Paper are furnished below:

Date of declaration of results: **8th August 2015** (Annual General Meeting date: 6th August, 2015)

Total shaerholders as on 31st July, 2015 : **22,110**

Details of voting on the Ordinary Resolutions as detailed in the Notice of 20th Annual General Meeting

Resolution No.1	Promoter / Public	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
Adoption of Standalone and Consolidated Financial Statements for FY 2014-15	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.000%	0.000%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.000%	0.000%
	Public - Others	67,02,143	42,243	0.63%	42,143	100	99.763%	0.237%
	Total	1,79,28,836	1,12,02,336	62.48%	1,12,02,236	100	99.999%	0.001%

Resolution No.2	Promoter / Public	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
Re-appointment of retiring Director, Mr. D Sundaram	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.000%	0.000%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.000%	0.000%
	Public - Others	67,02,143	42,193	0.63%	42,093	100	99.763%	0.237%
	Total	1,79,28,836	1,12,02,286	62.48%	1,12,02,186	100	99.999%	0.001%

Resolution No.3	Promoter / Public	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
Reappointment of retiring Auditors and fixing remuneration	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.000%	0.000%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.000%	0.000%
	Public - Others	67,02,143	42,243	0.63%	42,143	100	99.763%	0.237%
	Total	1,79,28,836	1,12,02,336	62.48%	1,12,02,236	100	99.999%	0.001%

Resolution No.4	Promoter / Public	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
Appointment of Mr. Narayan K Seshadri as Director	Promoter and Promoter Group	1,11,60,093	1,11,60,093	100.00%	1,11,60,093	-	100.000%	0.000%
	Public - Institutional holders	66,600	-	0.00%	-	-	0.000%	0.000%
	Public - Others	67,02,143	42,243	0.63%	41,893	350	99.171%	0.829%
	Total	1,79,28,836	1,12,02,336	62.48%	1,12,01,986	350	99.997%	0.003%

For TVS Electronics Limited


S. Nagalakshmi
Company Secretary

Scrutiniser's Report

*[Pursuant to Sections 108 and 109 of the Companies Act, 2013, and Rules 20 and 21 of the Companies
(Management and Administration) Rules, 2014]*

8th August 2015

To,
The Chairman,
TVS Electronics Limited
"Jayalakshmi Estates", 29, Haddows Road,
Chennai – 600 006.

Dear Sir,

**Sub: Remote e-voting and Poll process in respect of your company's 20th Annual
General meeting (AGM) on 6th August 2015 - submission of Scrutiniser's report**

I have been appointed to act as the Scrutiniser for the remote e-voting and poll processes, in connection with the said AGM. I submit my report as under:

1. National Securities Depository Limited (NSDL), the agency selected by your company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 102063 for the same.
2. Notice convening the AGM (along with the Annual report for the year ended 31st March 2015) was sent to 21,870 members of the company as on 3rd July 2015, as set out below:
 - (a) Through e-mail (sent by NSDL) to 8,114 members on 11th July 2015.
 - (b) Through registered parcel (sent by the share transfer agent) to 15,073 members, on 11th July 2015.
 - (c) Through courier (sent by the share transfer agent) to 613 members on 13th July 2015.
 - (d) Through e-mail (wherever available) as well through registered parcel/courier, in the case of 1,930 members residing in Chennai.
 - (e) Through registered parcel/courier to 49 members, in respect of whom the e-mails sent by NSDL returned undelivered, on 16th July 2015.
3. The prescribed particulars with regard to the remote e-voting process were duly advertised on 14th July 2015 in Business Standard (in English) and Makkal Kural (in Tamil).
4. 31st July 2015 was fixed as the cut-off date for the purpose of determining the eligibility to participate in the said e-voting/ poll process.



TVS Electronics Limited-20th AGM on 6th August 2015
Scrutiniser's report on remote e-voting and poll process

5. As on the cut-off date, the paid-up equity share capital consisted of 1,80,22,818 equity shares of Rs.10/- each. This included 93,982 equity shares lying in Unclaimed Shares Suspense Account on which voting rights were frozen in terms of clause 5A(II) of the listing agreement with stock exchanges. Accordingly, 21,471 members were eligible to vote on an aggregate of 1,79,28,836 equity shares.
6. Remote e-voting facility was open for three days. The voting period closed at 5.00 pm on 5th August 2015, the day preceding the AGM.
7. The AGM was held on Thursday, the 6th August, 2015, at 3:15 P.M., at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G.N. Chetty Road, T. Nagar, Chennai – 600 017.
8. Poll process was carried out at the AGM by distributing ballot papers to enable those members attending the AGM in person or through proxy, who had not voted through remote e-voting, to exercise their voting rights.
9. The two empty ballot boxes used for the poll process were displayed and locked in my presence.
10. On the completion of the poll process:
 - (a) I opened both the ballot boxes in the presence of two witnesses not in the employment of the company.
 - (b) I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the company.
11. I have scrutinized the votes cast through remote e-voting and in the poll process, and validated the same with the list of members and their holding as on the cut-off date.
12. I have also verified and confirmed that:
 - (a) No voting rights were exercised in respect of the 93,982 unclaimed equity shares lying in the Unclaimed Shares Suspense Account in terms of clause 5A(II) of the listing agreement.
 - (b) No member who had exercised their vote through remote e-voting facility participated in the poll process at the AGM.
13. I have recorded particulars of the votes cast through remote e-voting and poll process in a separate register maintained in electronic form.
14. The items of business set out in the notice and covered by the e-voting/ poll process are:



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Scrutiniser's report on remote e-voting and poll process

Item	Type of resolution	Subject matter
1	Ordinary	Adoption of stand-alone and consolidated financial statements and reports of the Board of Directors and Auditors for the year ended 31 st March 2015.
2	Ordinary	Re-appointment of Mr. D. Sundaram (DIN 00016304), who retires by rotation, as director.
3	Ordinary	Ratification of re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai (Firm Registration No. 004207S), as Statutory Auditors for the second year in the transitional period of three years, for remuneration to be fixed by the Board of Directors.
4	Ordinary	Appointment of Mr. Narayan K. Seshadri (DIN 00053563), as a non-executive and non-independent director, subject to retirement by rotation.

15. The results of voting through remote e-voting and poll at the AGM venue are as under:-

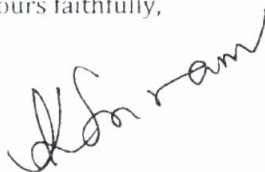
Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	53	1,12,02,336	52	1,12,02,236	99.999	1	100	0.001
2.	52	1,12,02,286	51	1,12,02,186	99.999	1	100	0.001
3.	53	1,12,02,336	52	1,12,02,236	99.999	1	100	0.001
4.	53	1,12,02,336	50	1,12,01,986	99.997	3	350	0.003

16. All the four (4) ordinary resolutions have been passed with the requisite majority on the date of the AGM, namely 6th August 2015.

17. You may declare the results accordingly.

Thanking you,

Yours faithfully,




K. Sriram,
Practising Company Secretary (CP No: 2215),
Scrutiniser